

**FLEMING COMPANIES, INC., et al.,
Summary of Time Detail by Task
May 1, 2003 through May 31, 2003**

<i>Task Description</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Accounting Assistance	7.3	\$2,701.00
Case Administration	6.1	\$1,938.00
Computer Forensic Procedures and Investigation	25.4	\$9,117.50
Coordination with PwC	17.0	\$6,540.00
De-Duplication of Files	10.5	\$2,115.00
Document Repository	140.3	\$43,081.00
eFile Processing	29.5	\$6,997.50
Electronic Evidence Preservation Activities	283.3	\$73,827.00
Email Processing	121.5	\$33,147.50
Excess Assets Analysis and Communication	81.9	\$28,251.00
Fee Statement and Fee Application	16.7	\$2,749.00
First and Second Day Orders	1.2	\$645.00
General Case Strategy	1.1	\$319.00
General Duties	18.0	\$5,192.00
Imaging	19.0	\$3,515.00
KERP Review and Analysis	84.7	\$28,853.50
Meetings and Correspondence with Fleming and/or its Professionals	13.5	\$4,251.00
Project Management Planning and Supervision	34.6	\$10,867.50
Travel Time	2.0	\$570.00
Vendor Related Analysis and Communication	7.2	\$2,200.00
<i>Total</i>		920.8 \$266,877.50
<i>Less 50% discount on travel</i>		-285.00
		\$266,592.50

**FLEMING COMPANIES, INC. et al.,
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May 1, 2003 through May 31, 2003**

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Schwarz, Eric	Managing Director	\$500.00	7.2	\$3,600.00
Wilson, David	Director	\$400.00	42.2	\$16,880.00
Lacativo, Bert	Director	\$375.00	0.5	\$187.50
Glynn, Edward	Director	\$350.00	143.9	\$50,365.00
Ackert, Julian	Manager	\$325.00	28.8	\$9,360.00
Ranta, Todd	Director	\$300.00	95.1	\$28,530.00
Swain, Jennifer	Consultant	\$290.00	31.9	\$9,251.00
Terrazas, Gabriel	Consultant	\$290.00	54.0	\$15,660.00
Griggs, Ashley	Consultant	\$285.00	15.5	\$4,417.50
Pate, Orson	Manager	\$285.00	10.5	\$2,992.50
Rothman, Charles	Manager	\$285.00	20.1	\$5,728.50
Coffey, Laura	Consultant	\$225.00	80.8	\$18,180.00
Stanley, John	Manager	\$225.00	82.4	\$18,540.00
Desalvio, Moira	Consultant	\$190.00	3.0	\$570.00
Heller, Robert	Consultant	\$185.00	125.0	\$23,125.00
Lewis, Brian	Consultant	\$60.00	8.0	\$480.00
Imhoff, Dewey	Senior Managing Director	\$595.00	15.0	\$8,925.00
Stegenga, Jeff	Senior Managing Director	\$550.00	9.3	\$5,115.00
Barton, Gary	Senior Managing Director	\$525.00	0.6	\$315.00
Honeybone, Mark	Director	\$370.00	58.7	\$21,719.00
Robbins, Erin	Consultant	\$290.00	68.5	\$19,865.00
Bosse, Melissa	Associate	\$185.00	2.9	\$536.50
Napoliello, Mary	Project Assistant	\$150.00	16.9	\$2,535.00
		<i>Total</i>	920.8	\$266,877.50
		<i>Less 50% discount on travel</i>		-285.00
				\$266,592.50

***FLEMING COMPANIES, INC., et al.,
Summary of Time Detail by Professional
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Accounting Assistance

Non-audit related research completed at the direction of Debtors regarding historical and/or perspective transactions and operating activity.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Honeybone, Mark	Director	\$370	7.3	\$2,701.00
			7.3	\$2,701.00

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Case Administration

Retention, organization, and consolidation of pertinent documents generated by parties in this Chapter 11 case.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Stanley, John	Manager	\$225	2.2	\$495.00
Honeybone, Mark	Director	\$370	3.9	\$1,443.00
			6.1	\$1,938.00

***FLEMING COMPANIES, INC., et al.,
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**Computer Forensic Procedures
and Investigation**

Specialized analysis of electronic media including deleted files, unallocated space, and slack space. Includes set-up and preparation of computers to be used in the analysis. Special investigation in response to queries from PwC, SEC and counsel.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Coffey, Laura	Consultant	\$225	4.7	\$1,057.50
Glynn, Edward	Director	\$350	4.4	\$1,540.00
Wilson, David	Director	\$400	16.3	\$6,520.00
			25.4	\$9,117.50

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Coordination with PwC

Discussions with PwC to coordinate delivery of electronic information they requested for analysis or preservation.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Ranta, Todd	Director	\$300	9.8	\$2,940.00
Schwarz, Eric	Managing Director	\$500	7.2	\$3,600.00
			17.0	\$6,540.00

***FLEMING COMPANIES, INC., et al.,
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De-Duplication of Files

This procedure includes processing and filtering of duplicate electronic files to enable a more cost effective document review.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Heller, Robert	Consultant	\$185	9.0	\$1,665.00
Ranta, Todd	Director	\$300	1.5	\$450.00
			10.5	\$2,115.00

***FLEMING COMPANIES, INC., et al.,
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Document Repository

Database design, construction and maintenance re: document repository for SEC review and PwC special investigation.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Ackert, Julian	Manager	\$325	2.2	\$715.00
Coffey, Laura	Consultant	\$225	41.1	\$9,247.50
Glynn, Edward	Director	\$350	67.4	\$23,590.00
Rothman, Charles	Manager	\$285	20.1	\$5,728.50
Wilson, David	Director	\$400	9.5	\$3,800.00
			140.3	\$43,081.00

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eFile Processing

Conversion of electronic files to tiff images, preparation of data, quality control of data prior to delivery to counsel or the SEC. This process creates an electronic index of data so it can be loaded and word searched in a database.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Glynn, Edward	Director	\$350	6.0	\$2,100.00
Griggs, Ashley	Consultant	\$285	15.5	\$4,417.50
Lewis, Brian	Consultant	\$60	8.0	\$480.00
			29.5	\$6,997.50

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**Electronic Evidence
Preservation Activities**

These activities relate to the identification, collection and preservation of electronic media which is responsive to the SEC or civil litigation. This includes documentation and preparation of media to store this information. Activities were coordinated by and with PwC and counsel.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Ackert, Julian	Manager	\$325	26.6	\$8,645.00
Glynn, Edward	Director	\$350	35.6	\$12,460.00
Heller, Robert	Consultant	\$185	63.5	\$11,747.50
Pate, Orson	Manager	\$285	8.5	\$2,422.50
Ranta, Todd	Director	\$300	39.6	\$11,880.00
Stanley, John	Manager	\$225	78.2	\$17,595.00
Swain, Jennifer	Consultant	\$290	31.3	\$9,077.00
			<u>283.3</u>	<u>\$73,827.00</u>

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Email Processing

Identification, extraction and writing code to parse email and prepare it for entry in the document repository for review by PwC and counsel.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Coffey, Laura	Consultant	\$225	35.0	\$7,875.00
Glynn, Edward	Director	\$350	30.5	\$10,675.00
Heller, Robert	Consultant	\$185	29.5	\$5,457.50
Ranta, Todd	Director	\$300	14.6	\$4,380.00
Wilson, David	Director	\$400	11.9	\$4,760.00
			121.5	\$33,147.50

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**Excess Assets Analysis and
Communication**

**Assistance and advice to the Debtors with respect to the identification of core
business assets and the disposition of assets or liquidation of selected
operation(s).**

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Terrazas, Gabriel	Consultant	\$290	36.0	\$10,440.00
Stegenga, Jeff	Senior Managing Director	\$550	4.6	\$2,530.00
Honeybone, Mark	Director	\$370	41.3	\$15,281.00
			<u>81.9</u>	<u>\$28,251.00</u>

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**Fee Statement and Fee
Application**

**Preparation of interim fee application in compliance with the Administrative
Order issued by this Court related thereto.**

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Swain, Jennifer	Consultant	\$290	0.6	\$174.00
Honeybone, Mark	Director	\$370	0.6	\$222.00
Robbins, Erin	Consultant	\$290	0.2	\$58.00
Napoliello, Mary	Project Assistant	\$150	15.3	\$2,295.00
			16.7	\$2,749.00

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First Day Orders

Review and respond to various issues related to the First Day and Second Day motions including vendor, employee, cash management, utilities, etc.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Barton, Gary	Senior Managing Director	\$525	0.6	\$315.00
Stegenga, Jeff	Senior Managing Director	\$550	0.6	\$330.00
			1.2	\$645.00

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General Case Strategy

General strategy and direction of the overall engagement, including internal meetings and correspondence.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Terrazas, Gabriel	Consultant	\$290	1.1	\$319.00
			1.1	\$319.00

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General Duties

General organizational, administrative and operational matters required and necessary in providing services to the Debtors during this Chapter 11 case not specifically defined in other categories.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Heller, Robert	Consultant	\$185	4.0	\$740.00
Stanley, John	Manager	\$225	2.0	\$450.00
Terrazas, Gabriel	Consultant	\$290	5.9	\$1,711.00
Imhoff, Dewey	Senior Managing Director	\$595	0.4	\$238.00
Stegenga, Jeff	Senior Managing Director	\$550	2.4	\$1,320.00
Robbins, Erin	Consultant	\$290	1.7	\$493.00
Napoliello, Mary	Project Assistant	\$150	1.6	\$240.00
			<u>18.0</u>	<u>\$5,192.00</u>

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Imaging

Forensic process to obtain an evidentiary copy of a computer hard drive including the completion of chain of custody documentation. This includes "preservation of data only" and does not include any analysis of that information.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Heller, Robert	Consultant	\$185	19.0	\$3,515.00
			19.0	\$3,515.00

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KERP Review and Analysis

Assistance in the review and development of post-petition labor and employee compensation, severance and retention programs.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Desalvio, Moira	Consultant	\$190	3.0	\$570.00
Imhoff, Dewey	Senior Managing Director	\$595	14.6	\$8,687.00
Stegenga, Jeff	Senior Managing Director	\$550	1.7	\$935.00
Robbins, Erin	Consultant	\$290	62.5	\$18,125.00
Bosse, Melissa	Associate	\$185	2.9	\$536.50
			<u>84.7</u>	<u>\$28,853.50</u>

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**Meetings and Correspondence
with UCC and/or its**

**Attendance at meetings with Debtors' management and its legal advisors to
discuss and resolve strategic, operational and financial matters of concern to this
Chapter 11 case.**

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Terrazas, Gabriel	Consultant	\$290	5.2	\$1,508.00
Honeybone, Mark	Director	\$370	4.2	\$1,554.00
Robbins, Erin	Consultant	\$290	4.1	\$1,189.00
			<u>13.5</u>	<u>\$4,251.00</u>

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**Project Management Planning
and Supervision**

**Discussions with Baker Botts and Fleming legal personnel; review of reports,
correspondence and documentation; preparation for and participation in project
status meetings.**

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Lacativo, Bert	Director	\$375	0.5	\$187.50
Ranta, Todd	Director	\$300	29.6	\$8,880.00
Wilson, David	Director	\$400	4.5	\$1,800.00
			<u>34.6</u>	<u>\$10,867.50</u>

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Travel Time

Travel time to and from client location in excess of normal daily commute (non-working). Note: While all such travel time is reflected herein, only 50% of such is ultimately billed, based on a previously negotiated arrangement with the Debtor.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Pate, Orson	Manager	\$285	2.0	\$570.00
			2.0	\$570.00

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Vendor Related Analysis and
Communication

Assist purchasing department with the day-to-day management of suppliers
providing goods and/or services to the post-petition Fleming estate.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Terrazas, Gabriel	Consultant	\$290	5.8	\$1,682.00
Honeybone, Mark	Director	\$370	1.4	\$518.00
			7.2	\$2,200.00

**FLEMING COMPANIES, INC., et al.,
Time Detail by Activity by Professional
May 1, 2003 through May 31, 2003**

Accounting Assistance

Professional	Date	Hours	Activity
Honeybone, Mark	5/2/2003	0.2	Conversation with J.Tovey (Fleming) regarding Crossett contract to be rejected.
Honeybone, Mark	5/5/2003	0.3	Communication related to reissue of check to Muscular Distrophy Association.
Honeybone, Mark	5/6/2003	0.5	Research for D.Stegman (Fleming) relating to the disbursement of trust funds for environmental clean-up work done pre-petition.
Honeybone, Mark	5/13/2003	0.4	Conversation with Rob Plusnarsky of the SEC regarding reporting requirements of companies in Chapter 11.
Honeybone, Mark	5/13/2003	0.4	Communication with J.Tovey (Fleming) regarding further contracts to reject.
Honeybone, Mark	5/14/2003	0.9	Finalize draft memo regarding reporting requirements of public companies in Chapter 11.
Honeybone, Mark	5/16/2003	3.5	Follow-up research related to memo regarding Disclosure requirements of companies in bankruptcy.
Honeybone, Mark	5/30/2003	0.3	Prepare additions to Disclosure memo based on material from P.Kinealy (K&E).
Honeybone, Mark	5/30/2003	0.8	Review of Disclosure Research material provided by P.Kinealy (K&E).
Subtotal		7.3	

Case Administration

Professional	Date	Hours	Activity
Honeybone, Mark	5/9/2003	0.4	Initial organization and review of work paper materials.
Stanley, John	5/19/2003	2.2	Verify various IT equipment purchases for the engagement to vendor invoices and bills (per a request from Ken Ontko).
Honeybone, Mark	5/27/2003	1.7	Organization and transport of team materials and work paper files.
Honeybone, Mark	5/27/2003	1.8	Aggregation of team materials and work paper files.
Subtotal		6.1	

***FLEMING COMPANIES, INC., et al.,
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Computer Forensic Procedures and Investigation

Professional	Date	Hours	Activity
Wilson, David	5/1/2003	1.1	Review - Reconciliation of Computer HDD images of 47 unsustainable acts.
Wilson, David	5/1/2003	1.6	Project oversight.
Wilson, David	5/1/2003	2.1	Report draft on disk wiping issues.
Wilson, David	5/2/2003	1.4	E-mail parsing issue work through.
Wilson, David	5/2/2003	1.6	Work on resolving issue with unique id missing from DT Search at request of PWC.
Wilson, David	5/2/2003	3.1	Review on email parsing issue with inconsistent data from the Fleming processed email.
Coffey, Laura	5/5/2003	1.9	Archiving off data of computers going out of service - DALFOR06.
Coffey, Laura	5/5/2003	2.8	Archive off data off of computers going out of service - Dalfor03.
Wilson, David	5/8/2003	1.1	Extract actual files and copy to search server for review.
Glynn, Edward	5/8/2003	1.5	QC hard disk inventory.
Glynn, Edward	5/8/2003	1.9	QC blue inventory tracking sheets.
Wilson, David	5/8/2003	3.1	Work with extracted password protected files to provide document attributes and contents to PWC.
Glynn, Edward	5/9/2003	1.0	QC hard disk inventory and blue tracking sheets.
Wilson, David	5/9/2003	1.2	Prepare documentation.
Subtotal		25.4	

Coordination with PwC

Professional	Date	Hours	Activity
Schwarz, Eric	5/5/2003	0.5	Prepare for weekly update meeting.
Schwarz, Eric	5/5/2003	1.0	Attend weekly update meeting with Fleming, FTI and PwC.
Schwarz, Eric	5/7/2003	0.5	Prepare for weekly update meeting.
Schwarz, Eric	5/7/2003	1.0	Attend weekly update meeting with Fleming, FTI and PwC.
Ranta, Todd	5/8/2003	0.2	Phone call with Darrell Lane, PwC to discuss the information they still require.

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Coordination with PwC

Professional	Date	Hours	Activity
Ranta, Todd	5/9/2003	0.2	Call with Charles Reddin, PwC regarding new SEC document production for next Tuesday.
Schwarz, Eric	5/9/2003	0.7	Prepare for weekly update meeting.
Schwarz, Eric	5/9/2003	1.0	Attend weekly update meeting with Fleming, FTI and PwC.
Ranta, Todd	5/10/2003	0.2	Meet with PwC to acquire the source files for the SEC production.
Schwarz, Eric	5/12/2003	0.5	Prepare for weekly update meeting.
Ranta, Todd	5/12/2003	1.0	Coordinate with PwC personnel related to the timing and substance of documents provided.
Schwarz, Eric	5/12/2003	1.0	Attend weekly update meeting with Fleming, FTI and PwC.
Ranta, Todd	5/13/2003	0.8	Coordinate information to be provided to PwC.
Ranta, Todd	5/14/2003	0.5	Coordinate with PwC to utilize SDLT backup tape drives and information to restore media.
Ranta, Todd	5/14/2003	0.9	Discussions with PwC regarding obtaining email information from certain select employees from Coremark.
Ranta, Todd	5/15/2003	0.7	Coordinate with PwC regarding Coremark email and potential delivery of restored server information.
Ranta, Todd	5/16/2003	0.9	Coordinate with PwC related to the timing of Coremark email.
Schwarz, Eric	5/16/2003	1.0	Attend weekly update meeting with Fleming, FTI and PwC.
Ranta, Todd	5/19/2003	0.8	Discussions with PwC regarding Coremark email information.
Ranta, Todd	5/21/2003	0.8	Coordinate with PwC.
Ranta, Todd	5/21/2003	1.3	Collect documentation on select Encase images for PwC.
Ranta, Todd	5/22/2003	0.7	Prepare for meeting with PwC.
Ranta, Todd	5/22/2003	0.8	Meeting with PwC regarding final data produced.
Subtotal		17.0	

De-Duplication of Files

Professional	Date	Hours	Activity
Heller, Robert	5/2/2003	2.0	De-dupe user files for home computers.

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De-Duplication of Files

Professional	Date	Hours	Activity
Heller, Robert	5/7/2003	3.0	Start the reconciliation process for the computers that have been imaged.
Ranta, Todd	5/12/2003	1.5	Review process used to remove duplicate files.
Heller, Robert	5/21/2003	1.0	Compile and prepare miscellaneous documentation.
Heller, Robert	5/22/2003	3.0	Organize documentation.
Subtotal		10.5	

Document Repository

Professional	Date	Hours	Activity
Glynn, Edward	5/1/2003	1.4	Review changes to load creation process.
Glynn, Edward	5/1/2003	1.8	Create dtsearch indexes for 48 names.
Glynn, Edward	5/1/2003	1.9	Review results of dtsearch indexes.
Glynn, Edward	5/1/2003	2.7	Create loads for 48 names.
Glynn, Edward	5/1/2003	2.7	Resolve dtsearch exceptions.
Glynn, Edward	5/2/2003	1.5	Transfer data for load processing.
Glynn, Edward	5/2/2003	2.3	Create dtsearch indexes for 48 names.
Glynn, Edward	5/2/2003	2.9	Create loads for 48 names additions.
Glynn, Edward	5/2/2003	3.0	Resolve dtsearch exceptions.
Glynn, Edward	5/2/2003	3.0	Review results of dtsearch indexes.
Glynn, Edward	5/3/2003	1.5	Review results of dtsearch indexes.
Glynn, Edward	5/3/2003	1.5	Resolve dtsearch exceptions.
Glynn, Edward	5/3/2003	1.7	Create dtsearch indexes for 48 names.
Glynn, Edward	5/3/2003	2.8	Create loads for 48 names additions.
Glynn, Edward	5/5/2003	1.5	Resolve dtsearch exceptions.
Glynn, Edward	5/5/2003	1.5	Review results of dtsearch indexes.

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Document Repository

Professional	Date	Hours	Activity
Glynn, Edward	5/5/2003	2.2	Create dtsearch indexes for 48 names.
Wilson, David	5/5/2003	2.4	Oversight of e-mail loading and review of work yet to complete.
Glynn, Edward	5/5/2003	2.8	Create loads for 48 names additions.
Coffey, Laura	5/6/2003	2.3	Document Viewer - updating logout/end of user session.
Coffey, Laura	5/6/2003	2.8	Archiving e-mail provided from Dennis - archive and remotes.
Wilson, David	5/6/2003	2.8	Management of production data and support of PWC document requests.
Coffey, Laura	5/6/2003	2.9	Document viewer - additional tagging features.
Coffey, Laura	5/7/2003	3.0	Document viewer - debugging searches by multiple indexes.
Wilson, David	5/7/2003	3.2	Extract list of password protected files that were listed as "exceptions" on ST Search load logs.
Coffey, Laura	5/8/2003	2.9	Document viewer - user query front end.
Coffey, Laura	5/10/2003	1.2	Pass off DocumentViewer for lawyer review to Ed.
Rothman, Charles	5/12/2003	0.4	Discuss memo regarding server files with T. Ranta (FTI).
Rothman, Charles	5/12/2003	1.2	Prepare memo regarding password cracking.
Rothman, Charles	5/12/2003	1.4	Prepare memo regarding zip file handling.
Rothman, Charles	5/12/2003	2.0	Prepare memo regarding deduping.
Ackert, Julian	5/12/2003	2.2	Prepare SQL production database updates memo; incorporate updates to database from Louis Martin.
Rothman, Charles	5/12/2003	2.6	Prepare memo to file regarding imaging procedure.
Rothman, Charles	5/13/2003	0.5	Revise memos with T. Ranta (FTI).
Wilson, David	5/13/2003	1.1	Overview of document production and management.
Rothman, Charles	5/13/2003	1.2	Revise deduping memo to describe yellow sheets.
Rothman, Charles	5/13/2003	1.3	Revise uncracking memo to include counts and description of problems.
Rothman, Charles	5/13/2003	1.9	Revise imaging memo to include server drives and description of blue sheets.
Rothman, Charles	5/13/2003	2.1	Review T. Ranta's (FTI) comments regarding memos.

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Document Repository

Professional	Date	Hours	Activity
Rothman, Charles	5/13/2003	2.7	Assist E. Glynn (FTI) in cracking passwords for email attachments.
Rothman, Charles	5/13/2003	2.8	Revise deduping memo to include file type listing and miscellaneous other items.
Coffey, Laura	5/19/2003	1.2	Prepare revisions made to deduping process memo.
Coffey, Laura	5/19/2003	1.7	Determine appropriate appendices to memo; locate and print.
Coffey, Laura	5/19/2003	1.8	Second version of deduping process memo.
Coffey, Laura	5/19/2003	2.3	Create first version of deduping process memo.
Coffey, Laura	5/20/2003	0.8	Prepare revisions made to deduping process memo.
Coffey, Laura	5/20/2003	1.3	First version of deduping process memo.
Glynn, Edward	5/20/2003	1.8	Create dtsearch indexes for additional data.
Glynn, Edward	5/20/2003	2.0	Review results of dtsearch indexes.
Glynn, Edward	5/20/2003	2.0	Create loads for additional data.
Coffey, Laura	5/20/2003	2.3	Second version of deduping process memo.
Coffey, Laura	5/20/2003	2.6	Determine appropriate appendices to memo - locate and print.
Glynn, Edward	5/20/2003	2.7	Resolve dtsearch exceptions.
Glynn, Edward	5/21/2003	2.5	Review results of dtsearch indexes.
Glynn, Edward	5/21/2003	2.5	Create loads for additional data.
Glynn, Edward	5/21/2003	3.0	Create dtsearch indexes for additional data.
Glynn, Edward	5/21/2003	3.0	Resolve dtsearch exceptions.
Glynn, Edward	5/22/2003	1.0	Reconcile load data and load logs - queried data on JUNIOR.
Glynn, Edward	5/22/2003	1.5	Reconcile load data and load logs - prepared reconciliation schedule.
Glynn, Edward	5/22/2003	1.9	Reconcile load data and load logs - resolved discrepancies.
Glynn, Edward	5/22/2003	2.0	Reconcile load data and load logs - investigate discrepancies.
Glynn, Edward	5/22/2003	2.8	Reconcile load data and load logs - summarized data on load logs.
Coffey, Laura	5/23/2003	1.8	Second version of SEC production memo.

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Document Repository

Professional	Date	Hours	Activity
Coffey, Laura	5/23/2003	2.1	Revisions and appendices added to SEC production memo.
Coffey, Laura	5/23/2003	2.6	First version of SEC production memo.
Coffey, Laura	5/28/2003	2.0	Additions to memos about additional processes taken.
Coffey, Laura	5/30/2003	1.0	Case wrap up including archiving files.
Coffey, Laura	5/30/2003	1.0	Perform case wrap up and verify memos.
Coffey, Laura	5/30/2003	1.5	Case wrap up - backup databases.
Subtotal		140.3	

eFile Processing

Professional	Date	Hours	Activity
Griggs, Ashley	5/9/2003	1.0	Phase IV processing.
Griggs, Ashley	5/10/2003	3.0	Phase IV processing.
Griggs, Ashley	5/11/2003	2.5	Phase IV processing.
Griggs, Ashley	5/12/2003	2.0	Phase IV processing.
Griggs, Ashley	5/12/2003	7.0	Phase IV processing.
Lewis, Brian	5/12/2003	8.0	E-file processing.
Glynn, Edward	5/14/2003	3.0	QC and reconcile dtsearch loads with load logs.
Glynn, Edward	5/14/2003	3.0	QC and reconcile dtsearch loads with SQL databases.
Subtotal		29.5	

Electronic Evidence Preservation Activities

Professional	Date	Hours	Activity
Swain, Jennifer	5/1/2003	0.3	Update of SEC Compliance database and binder.
Swain, Jennifer	5/1/2003	0.4	Reprint of binder, making further modifications.

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Professional	Date	Hours	Activity
Stanley, John	5/1/2003	0.5	Prepare binder covers and tables of contents for various workpaper binders.
Swain, Jennifer	5/1/2003	0.5	Additional wrap-up of binders, media and other miscellaneous matters.
Swain, Jennifer	5/1/2003	0.6	Run report of individuals for whom no compliance email has been sent; provide to Debbie Wade for further investigation.
Stanley, John	5/1/2003	0.8	Prepare lead sheets and table of contents for a second copy of the Data Production binder as of 4/30/03.
Swain, Jennifer	5/1/2003	0.9	Scan all emails and saved documents for any documentation regarding additions/modifications to employee priority lists.
Swain, Jennifer	5/1/2003	1.0	Assemble second production data binder, including all tabs.
Swain, Jennifer	5/1/2003	1.2	Read through all written memos (IT Preservation Process, Employee Compliance to IT Preservation Efforts and Support for Binder) for completeness and loose documentation ends; make any changes.
Swain, Jennifer	5/1/2003	1.3	Go through all binders (hard drive imaging/deduping, server and other imaging/deduping, employee compliance and dtSearch logs) for completeness and accuracy; make changes.
Stanley, John	5/1/2003	2.5	Update memo describing the data process tracking based on additional documentation that has been prepared to date.
Swain, Jennifer	5/2/2003	1.0	Audit Data Production Binder.
Swain, Jennifer	5/2/2003	1.3	Print detail spreadsheet for Data Preservation Process Binder by category by employee priority type.
Ackert, Julian	5/2/2003	1.4	Prepare overall data preservation methodology memo; email server data section.
Ackert, Julian	5/2/2003	1.7	Prepare overall data preservation methodology memo and file server data section.
Heller, Robert	5/2/2003	2.0	Organize paperwork and add documents to binders.
Swain, Jennifer	5/3/2003	0.6	Run new report of employees that have not responded to request for compliance.
Swain, Jennifer	5/3/2003	0.7	Update compliance database for affirmations received from Baker Botts that have not been reflected in database.
Swain, Jennifer	5/3/2003	0.7	Update compliance database based on Debbie Wade's review of letters that haven't been sent.
Stanley, John	5/5/2003	1.0	Update home file tracking database for information received from Deborah Wade.

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Professional	Date	Hours	Activity
Heller, Robert	5/5/2003	2.0	Organize paperwork and add documents to binders.
Heller, Robert	5/5/2003	3.0	Reconcile all paperwork - and verify information.
Swain, Jennifer	5/6/2003	0.5	Review and edit compliance memo.
Swain, Jennifer	5/6/2003	0.5	Unsustainable acts load log review and follow-up.
Swain, Jennifer	5/6/2003	0.5	New home media spreadsheet pull/edit for Robert Heller to add information.
Ranta, Todd	5/6/2003	0.8	Correspondence and responding to email regarding home computer, data production and wrap up issues.
Ackert, Julian	5/6/2003	1.7	Continue working on overall preservation memo.
Heller, Robert	5/6/2003	2.5	Work on organizing equipment at Fleming.
Heller, Robert	5/6/2003	3.0	Organize documentation for the computers that have been imaged.
Heller, Robert	5/6/2003	3.0	Organize paperwork for the indexed files.
Swain, Jennifer	5/7/2003	1.0	Compile lists for T. Ranta (FTI) of every individual that received a preservation compliance memo, who responded, who has not responded and who has been terminated.
Heller, Robert	5/7/2003	1.5	Locate additional paperwork needed to be imaged and file accordingly.
Ranta, Todd	5/8/2003	0.2	Call with John Stanley (FTI) to plan for final documentation and scheduling.
Ranta, Todd	5/8/2003	0.3	Discussions with David Wilson (FTI) regarding documentaiton and needs related to organization of image documentation.
Ranta, Todd	5/8/2003	0.4	Call with Julian Ackert (FTI) regarding the overall preservation memo and revisions.
Stanley, John	5/8/2003	0.5	Provide Todd Ranta an update on the status of home file tracking for the status meeting on Friday (5/9).
Stanley, John	5/8/2003	1.6	Organize evidence hard drives for reconciliation to the listing of inventory bar codes used during the engagement.
Ackert, Julian	5/8/2003	1.7	Continue working on overall preservation memo.
Ackert, Julian	5/8/2003	1.7	Discuss overall preservation methodology with T. Ranta (FTI).
Stanley, John	5/8/2003	2.1	Work with Robert Heller to develop a listing of all evidence hard drives by bar code and evidence type.
Heller, Robert	5/8/2003	2.5	Add blue sheets to tracking spreadsheet.

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Professional	Date	Hours	Activity
Heller, Robert	5/8/2003	3.0	Reconcile blue sheets to hard drives.
Heller, Robert	5/8/2003	3.0	Reconcile hard drive images.
Ranta, Todd	5/9/2003	0.1	Call with Seth Fisher, PwC to schedule picking up the CD with the source files for the SEC production.
Ranta, Todd	5/9/2003	0.2	Meet with Ed Glynn to discuss the SEC production process.
Ranta, Todd	5/9/2003	0.3	Discussion with Ken Ontko, FLM and John Stanley and Jennifer Swain regarding inventory of preserved company data.
Swain, Jennifer	5/9/2003	0.3	Send email to David, Chuck and Robert about missing de-dupe sheets discovered during reconciliation.
Swain, Jennifer	5/9/2003	0.3	Complete update of preservation binder; alphabetize and place hard copies in binder.
Ranta, Todd	5/9/2003	0.4	Phone calls and messages with Eric Schwarz (FTI) regarding planning the document production.
Ranta, Todd	5/9/2003	0.5	Create email correspondence related to obtaining tape inventory information from PwC and Fleming.
Stanley, John	5/9/2003	0.6	Update data pockets documentation after confirming receipt of materials with Ken Ontko.
Swain, Jennifer	5/9/2003	0.6	Determine which documentation memos we have and what is needed.
Stanley, John	5/9/2003	0.9	Update home file documentation for new information received from Debbie Wade and incorporate listing of imaged materials.
Ranta, Todd	5/9/2003	1.1	Discussion with John Stanley and Jennifer Swain (FTI) regarding organization of workpapers and information for wrap up.
Swain, Jennifer	5/9/2003	1.2	Update preservation database for compliance receipts; print out hard copies of receipts and work with Ken Ontko to handle terminated individuals.
Stanley, John	5/9/2003	1.5	Meeting regarding documentation issues with Todd Ranta, Jenny Swain (FTI) and Ken Ontko (Fleming).
Swain, Jennifer	5/9/2003	1.5	Meet with Todd Ranta, Ken Ontko and John Stanley to discuss open documentation and binder creation.
Ackert, Julian	5/9/2003	1.6	Continue working on overall preservation memo.
Heller, Robert	5/9/2003	2.5	Continue to add blue sheet information to the tracking spreadsheet.
Heller, Robert	5/9/2003	3.0	Update blue sheet information to the tracking spreadsheet.

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Professional	Date	Hours	Activity
Heller, Robert	5/9/2003	3.0	Update blue sheet information to the tracking spreadsheet.
Ranta, Todd	5/10/2003	1.8	Assistance in coordinating the copying of files in Houston and coordinating the privilege review by Baker Botts. Conversations with Ashley Griggs, Edward Glynn and Laura Coffey.
Glynn, Edward	5/10/2003	2.0	SEC document production - received hot documents and send to Houston.
Stanley, John	5/12/2003	0.5	Prepare the binders for the SEC document production by setting up the tabs for three sets of binders.
Stanley, John	5/12/2003	0.5	Update the home file tracking database for employees that have been terminated after discussions with Deborah Wade and Ken Ontko (Fleming).
Ackert, Julian	5/12/2003	0.7	Telephone conference with T. Ranta (FTI) on overall preservation memo.
Glynn, Edward	5/12/2003	1.0	Setup document review computers for Baker Botts.
Swain, Jennifer	5/12/2003	1.0	Update Compliance database for new affirmations of compliance from Fleming employees.
Stanley, John	5/12/2003	1.1	Re-print documents for the SEC document production that experienced printing problems (illegible print, out of order, etc.).
Ackert, Julian	5/12/2003	1.3	Prepare transactional systems conference call memo.
Heller, Robert	5/12/2003	1.5	Add blue sheets to binder.
Glynn, Edward	5/12/2003	1.8	Setup document review database for Baker Botts.
Ranta, Todd	5/12/2003	2.0	Review the privileged document lists provided by Baker Botts which need to be merged with the review results from the database.
Glynn, Edward	5/12/2003	2.2	Dedupe hot docs for Baker Botts review.
Glynn, Edward	5/12/2003	2.5	Prepare and send document exclusion list to Houston.
Glynn, Edward	5/12/2003	2.5	Synthesize Baker Botts review results with database.
Heller, Robert	5/12/2003	2.5	Organize and reconcile blue sheets and hard drive information.
Ranta, Todd	5/12/2003	2.5	Review the document exclusion list to be sent to Houston for the e-file processing.
Stanley, John	5/12/2003	2.6	Print documents for the SEC document production and place into binders according to index.
Ackert, Julian	5/12/2003	2.9	Incorporate updates from T. Ranta (FTI) to overall preservation memo.

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Glynn, Edward	5/12/2003	3.0	Prepare master index of hot docs for binders.
Heller, Robert	5/12/2003	3.0	Organize and reconcile blue sheets and hard drive information.
Ranta, Todd	5/12/2003	3.0	Review the master index of files and documents to be sent to the SEC.
Stanley, John	5/13/2003	0.3	Update the home file tracking database for additional information received from Deborah Wade (Fleming).
Ranta, Todd	5/13/2003	0.7	Review final home file information to be provided to PwC.
Stanley, John	5/13/2003	0.7	Discussion with Ken Ontko regarding outstanding documentation items and lists of media being maintained and preserved by Fleming.
Ranta, Todd	5/13/2003	1.1	Review consolidated SEC hot docs production 1 and 2 data provided by Ed Glynn.
Stanley, John	5/13/2003	1.2	Collect and organize various lists of materials being preserved and maintained by Fleming.
Swain, Jennifer	5/13/2003	1.3	Read through memos sent by Chuck Rothman and Julian Ackert to ensure quality and accurate representation of facts.
Stanley, John	5/13/2003	1.4	Draft memos explaining the materials the lists of materials being maintained by Fleming including the types and locations of the media.
Ranta, Todd	5/13/2003	1.5	Review changes to the review database for SEC production.
Glynn, Edward	5/13/2003	2.0	Consolidate SEC hot docs production 1 and 2 data.
Stanley, John	5/13/2003	2.0	Quality control review of the copies of the SEC document production at Baker Botts' offices.
Ackert, Julian	5/13/2003	2.3	Incorporate updates from T. Ranta (FTI) to overall preservation memo.
Pate, Orson	5/13/2003	2.5	Perform queries on database and print PWC flagged documents for production to SEC.
Glynn, Edward	5/13/2003	3.0	Correct import / export issues with review database.
Glynn, Edward	5/13/2003	3.0	Make modifications to review database for SEC production.
Pate, Orson	5/13/2003	3.0	Configure Concordance database and link corresponding images to all PWC flagged records.
Pate, Orson	5/13/2003	3.0	Prepare Concordance database and images for SEC production in preparation of attorney review.

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Professional	Date	Hours	Activity
Ranta, Todd	5/13/2003	3.1	Create documentation and process for final inventory of information.
Heller, Robert	5/14/2003	0.5	Prepare workpaper documentation.
Stanley, John	5/14/2003	0.5	Memo regarding procedures used to produce documents to the SEC on April 23 and May 13, 2003.
Ranta, Todd	5/14/2003	0.6	Conversations with John Stanley regarding revisions and documentation needed from Julian Ackert and creating an index of materials included.
Ranta, Todd	5/14/2003	0.7	Provide comments regarding memos regarding procedures used to produce documents to the SEC on April 23 and May 13, 2003.
Stanley, John	5/14/2003	0.8	Discussions with Ed Glynn (FTI) regarding reconciliation of the file counts on the litigation file server to those included in the binders of data provided to PwC.
Stanley, John	5/14/2003	0.8	Update the binder of Process and Procedure memos for a memo received from Julian Ackert (FTI) and create an index of materials included.
Swain, Jennifer	5/14/2003	1.0	Update Compliance database for new affirmations of compliance from Fleming employees.
Stanley, John	5/14/2003	1.1	Review data preservation memo prepared by Julian Ackert.
Ranta, Todd	5/14/2003	1.3	Review data preservation memo prepared by Julian Ackert, provided comments to John Stanley for revisions and incorporate into workpapers.
Stanley, John	5/14/2003	2.3	Edit and revise the overall preservation memo prepared by Julian Ackert.
Heller, Robert	5/14/2003	2.5	Locate all hard drives.
Heller, Robert	5/14/2003	3.0	Reconcile hard drives and blue sheets.
Heller, Robert	5/14/2003	3.0	Locate all hard drives.
Stanley, John	5/15/2003	0.2	Discuss the schedule of hard drives being preserved by Fleming with Ken Ontko.
Stanley, John	5/15/2003	0.3	Set-up two binders with tabs for the Data Produced to PwC as of May 15, 2003.
Swain, Jennifer	5/15/2003	0.3	Update SEC compliance database and reports for new affirmations received from 4 Fleming employees.
Swain, Jennifer	5/15/2003	0.3	Make changes to non-priority hard drives to reflect JR Campbell having used Susie DiGiacomo's computer.

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Professional	Date	Hours	Activity
Stanley, John	5/15/2003	0.4	Update and print reports from the home file tracking database to be included in the binder of Data Produced to PwC as of May 15, 2003.
Stanley, John	5/15/2003	0.5	Revise the memo on the hard drive imaging and de-duplication process prepared by Chuck Rothman.
Stanley, John	5/15/2003	0.5	Update the home file tracking database for information received from Deborah Wade (Fleming) and remove additional terminated employees.
Stanley, John	5/15/2003	0.5	Update the memo describing the Fleming preservation of media for file servers and e-mail to indicate which data had been analyzed and provided to PwC/Baker Botts.
Swain, Jennifer	5/15/2003	0.6	Addition to binder and detail spreadsheet of more home file information.
Swain, Jennifer	5/15/2003	0.7	Add password documents to production binder, also add one new load, and fix reconciliation.
Swain, Jennifer	5/15/2003	0.7	Work with Ken Ontko to get our lists in sync as to which PCs have not been imaged.
Stanley, John	5/15/2003	0.8	Update lead sheets and table of contents for the updated binder of Data Produced to PwC as of May 15, 2003.
Swain, Jennifer	5/15/2003	0.9	Add home files processed in the last week to production binder and update reconciliation.
Swain, Jennifer	5/15/2003	1.0	Combine dtSearch and Concordance memos, logs and reconciliations to create DT Search / Concordance Process binder.
Swain, Jennifer	5/15/2003	1.2	Meet with John Stanley to discuss final documentation progress and binder creation.
Swain, Jennifer	5/15/2003	1.4	Create two new production data binders based on new load information, new reconciliations and revised memos.
Stanley, John	5/15/2003	2.5	Print and insert materials into the binders of Data Produced to PwC as of May 15, 2003.
Ranta, Todd	5/15/2003	2.9	Prepare summary sheets for each PST restored file including email counts.
Swain, Jennifer	5/16/2003	1.0	Perform an analysis to determine discrepancies between Fleming's priority list and FTI's priority list.
Swain, Jennifer	5/16/2003	2.0	QC newly created binders for completeness, correctness of tabs and organization
Stanley, John	5/19/2003	0.3	Discuss various outstanding documentation issues with Julian Ackert (FTI).

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Professional	Date	Hours	Activity
Stanley, John	5/19/2003	0.5	Update home file tracking database and procedure memo for the removal of Don Silvers and update.
Stanley, John	5/19/2003	0.6	Review binder of Data Acquisition Sheets (blue sheets) and documentation prepared by Robert Heller (FTI).
Ackert, Julian	5/19/2003	0.8	Conversation with J. Stanley (FTI) regarding additions and updates to overall preservation methodology.
Ackert, Julian	5/19/2003	0.8	Prepare updates to overall preservation memo based on conversation with J. Stanley (FTI).
Swain, Jennifer	5/19/2003	1.0	Memo writing and binder organization; update Data Production binder.
Stanley, John	5/19/2003	1.3	Compare listing of files extracted from home file media to the home file tracking database and investigate differences.
Stanley, John	5/20/2003	0.5	Update lead sheets and table of contents for the updated binder of Data Produced to PwC as of May 15, 2003.
Stanley, John	5/20/2003	0.5	Discuss Fleming data preservation efforts with Ken Ontko (Fleming).
Stanley, John	5/20/2003	0.6	Review and edit the listing of "unsustainable acts" personnel and compare to a listing prepared by Ken Ontko (Fleming).
Stanley, John	5/20/2003	0.6	Incorporate statistics regarding "unsustainable acts" emails into the PwC Data Production Binder.
Ranta, Todd	5/20/2003	0.7	Planning final data load binder for PwC.
Stanley, John	5/20/2003	0.7	Update the engagement summary memo for references to various completed workpapers.
Stanley, John	5/20/2003	0.8	Review email procedure memo prepared by Laura Coffey (FTI) and provide comments.
Stanley, John	5/20/2003	1.4	Update home file documentation and send outstanding items to Robert Heller (FTI).
Ranta, Todd	5/20/2003	1.5	Planning for final inventory of data sources.
Heller, Robert	5/20/2003	2.5	Compile documentation.
Ranta, Todd	5/20/2003	2.5	Workpaper review and cleanup.
Stanley, John	5/21/2003	0.2	Discussions with Julian Ackert regarding outstanding documentation issues.
Stanley, John	5/21/2003	0.3	Review the dtSearch and Concordance Procedure binder prepared by Jenny Swain.

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Professional	Date	Hours	Activity
Stanley, John	5/21/2003	0.4	Identify additional affidavits needed for home file documentation and communicate these to Deborah Wade (Fleming).
Stanley, John	5/21/2003	0.4	Review the evidence inventory for the Louis Stinebaugh CD FTI bar code number to include in the Pockets of Data documentation.
Stanley, John	5/21/2003	0.5	Incorporate various memos prepared by Ken Ontko into the FTI workpapers.
Stanley, John	5/21/2003	0.7	Update the Pockets of Data documentation for Stinebaugh and Lotus Notes information.
Ackert, Julian	5/21/2003	0.8	Conversations with J. Stanley and T. Ranta (FTI) on additional documentation necessary.
Ranta, Todd	5/21/2003	1.1	Meetings with Ed Glynn, John Stanley and Ken Ontko regarding final inventory of data.
Stanley, John	5/21/2003	1.4	Update the PwC Data Production Binder for statistics regarding "unsustainable acts" email and additional home file information.
Stanley, John	5/21/2003	1.4	Prepare a summary of the Coremark email provided to PwC and add to the PwC Data Production binder.
Ranta, Todd	5/21/2003	1.5	Review final workpapers being compiled by John Stanley (FTI).
Ackert, Julian	5/21/2003	1.8	Documentation of data provided directly to PwC memo.
Ackert, Julian	5/21/2003	2.7	Incorporate updates to overall preservation memo.
Ackert, Julian	5/21/2003	2.7	Research and determine data provided directly to PwC (working with Robert Heller).
Stanley, John	5/22/2003	1.2	Update reconciliation of email counts in the PwC Data Production binder to the email load logs.
Stanley, John	5/22/2003	1.6	Investigate and remove duplicate and/or non-Fleming personnel from the PwC Data Production binder.
Stanley, John	5/22/2003	1.9	Quality control review of the PwC Data Production binder.
Stanley, John	5/22/2003	2.1	Incorporate updated home file and Coremark email information into the PwC Data Production binder.
Ranta, Todd	5/22/2003	2.5	Quality control procedures regarding final data production binder.
Heller, Robert	5/22/2003	3.0	Organize paperwork and documentation.
Stanley, John	5/23/2003	0.3	Discuss the email procedure memo with Laura Coffey (FTI).
Stanley, John	5/23/2003	0.3	Incorporate additional Coremark file information into the PwC Data Production Binder.

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Professional	Date	Hours	Activity
Stanley, John	5/23/2003	0.3	Incorporate a listing of forensic images provided to PwC into the PwC Data Production binder
Stanley, John	5/23/2003	0.6	Review updated email procedure memo prepared by Laura Coffey (FTI) and note comments.
Stanley, John	5/23/2003	0.6	Print out the 5/23/03 PwC Data Production binder worksheets and lead sheets and create two copies of the binder.
Stanley, John	5/23/2003	0.6	Quality control review and update footnotes in the 5/23/03 PwC Data Production binder.
Stanley, John	5/23/2003	1.0	Update and create new lead sheets and table of contents for the 5/23/03 PwC Data Production binder.
Stanley, John	5/23/2003	1.2	Update the reconciliation of user file counts between the 5/23/03 PwC Data Production binder and the dtSearch and Concordance load logs.
Heller, Robert	5/23/2003	2.0	Organize documentation.
Glynn, Edward	5/23/2003	2.3	Conduct reconciliation update of load data and load logs.
Glynn, Edward	5/23/2003	3.0	Prepare memo summarizing SEC document production procedures.
Heller, Robert	5/23/2003	3.0	Meeting with FTI employees to begin finalizing process.
Heller, Robert	5/23/2003	3.0	Organize documentation.
Stanley, John	5/27/2003	0.4	Update the memo regarding employees that were removed from the PwC Data Production binder.
Stanley, John	5/27/2003	0.4	Update the memo describing the Process Tracking spreadsheet for additional employee information received.
Stanley, John	5/27/2003	0.6	Update the reconciliation of user file counts between the 5/23/03 PwC Data Production binder and the dtSearch and Concordance load logs.
Stanley, John	5/27/2003	0.6	Remove personnel from the Data Provided to PwC and update footnotes.
Stanley, John	5/27/2003	0.7	Update the memo describing the Data Preservation Process Tracking Schedule and the table of contents.
Ranta, Todd	5/27/2003	2.1	Tour of Ft. Worth data center and discussions with Bob and Ken related to security of preserved data.
Stanley, John	5/27/2003	2.3	Update the memo describing the overall preservation process for references to other completed memos and workpapers.
Glynn, Edward	5/27/2003	3.0	Revise memo for SEC production.

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Electronic Evidence Preservation Activities

Professional	Date	Hours	Activity
Stanley, John	5/28/2003	0.2	Create a listing of "to-do" items and forward to Robert Heller.
Stanley, John	5/28/2003	0.2	Discussion with Robert Heller (FTI) regarding media preservation and storage and scheduling issues.
Stanley, John	5/28/2003	0.2	Discussion with Todd Ranta (FTI) regarding scheduling and planning issues.
Stanley, John	5/28/2003	0.3	Discuss outstanding items and the future location of preserved media with Ken Ontko.
Stanley, John	5/28/2003	0.5	Begin memos explaining the SEC document productions.
Stanley, John	5/28/2003	0.7	Update the Data Production Binder and footnotes for additional Jeff Joyner information.
Stanley, John	5/28/2003	1.3	Update the overall engagment summary memo for references to supporting binders and workpapers.
Stanley, John	5/29/2003	0.5	Update the listing of "Individuals not Imaged" for information received from Fleming human resources and IT personnel.
Stanley, John	5/29/2003	0.5	Discuss media storage issues with Todd Ranta and Ken Ontko.
Ranta, Todd	5/29/2003	0.8	Preparation for the inventory of all data.
Stanley, John	5/29/2003	0.8	Review draft SEC document production memo and provide comments to Ed Glynn and Laura Coffey (FTI).
Stanley, John	5/29/2003	0.8	Discuss various inventories of materials stored in the Fleming workroom with Ken Ontko in preparation for tagging and cataloguing by FTI.
Ranta, Todd	5/29/2003	1.4	Phone conversations with John Stanley / Julian Ackert and Ed Glynn regarding documentation.
Stanley, John	5/29/2003	2.8	Modify inventories of backup tapes prepared by Ken Ontko so they could be used to capture FTI bar code (inventory) information.
Stanley, John	5/30/2003	0.3	Review binder of procedures for the SEC document productions.
Stanley, John	5/30/2003	0.3	Review binder of procedures for email acquisition and processing.
Stanley, John	5/30/2003	0.4	Review task status document prepared by Ken Ontko and provide comments.
Stanley, John	5/30/2003	0.5	Update home file tracking database and procedure memo for the receipt of the final outstanding affidavit (Darwin Daniels).
Stanley, John	5/30/2003	0.6	Provide Everett Vance (PwC) with a summary of hard drive and server data provided to PwC through May 23, 2003.

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Electronic Evidence Preservation Activities

Professional	Date	Hours	Activity
Stanley, John	5/30/2003	1.1	Update summary of "Individuals not Imaged" for the Data Production Binder for additional information received from Fleming human resources and IT.
Stanley, John	5/30/2003	1.1	Re-format the PSC backup tape inventory prepared by Ken Ontko to incorporate.
Stanley, John	5/30/2003	1.8	Add FTI bar codes to and inventory the Product Service Backup Tapes.
Glynn, Edward	5/30/2003	1.9	Conduct reconciliation update of load data and load logs.
Glynn, Edward	5/30/2003	2.4	Revise memo for SEC production.
Subtotal		283.3	

Email Processing

Professional	Date	Hours	Activity
Coffey, Laura	5/1/2003	0.5	Creation of Directory Listing - Batch 37 Error of Batch.
Coffey, Laura	5/1/2003	0.5	Import data into - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	0.7	Copy files to hard drive for Indexing - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	1.3	Copy files to HD for Indexing - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	1.4	Changes to parsing database structure.
Coffey, Laura	5/1/2003	1.5	Email Parsing - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	2.1	Determine where errors in batch 37 are coming from.
Wilson, David	5/1/2003	2.3	Prepare e-mail parsing oversight.
Coffey, Laura	5/1/2003	2.4	Email Parsing - Batch 37 - Error of Batch
Coffey, Laura	5/1/2003	2.6	Reprogramming of Email Parser to handle new structure.
Coffey, Laura	5/2/2003	0.5	Import data into - Batch 39.
Coffey, Laura	5/2/2003	0.5	Create directory listing - Batch 38.
Coffey, Laura	5/2/2003	0.5	Import data into - Batch 38.
Coffey, Laura	5/2/2003	0.5	Create Directory Listing of Batch 39.

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Email Processing

Professional	Date	Hours	Activity
Coffey, Laura	5/2/2003	1.0	Copy files to hard drive for Indexing - Batch 39.
Coffey, Laura	5/2/2003	1.0	Copy files to hard drive for indexing - Batch 38.
Coffey, Laura	5/2/2003	3.0	Email parsing - Batch 38.
Coffey, Laura	5/2/2003	3.0	Email parsing - Batch 39.
Coffey, Laura	5/3/2003	2.6	Create SQL files for Batches 37 - 39.
Coffey, Laura	5/4/2003	2.6	Check on files and import SQL files.
Coffey, Laura	5/5/2003	2.3	Fix SQL loading errors.
Coffey, Laura	5/9/2003	0.4	Update tables to pull out specific files needed for verification.
Coffey, Laura	5/9/2003	0.6	Perform verification of update tables.
Coffey, Laura	5/9/2003	1.6	Create directory listing of all files on Junior to verify against PwC table.
Coffey, Laura	5/9/2003	1.9	Import directory listing of all files on Junior.
Heller, Robert	5/13/2003	2.0	Attempt to restore exchange information.
Heller, Robert	5/13/2003	2.5	Work on exchange server restoration.
Heller, Robert	5/13/2003	3.0	Restore exchange data.
Heller, Robert	5/13/2003	3.0	Work on exchange server restoration.
Ranta, Todd	5/14/2003	1.6	Review restored coremark exchange information, conduct quality control for completeness.
Wilson, David	5/14/2003	1.6	Exchange Server assistance on software acquisition and remote management of restoration process.
Glynn, Edward	5/14/2003	2.5	Extract mailboxes (PSTs) from exchange server.
Ranta, Todd	5/14/2003	2.7	Work with Ken Ontko on identification of the tapes and location of Coremark email information. Phone call with Coremark employees to identify available information.
Glynn, Edward	5/14/2003	3.0	Conduct counts of email messages for logging purposes.
Glynn, Edward	5/14/2003	3.0	Restore MS exchange email to exchange server.
Heller, Robert	5/14/2003	3.0	Work on exchange restoration.
Heller, Robert	5/14/2003	3.0	Continue to work on exchange restoration.

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Email Processing

Professional	Date	Hours	Activity
Ranta, Todd	5/15/2003	1.1	Assistance in the restoration of the MS Exchange email database from tape to hard disk
Glynn, Edward	5/15/2003	1.5	Prepare summary sheets for each PST restored file including email counts.
Glynn, Edward	5/15/2003	1.5	Index MS Exchange server backup tapes for Coremark employees.
Ranta, Todd	5/15/2003	1.5	Discussions with Ed Glynn regarding indexed MS Exchange server backup tapes related to QC issues identified. Review of work being completed.
Ranta, Todd	5/15/2003	1.9	Set up extracted MS Exchange database files for specific Coremark employees to PST format for initial review before providing to PwC.
Glynn, Edward	5/15/2003	2.0	Extract MS Exchange database files for specific Coremark employees to PST format.
Glynn, Edward	5/15/2003	2.0	Load e-mail database into PowerControls software to extract email from MS Exchange databases.
Glynn, Edward	5/15/2003	2.0	Restore MS Exchange email database from tape to hard disk.
Heller, Robert	5/15/2003	2.0	Work on backup exec software issues on the restoration.
Heller, Robert	5/15/2003	3.0	Restore exchange data.
Heller, Robert	5/15/2003	3.0	Work on restored data to pull e-mail.
Heller, Robert	5/15/2003	3.0	Work on restored data to pull e-mail.
Wilson, David	5/15/2003	3.2	Exchange Server rebuild and email restore from 4mm 5-31-2002 Exchange server backup.
Ranta, Todd	5/16/2003	0.5	Planning and staffing to extract MS Exchange database files from 2002 for specific Coremark employees to PST format.
Ranta, Todd	5/16/2003	0.8	Work with Ken Ontko to identify additional archives of MS Exchange email related to Coremark.
Ranta, Todd	5/16/2003	1.8	Planning for and review of Coremark email information provided and still outstanding.
Heller, Robert	5/16/2003	2.0	Complete Exchange restoration.
Wilson, David	5/16/2003	2.7	Exchange Server restore and email extraction.
Wilson, David	5/19/2003	2.1	Meeting with FTI staff on job status and data production.
Glynn, Edward	5/19/2003	2.5	Prepare summary sheets for each PST restored file including email counts for 2002 data.

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Email Processing

Professional	Date	Hours	Activity
Glynn, Edward	5/19/2003	3.0	Extract MS Exchange database files from 2002 for specific Coremark employees to PST format.
Ranta, Todd	5/20/2003	1.2	Final email loads and home computer loads for PwC.
Ranta, Todd	5/20/2003	1.5	Review email documentation to be provided to PwC.
Glynn, Edward	5/23/2003	3.0	Prepare memo summarizing MS Exchange processing procedures.
Glynn, Edward	5/29/2003	2.0	Revise memo for MS Exchange processing procedures.
Glynn, Edward	5/30/2003	2.5	Revise memo for MS Exchange processing procedures.
Subtotal		121.5	

Excess Assets Analysis and Communication

Professional	Date	Hours	Activity
Honeybone, Mark	5/1/2003	0.2	Draft of e-mail regarding the issues concerning new deadline for auctioneer proposals.
Honeybone, Mark	5/1/2003	0.3	Call with J. Horwitz (K&E), G. Terrazas (FTI) discussing possibility of guarantee structure versus fee in equipment disposal.
Terrazas, Gabriel	5/1/2003	0.5	Call with R. Hawk (Fleming) to discuss GOB stores and store closing process.
Terrazas, Gabriel	5/1/2003	0.5	Call with A. Stiavetti (DoveBid) regarding auctioneer selection.
Honeybone, Mark	5/1/2003	0.6	Draft of e-mail regarding the issues to a guarantee versus fee in the auctioneer's bids.
Terrazas, Gabriel	5/1/2003	0.8	Discussion with J. Thatcher (Fleming) to get store expense detail for GOB.
Honeybone, Mark	5/1/2003	0.9	Further analysis of guarantee versus fee structure deal in equipment disposal.
Terrazas, Gabriel	5/1/2003	1.8	Analyze costs and issues associated with store closures prior to GOB motion.
Honeybone, Mark	5/2/2003	0.2	Conversation with D. Plummer (Fleming) regarding the practicality of a guarantee bid versus fee only.
Terrazas, Gabriel	5/2/2003	0.3	Discussion with J. Stegenga (FTI) concerning post-petition shipping motion results.

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Excess Assets Analysis and Communication

Professional	Date	Hours	Activity
Stegenga, Jeff	5/2/2003	0.3	Discussion with M. Honeybone (FTI) regarding Hilco update.
Stegenga, Jeff	5/2/2003	0.3	Discussion with G. Terrazas (FTI) regarding post-peititon shipping motion results.
Honeybone, Mark	5/2/2003	0.3	Discuss Hilco update with J. Stegenga (FTI).
Honeybone, Mark	5/2/2003	0.3	Conversation with P. DiBrito regarding status of auctioneer proposal process.
Terrazas, Gabriel	5/2/2003	0.4	Discussion with J. Stegenga (FTI) and M. Honeybone (FTI) regarding preliminary bid results.
Stegenga, Jeff	5/2/2003	0.4	Discussion with G. Terrazas and M. Honeybone (FTI) regarding preliminary bid results.
Honeybone, Mark	5/2/2003	0.4	Discussion with J. Stegenga (FTI) and G. Terrazas (FTI) regarding preliminary bid results.
Terrazas, Gabriel	5/2/2003	0.5	Call with A. Stiavetti (DoveBid) regarding auctioneer selection.
Terrazas, Gabriel	5/2/2003	0.5	Meet with D. Willis (A&M) to discuss asset sale chart.
Honeybone, Mark	5/2/2003	0.5	Review Hilco revised bid for the auctioneer process.
Terrazas, Gabriel	5/2/2003	0.6	Meeting with J. Thatcher (Fleming) to discuss revised expense figures for store closures.
Honeybone, Mark	5/2/2003	0.9	Create a comparison schedule for the second round of bids for the auctioneer.
Honeybone, Mark	5/2/2003	1.1	Review Great American revised bid for the auctioneer process.
Honeybone, Mark	5/2/2003	1.2	Review SB Capital revised bid for the auctioneer process.
Honeybone, Mark	5/2/2003	1.3	Review DoveBid revised bid for the auctioneer process.
Terrazas, Gabriel	5/2/2003	2.9	Review and analyze bid submission for auctioneers.
Terrazas, Gabriel	5/5/2003	0.4	Discussion with J. Stegenga (FTI) regarding bid process deadlines.
Terrazas, Gabriel	5/5/2003	0.4	Call to Hilco to discuss bid selection loss.
Terrazas, Gabriel	5/5/2003	0.4	Call to Gordon Bros/Great American to discuss bid selection loss.
Stegenga, Jeff	5/5/2003	0.4	Discussion with Ben Nortman regarding bid review process.
Stegenga, Jeff	5/5/2003	0.4	Discussion with G. Terrazas (FTI) regarding logistical bid process deadlines.
Terrazas, Gabriel	5/5/2003	0.5	Call to DoveBid for follow-up questions regarding bid.

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Excess Assets Analysis and Communication

Professional	Date	Hours	Activity
Terrazas, Gabriel	5/5/2003	0.5	Call to SB Capital for follow-up questions regarding bid.
Honeybone, Mark	5/5/2003	0.6	Call with DoveBid regarding follow-up questions to proposal.
Honeybone, Mark	5/5/2003	0.7	Review of auctioneer comparison analysis using revised bids by Great American.
Terrazas, Gabriel	5/5/2003	0.8	Call to Gordon Bros/Great American to discuss bid selection.
Honeybone, Mark	5/5/2003	0.8	Call with SB Capital regarding follow-up questions to proposal.
Honeybone, Mark	5/5/2003	0.8	Call with Great American regarding status of their proposal.
Terrazas, Gabriel	5/5/2003	0.9	Revisions to asset sale schedule.
Stegenga, Jeff	5/5/2003	0.9	Review of liquidation bid summaries and follow-up.
Honeybone, Mark	5/5/2003	1.2	Excess Asset sale call with Fleming, K&E, Pachulski, and FTI.
Terrazas, Gabriel	5/5/2003	1.3	Meeting with Fleming property team and M. Honeybone (FTI) for auctioneer selection.
Honeybone, Mark	5/5/2003	1.3	Auctioneer selection meeting with Company, Alix Partners, and FTI.
Honeybone, Mark	5/5/2003	2.3	Completion of Auctioneer bid comparison schedule for 1:00 meeting.
Terrazas, Gabriel	5/5/2003	2.7	Create bid summary evaluation.
Honeybone, Mark	5/6/2003	0.2	Coordinate with A.Stiavetti (DoveBid) regarding production of engagement letter and working group for the letter.
Honeybone, Mark	5/6/2003	0.2	Call with F.Caruso (Hilco), G.Terrazas (FTI) and D.Plummer (Fleming) re the fact they weren't selected as auctioneer.
Honeybone, Mark	5/6/2003	0.2	Call with R.Kruse (SB Capital), G.Terrazas (FTI) and D.Plummer (Fleming) re the fact they weren't selected as auctioneer.
Honeybone, Mark	5/6/2003	0.3	Call with S.Feldman (Great American), G.Terrazas (FTI) and D.Plummer (Fleming) re the fact they weren't selected as auctioneer.
Stegenga, Jeff	5/6/2003	0.4	Discussion with Hilco professionals regarding bid review update.
Honeybone, Mark	5/6/2003	0.4	Call with A.Stiavetti (DoveBid) and P.DiBrito (Fleming) re DoveBid's selection as auctioneer and next steps for process.
Honeybone, Mark	5/6/2003	0.4	Research an issue for D. Curtis(Fleming) regarding product in a third-party cold storage facility.
Terrazas, Gabriel	5/6/2003	0.6	Discussion with J. Stegenga (FTI) and M. Honeybone (FTI) regarding bid follow-up.

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Excess Assets Analysis and Communication

Professional	Date	Hours	Activity
Stegenga, Jeff	5/6/2003	0.6	Discussion with G. Terrazas (FTI) and M. Honeybone (FTI) regarding bid follow-up discussions.
Honeybone, Mark	5/6/2003	0.6	Discussion with J. Stegenga (FTI) and G. Terrazas (FTI) regarding bid follow-up.
Honeybone, Mark	5/6/2003	0.9	Preparation of materials to include in a binder for purposes of documenting auctioneer selection process.
Terrazas, Gabriel	5/6/2003	1.1	Follow-up calls to losing auctioneers regarding bid process.
Terrazas, Gabriel	5/6/2003	1.2	Call to DoveBid to begin drafting of engagement letter.
Terrazas, Gabriel	5/6/2003	1.6	Auctioneer process discussion with P. DiBrito (Fleming).
Honeybone, Mark	5/6/2003	2.9	Preparation of memo and index outlining auctioneer selection process.
Honeybone, Mark	5/7/2003	0.3	Call with DoveBid, FTI, K&E and Company regarding DoveBid's ability to advertise before June 4th hearing.
Terrazas, Gabriel	5/7/2003	0.7	Collection of broker comps and discussion with B. Mee (FLM).
Terrazas, Gabriel	5/7/2003	0.8	Call with A. Stiavetti (DoveBid) regarding engagement letter.
Terrazas, Gabriel	5/7/2003	1.2	Collecting information needed for DoveBid engagement letter.
Honeybone, Mark	5/7/2003	1.5	Further drafting of memo outlining auctioneer selection process after input from company personnel.
Honeybone, Mark	5/7/2003	2.7	Aggregation and organization of binder to document auctioneer selection process.
Terrazas, Gabriel	5/8/2003	0.5	Call with A. Stiavetti (DoveBid) to discuss engagement letter.
Honeybone, Mark	5/8/2003	0.5	Call with M.Sharp (AlixPartners) and G.Terrazas(FTI) concerning why a guarantee structure wouldn't work in the equipment disposal.
Terrazas, Gabriel	5/8/2003	0.6	Discussion with J. Tovey (FLM) regarding transportation asset sale.
Terrazas, Gabriel	5/8/2003	0.8	Discussion with M. Farish (FLM) regarding available equipment list sale.
Honeybone, Mark	5/8/2003	1.2	Communication of comments to P.DiBrito Fleming) and J.Horwitz (K&E) regarding DoveBid Engagement Letter.
Terrazas, Gabriel	5/8/2003	1.8	Review and comments to DoveBid engagement letter.
Honeybone, Mark	5/8/2003	2.3	Review of Dovebid engagement letter.

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Excess Assets Analysis and Communication

Professional	Date	Hours	Activity
Honeybone, Mark	5/9/2003	0.3	Call with J.Stegenga (FTI) regarding comments to Auctioneer Motion.
Honeybone, Mark	5/9/2003	0.5	Draft e-mail with comments to J.Horwitz (K&E) related to Auctioneer Motion.
Honeybone, Mark	5/9/2003	0.8	Call with P. DiBrito (Fleming), J.Horwitz (K&E), C.Pak (K&E) regarding comments to first draft of DoveBid engagement letter.
Honeybone, Mark	5/9/2003	1.6	Finalization of memo outlining auctioneer selection process after further input from company personnel and AlixPartners.
Honeybone, Mark	5/9/2003	1.8	Review of draft auctioneer motion.
Stegenga, Jeff	5/12/2003	0.9	Review of and revisions to auctioneer summary memorandum.
Honeybone, Mark	5/13/2003	0.5	Comments to revised auctioneer motion.
Honeybone, Mark	5/13/2003	0.8	Review of revised auctioneer motion.
Honeybone, Mark	5/13/2003	0.9	Review of the latest DoveBid auctioneer engagement letter.
Terrazas, Gabriel	5/13/2003	1.4	Review and changes to DoveBid engagement letter.
Terrazas, Gabriel	5/13/2003	3.0	Review of auctioneer motion including selection process, due diligence and terms.
Honeybone, Mark	5/14/2003	0.4	Revise Auctioneer Selection Memo to incorporate J.Stegenga's (FTI) changes.
Honeybone, Mark	5/14/2003	0.7	Review of to-be-executed engagement letter with DoveBid.
Terrazas, Gabriel	5/14/2003	2.0	Prepare revisions to auctioneer motion.
Honeybone, Mark	5/15/2003	0.9	Final Review of Auctioneer Motion.
Terrazas, Gabriel	5/15/2003	2.0	Prepare revisions to auctioneer motion.
Honeybone, Mark	5/22/2003	0.6	Communication with J. Horwitz (K&E) regarding the objection to the Auctioneer Motion by the Committee.
Honeybone, Mark	5/29/2003	0.6	Review of auctioneer motion for June 25th hearing date.
Honeybone, Mark	5/30/2003	0.4	Review of update Auctioneer motion provided by J.Horwitz (K&E).
Subtotal		81.9	

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Fee Statement and Fee Application

Professional	Date	Hours	Activity
Napoliello, Mary	5/1/2003	0.8	Begin creating access database for monthly fee statement.
Napoliello, Mary	5/7/2003	0.3	Review application to employ.
Swain, Jennifer	5/9/2003	0.3	E-mail individuals about fee app time detail.
Swain, Jennifer	5/9/2003	0.3	E-mail individuals about documentation gaps and other outstanding deliverables.
Honeybone, Mark	5/9/2003	0.3	Communication with M.Napoliello (FTI) re deadline expectation and requirements of time detail.
Honeybone, Mark	5/9/2003	0.3	Communication with J.Stegenga (FTI) and M.Napoliello (FTI) re task codes for time detail.
Napoliello, Mary	5/9/2003	0.5	Several discussions with M. Honeybone (FTI) regarding procedures and task codes for monthly statement.
Napoliello, Mary	5/9/2003	0.7	Populate access database with task code information.
Napoliello, Mary	5/9/2003	0.8	Run and review case proforma; send out e-mails to staff requesting time and expense detail for April.
Napoliello, Mary	5/12/2003	0.3	Discuss revised task code listing with M. Honeybone (FTI).
Napoliello, Mary	5/12/2003	2.7	Review and edit April time detail.
Napoliello, Mary	5/13/2003	3.2	Review and edit April time detail.
Napoliello, Mary	5/19/2003	1.8	Review and format April time detail; update delinquent list and send reminder e-mails.
Napoliello, Mary	5/20/2003	2.6	Review and format April time detail.
Robbins, Erin	5/27/2003	0.2	Telephone call with M. Ghasemi (K&E) to discuss interim fee procedures.
Napoliello, Mary	5/29/2003	0.8	Review and format April time detail.
Napoliello, Mary	5/29/2003	0.8	Review and format April time detail.
Subtotal		16.7	

First Day Orders

Professional	Date	Hours	Activity
Barton, Gary	5/2/2003	0.6	Discussion with J. Stegenga (FTI) regarding results of Sara Lee hearing.

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First Day Orders

Professional	Date	Hours	Activity
Stegenga, Jeff	5/2/2003	0.6	Discussion with G. Barton (FTI) regarding Sara Lee hearing results.
Subtotal		1.2	

General Case Strategy

Professional	Date	Hours	Activity
Terrazas, Gabriel	5/13/2003	1.1	General case strategy.
Subtotal		1.1	

General Duties

Professional	Date	Hours	Activity
Napoliello, Mary	5/1/2003	0.7	Review application to employ, affidavit and administrative order outlining procedures for compensation.
Terrazas, Gabriel	5/1/2003	1.5	Analyze two objections regarding insurance payments.
Robbins, Erin	5/2/2003	0.2	Send and discuss Ordinary Course Professionals information with T. Kreatchman (AP).
Terrazas, Gabriel	5/2/2003	0.4	Call with M. Berezovski (Fleming) to discuss executory contract.
Terrazas, Gabriel	5/2/2003	2.0	Research contract information for executory contract pleading.
Stegenga, Jeff	5/6/2003	0.5	Discussion with Laura Jones (Pachulski) regarding FTI Application process.
Terrazas, Gabriel	5/6/2003	0.8	Pension discussion and effects of bankruptcy with J. Dworkin (Fleming).
Napoliello, Mary	5/7/2003	0.2	Search docket for order authorizing FTI's retention.
Napoliello, Mary	5/7/2003	0.3	Review Delaware guidelines for fee application preparation.
Terrazas, Gabriel	5/7/2003	0.4	Research of appropriate Fleming personnel for objections raised.
Heller, Robert	5/7/2003	2.0	Organize lab equipment at Fleming location.
Heller, Robert	5/7/2003	2.0	Organize lab equipment at Fleming location.

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Time Detail by Activity by Professional
May 1, 2003 through May 31, 2003***

General Duties

Professional	Date	Hours	Activity
Napoliello, Mary	5/9/2003	0.4	Review docket for supplemental affidavit.
Stegenga, Jeff	5/9/2003	1.2	Review of relevant case pleadings and follow-up.
Stanley, John	5/12/2003	0.3	Discussions with IKON personnel regarding the copying of the SEC documents for production to Baker Botts and the SEC on May 13, 2003.
Stanley, John	5/12/2003	0.6	Deliver the original SEC document production to IKON for duplication.
Stegenga, Jeff	5/13/2003	0.7	Review of and revisions to Fleming task summaries for billing statement purposes.
Terrazas, Gabriel	5/13/2003	0.8	Research appropriate Fleming contacts for objections raised.
Robbins, Erin	5/15/2003	1.5	Review documents filed with the court for the upcoming hearing.
Imhoff, Dewey	5/29/2003	0.4	Read case correspondence.
Stanley, John	5/29/2003	0.5	Pickup evidence tags to be used for media storage from U-Line.
Stanley, John	5/29/2003	0.6	Research for containers and evidence tags to be utilized for media preservation.
Subtotal		18.0	

Imaging

Professional	Date	Hours	Activity
Heller, Robert	5/1/2003	2.5	Image 2 computers and backup and verify all data.
Heller, Robert	5/1/2003	3.0	Image 2 additional computers and verify and backup data.
Heller, Robert	5/2/2003	1.5	Create a hard drive with de-duped data and turn over to dtsearch team.
Heller, Robert	5/2/2003	3.0	Image 2 computers and verify and backup data.
Heller, Robert	5/5/2003	3.0	Image 2 computers and backup and verify data
Heller, Robert	5/12/2003	3.0	Image 2 computer, backup and verify data.
Heller, Robert	5/16/2003	3.0	Image 1 computer, verify data, backup data and verify.

**FLEMING COMPANIES, INC., et al.,
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May 1, 2003 through May 31, 2003**

Imaging

Professional	Date	Hours	Activity
Subtotal		19.0	

KERP Review and Analysis

Professional	Date	Hours	Activity
Imhoff, Dewey	5/1/2003	0.2	Telephone call with D. Jerome on KERP issues.
Imhoff, Dewey	5/1/2003	0.5	Read and comment on revisions to report and summary for compensation committee.
Imhoff, Dewey	5/1/2003	0.5	Telephone call E. Robbins (FTI) regarding changes in affidavit and KERP report.
Robbins, Erin	5/1/2003	0.6	Edit Term Sheet Summary and pdf for distribution.
Robbins, Erin	5/1/2003	0.7	Telephone call with D. Imhoff (FTI) to discuss changes to KERP presentation.
Robbins, Erin	5/1/2003	1.1	Preparation of documents for KERP due diligence binder.
Robbins, Erin	5/1/2003	1.1	Documentation and organization of work product.
Stegenga, Jeff	5/1/2003	1.2	Review of and revisions to latest KERP outline.
Robbins, Erin	5/1/2003	2.1	Continue revisions to KERP presentation and term sheet summary.
Imhoff, Dewey	5/1/2003	2.6	Read and comment on revised report and summary for compensation committee.
Desalvio, Moira	5/1/2003	3.0	Researched executive compensation in the food distribution Industry. Contacted National Grocers Assoc., Food Marketing Institute, International Food Distributors Assoc. Purchased IFDA Survey of Industry Practices - a report on 2001 Executive Compensation
Robbins, Erin	5/1/2003	3.0	Revise KERP presentation and term summary to include Dewey's revisions.
Robbins, Erin	5/2/2003	0.4	Coordinate getting KERP information to D. Imhoff.
Robbins, Erin	5/2/2003	0.4	Follow-up with J. Bernstein to discuss Affidavit for KERP.
Robbins, Erin	5/2/2003	2.4	Edit KERP presentation for content in comparison to the Term Sheet Summary.
Robbins, Erin	5/2/2003	4.0	Research and Draft Affidavit (re: KERP) for D. Imhoff.

***FLEMING COMPANIES, INC., et al.,
Time Detail by Activity by Professional
May 1, 2003 through May 31, 2003***

KERP Review and Analysis

Professional	Date	Hours	Activity
Imhoff, Dewey	5/5/2003	0.2	Telephone call with D. Jerome (Fleming) on preparation for KERP call with Comp. Committee.
Imhoff, Dewey	5/5/2003	0.4	Prepare for Compensation Committee Call to discuss KERP.
Robbins, Erin	5/5/2003	0.4	Telephone call with M. Bosse (FTI) to discuss KERP and pre-petition Charitable Contributions.
Imhoff, Dewey	5/5/2003	0.8	Telephone call with Comp Committee.
Robbins, Erin	5/5/2003	1.1	Meeting with D. Jerome (Fleming) to discuss KERP due diligence binders and upcoming compensation committee meeting.
Robbins, Erin	5/5/2003	1.3	Update draft of Affidavit for KERP motion.
Robbins, Erin	5/5/2003	1.3	Documentation and organization of work product.
Robbins, Erin	5/5/2003	2.4	Edit KERP presentation for formatting changes.
Imhoff, Dewey	5/6/2003	0.2	Read and respond e-mail to D. Jerome (Fleming).
Imhoff, Dewey	5/6/2003	0.3	Telephone call E. Robbins (FTI) regarding case matters and follow up.
Robbins, Erin	5/6/2003	0.3	Telephone call with D. Imhoff (FTI) to discuss outstanding issues in relation to the KERP.
Bosse, Melissa	5/6/2003	0.6	Update KERP Presentation Charts after changes to KERP plan.
Robbins, Erin	5/6/2003	0.7	Update draft of Affidavit for KERP motion to include D. Imhoff's background information.
Robbins, Erin	5/6/2003	1.8	Review and edit KERP for content and distribute to group.
Bosse, Melissa	5/6/2003	1.8	Add additional KERP Participants, document workpapers.
Robbins, Erin	5/6/2003	3.1	Update KERP analysis to include 4 additional participants.
Imhoff, Dewey	5/7/2003	0.1	Update records based on discussion with Fleming.
Imhoff, Dewey	5/7/2003	0.4	Telephone call with D. Jerome (Fleming) and C. Hernandez (Fleming) on KERP issues.
Robbins, Erin	5/7/2003	0.5	Meeting with Dee Jerome (Fleming) to discuss changes to KERP and typical process for communication.
Bosse, Melissa	5/7/2003	0.5	Update KERP Term Sheet and Presentation for changes to KERP plan.
Robbins, Erin	5/7/2003	1.0	Revise KERP presentation to include new participants.

***FLEMING COMPANIES, INC., et al.,
Time Detail by Activity by Professional
May 1, 2003 through May 31, 2003***

KERP Review and Analysis

Professional	Date	Hours	Activity
Robbins, Erin	5/7/2003	1.9	Revise KERP term summary sheet to include new participants and distribute to team.
Robbins, Erin	5/7/2003	2.1	Coordinate getting copies of all Change in Control agreements to K&E.
Robbins, Erin	5/7/2003	2.4	Update due diligence working papers for KERP
Imhoff, Dewey	5/8/2003	0.1	Correspondence with E. Robbins (FTI).
Robbins, Erin	5/8/2003	0.3	Telephone call with J. Bernstein (K&E) to discuss KERP motion.
Robbins, Erin	5/8/2003	2.1	Revise KERP affidavit for D. Imhoff re: add changes to KERP structure.
Robbins, Erin	5/8/2003	2.7	Continue revising KERP presentation and term sheet summary to include additional changes.
Robbins, Erin	5/9/2003	0.3	Draft email and distribute updated presentation to KERP team.
Imhoff, Dewey	5/9/2003	0.4	Read and comment on revised report and summary for compensation committee.
Robbins, Erin	5/9/2003	0.4	Meeting with D. Jerome (Fleming) to discuss timing of filing KERP motion.
Robbins, Erin	5/9/2003	0.6	Telephone call with D. Imhoff (FTI) to discuss remaining changes to KERP presentation.
Robbins, Erin	5/9/2003	1.2	Revise term sheet summary to match updates to KERP presentation.
Robbins, Erin	5/9/2003	1.3	Update work paper binders with revised KERP back-up documentation.
Robbins, Erin	5/9/2003	2.3	Revise presentation for KERP to incorporate additional change in control and severance information.
Imhoff, Dewey	5/9/2003	2.9	Work on affidavit and KERP report.
Imhoff, Dewey	5/12/2003	0.5	Read and comment on revisions to background material.
Robbins, Erin	5/12/2003	1.6	Update Affidavit for D. Imhoff to include changes regarding revised KERP plan.
Imhoff, Dewey	5/13/2003	0.5	Read and comment on revisions to background material.
Robbins, Erin	5/14/2003	0.7	Update work paper binders to include new KERP information.
Robbins, Erin	5/15/2003	0.3	Draft email and distribute updated presentation to KERP team.
Imhoff, Dewey	5/15/2003	0.5	Read and comment on revised report.

**FLEMING COMPANIES, INC., et al.,
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KERP Review and Analysis

Professional	Date	Hours	Activity
Robbins, Erin	5/15/2003	1.1	Revise term sheet summary to match updates to KERP presentation.
Robbins, Erin	5/15/2003	2.0	Revise presentation for KERP to incorporate additional changes to stay bonus section and severance section.
Robbins, Erin	5/15/2003	3.0	Continue revising KERP presentation and term sheet summary.
Robbins, Erin	5/16/2003	1.2	Preparation of interim work papers and binders.
Imhoff, Dewey	5/19/2003	0.5	Telephone discussion with J. Stegenga (FTI) regarding status of KERP motion filing.
Stegenga, Jeff	5/19/2003	0.5	Discussion with D. Imhoff (FTI) regarding status of potential KERP motion filing.
Robbins, Erin	5/21/2003	0.5	Telephone call with T. Kreatschman (AP) to discuss KERP.
Robbins, Erin	5/21/2003	2.0	Update participant schedules for severance plan and distribute to Company.
Imhoff, Dewey	5/23/2003	2.0	Read and comment on revisions to background materials and revised report.
Robbins, Erin	5/27/2003	2.3	Update KERP term summary sheet.
Robbins, Erin	5/29/2003	0.5	Telephone call with D. Jerome to discuss KERP changes.
Imhoff, Dewey	5/30/2003	1.0	Read and comment on revisions to background materials and revised report.
Subtotal		84.7	

Meetings and Correspondence with UCC and/or its Professionals

Professional	Date	Hours	Activity
Terrazas, Gabriel	5/1/2003	0.6	Call with J. Horwitz (K&E) to discuss lease violation risk with GOB stores.
Terrazas, Gabriel	5/1/2003	1.5	Legal issues call with K&E attorneys.
Honeybone, Mark	5/1/2003	1.5	All Lawyers' call with K&E, Pachulski, and FTI to discuss current status of motions to be filed for upcoming hearing dates.
Robbins, Erin	5/1/2003	1.5	Participate in all professionals conference call.
Terrazas, Gabriel	5/2/2003	0.5	Professionals call with Fleming.

**FLEMING COMPANIES, INC., et al.,
Time Detail by Activity by Professional
May 1, 2003 through May 31, 2003**

Meetings and Correspondence with UCC and/or its Professionals

Professional	Date	Hours	Activity
Honeybone, Mark	5/2/2003	0.5	Weekly Company call with K&E, Alix, and FTI.
Robbins, Erin	5/2/2003	0.6	Participate in all lawyers conference call.
Robbins, Erin	5/6/2003	0.3	All professionals conference call to discuss outcome of 5/6/03 court hearing.
Terrazas, Gabriel	5/6/2003	1.0	Discussion with K. Fuhrmann (Fleming) regarding bank accounts.
Honeybone, Mark	5/6/2003	1.1	All Lawyers' call with K&E, Pachulski, FTI, and AlixPartners.
Terrazas, Gabriel	5/6/2003	1.2	Legal issues call with attorneys.
Robbins, Erin	5/6/2003	1.2	Continuation of all professionals conference call to discuss outcome of 5/6/03 hearing as well as agenda for 5/19/03.
Robbins, Erin	5/7/2003	0.2	Telephone call with M. Ghasemi (K&E) to discuss noticing addresses for leases.
Terrazas, Gabriel	5/7/2003	0.4	Call to K&E attorney regarding intellectual property at Fleming.
Robbins, Erin	5/14/2003	0.3	Telephone call with G. Ward (Fleming) to discuss Rainbow Store sales.
Honeybone, Mark	5/15/2003	1.1	Legal issues call with Pachulski, K&E, Alix, and FTI.
Subtotal		13.5	

Project Management Planning and Supervision

Professional	Date	Hours	Activity
Wilson, David	5/2/2003	0.7	Meeting with PWC, Fleming, and Baker & Botts.
Wilson, David	5/5/2003	0.5	Meeting with Fleming discuss progress on work to date.
Wilson, David	5/5/2003	0.7	Reporting of work performed.
Ranta, Todd	5/7/2003	0.2	Discussion of current case status with Eric Schwarz (FTI).
Ranta, Todd	5/7/2003	0.7	Review new data production binder.
Wilson, David	5/7/2003	0.8	Status meeting with PWC, Fleming and FTI on status of work along with requests for additional work.
Ranta, Todd	5/7/2003	1.5	Create listing of binders and documentation checklist to be used by team to finalize work product.

**FLEMING COMPANIES, INC., et al.,
Time Detail by Activity by Professional
May 1, 2003 through May 31, 2003**

Project Management Planning and Supervision

Professional	Date	Hours	Activity
Ranta, Todd	5/7/2003	1.6	Preparation for and participation in the tri-weekly status meeting with Fleming, PwC and Baker Botts.
Ranta, Todd	5/8/2003	0.4	Review open information related to home computers and prepare for the tri-weekly status meeting with Fleming, PwC and Baker Botts.
Ranta, Todd	5/8/2003	0.4	Discussions with Laura Coffey (FTI) to ensure smooth transition during her vacation.
Wilson, David	5/8/2003	0.4	Daily management of document production for PwC.
Ranta, Todd	5/8/2003	2.1	Planning for wrap up and final documentation of product.
Ranta, Todd	5/9/2003	0.3	Call with Ashley Griggs to plan for the SEC production regarding sales initiatives.
Ranta, Todd	5/9/2003	0.3	Calls with Laura Coffey (FTI) to try and schedule obtaining source files from PwC on Friday evening.
Ranta, Todd	5/9/2003	0.3	Discussion with Lara Coffey (FTI) about open items and transition information prior to vacation.
Wilson, David	5/9/2003	0.8	Management meeting with PwC, Fleming and FTI on status and remaining open items.
Ranta, Todd	5/9/2003	1.5	Prepare for and participate in the tri-weekly status meeting with PwC, Baker Botts and Fleming personnel.
Wilson, David	5/12/2003	0.6	Daily updates of activity at Fleming and status.
Ranta, Todd	5/12/2003	1.5	Supervise the setup of the privileged review process for Baker Botts.
Ranta, Todd	5/14/2003	0.3	Discussions with staff regarding reconciliation of the file counts on the litigation file server to those included in the binders of data provided to PwC.
Ranta, Todd	5/14/2003	2.6	Coordinate staffing and services to determine best method to restored MS Exchange email information from coremark.
Ranta, Todd	5/16/2003	0.9	Discussions with Ken Ontko related to overall project status and plan for wrap up.
Ranta, Todd	5/16/2003	1.6	Review of changes to workpapers made by John Stanley.
Ranta, Todd	5/19/2003	0.5	Participate in morning update meeting with Ken Ontko.
Ranta, Todd	5/19/2003	1.2	Planning and discussions with FTI staff outlining Coremark email information to be provided to PwC.
Ranta, Todd	5/20/2003	0.8	Coordinate with Fleming related to various open tasks.

**FLEMING COMPANIES, INC., et al.,
Time Detail by Activity by Professional
May 1, 2003 through May 31, 2003**

Project Management Planning and Supervision

Professional	Date	Hours	Activity
Ranta, Todd	5/21/2003	0.6	Prepare for meeting with Fleming.
Ranta, Todd	5/21/2003	1.1	Meeting with Ken Ontko and Craig Birchette.
Ranta, Todd	5/21/2003	1.7	Coordinate final work product.
Ranta, Todd	5/22/2003	1.5	Planning for next week and project shut down.
Ranta, Todd	5/27/2003	0.8	Correspondence with FTI staff regarding status of documentaiton.
Ranta, Todd	5/27/2003	1.2	Meetings with John Stanley regarding WP status.
Ranta, Todd	5/28/2003	2.5	Prepare for and participate in the tri-weekly status meeting with Fleming and PwC, Ken Ontko, Craig Birchette and Charles Reddin.
Lacativo, Bert	5/29/2003	0.5	Engagement update discussion with J. Stanley (FTI) and T. Ranta (FTI); propose evidence storage/security options.
Ranta, Todd	5/30/2003	1.5	Prepare for tri-weekly status meeting and discussions with Ken Ontko, Craig Birchette and John Stanley.
Subtotal		34.6	

Travel Time

Professional	Date	Hours	Activity
Pate, Orson	5/8/2003	1.0	Travel from Houston to Dallas.
Pate, Orson	5/16/2003	1.0	Travel from Dallas to Houston.
Subtotal		2.0	

Vendor Related Analysis and Communication

Professional	Date	Hours	Activity
Terrazas, Gabriel	5/1/2003	0.8	Call with M. Bechwith(Fleming) to review/revise batch bill customer program.
Honeybone, Mark	5/2/2003	1.1	Research on Personal Care Products situation for S.McFarland (Pachulski).
Honeybone, Mark	5/6/2003	0.3	Review of automatic stay letter being used for creditors threatening to take action.

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Vendor Related Analysis and Communication

Professional	Date	Hours	Activity
Terrazas, Gabriel	5/6/2003	0.6	Call to vendor with D. Stegman (Fleming).
Terrazas, Gabriel	5/7/2003	0.5	Calls to vendors regarding approval of DIP.
Terrazas, Gabriel	5/8/2003	0.5	Calls to vendors regarding approval of DIP.
Terrazas, Gabriel	5/8/2003	0.7	Call with K. Saunders to non-merchandise vendor regarding stamp machines.
Terrazas, Gabriel	5/9/2003	1.0	Call with K. Saunders (FLM) to vendors.
Terrazas, Gabriel	5/13/2003	1.7	Vendor meeting with K. Saunders (Fleming).
Subtotal		7.2	

Grand Total 920.8

***FLEMING COMPANIES, INC., et al.,
Summary of Expense Detail by Category
May 1, 2003 through May 31, 2003***

<i>Expense Category</i>	<i>Sum of Expenses</i>
Airfare	\$193.00
Document Scanning	\$26,852.17
IT Equipment	\$250.00
Other	\$24.53
Reproduction	\$2,060.42
Supplies	\$707.49
Transportation	\$1,348.12
	<i>Total</i>
	\$31,435.73

FLEMING COMPANIES, INC., et al.,
Expense Detail by Category
May 1, 2003 through May 31, 2003

Airfare

Professional/Service	Date	Expense	Expense Description
Rothman, Charles	5/1/2003	\$193.00	Roundtrip airfare from Houston to Dallas.
Expense Category Total		\$193.00	

Document Scanning

Professional/Service	Date	Expense	Expense Description
	5/31/2003	\$26,852.17	Fees and expenses related to document scanning for the period May 1-31, 2003
Expense Category Total		\$26,852.17	

IT Equipment

Professional/Service	Date	Expense	Expense Description
Rothman, Charles	5/1/2003	\$250.00	Computer/Office Access Data Password Recovery Toolkit Subscription Update
Expense Category Total		\$250.00	

Other

Professional/Service	Date	Expense	Expense Description
Imhoff, Dewey	5/2/2003	\$24.53	Federal Express documents from P. Crinnion to D. Imhoff.

FLEMING COMPANIES, INC., et al.,
Expense Detail by Category
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Other

Professional/Service	Date	Expense	Expense Description
Expense Category Total		\$24.53	

Reproduction

Professional/Service	Date	Expense	Expense Description
Coffey, Laura	5/30/2003	\$8.95	Photocopy charges.
Coffey, Laura	5/30/2003	\$15.08	Photocopy charges.
Stanley, John	5/9/2003	\$2,036.39	Photocopies IKON Duplication of SEC Document Production binders on April 24, 2003
Expense Category Total		\$2,060.42	

Supplies

Professional/Service	Date	Expense	Expense Description
Coffey, Laura	5/5/2003	\$19.22	Office Supply purchase of supplies.
Darnell, Jessica	5/27/2003	\$426.78	Office supplies ordered for engagement personnel
Heller, Robert	5/5/2003	\$34.38	Office Supply Office Max purchase of office supplies - cd printing materials.
Stanley, John	5/12/2003	\$66.07	Office Supply Binders and other materials for SEC Document Production and documentation binders.
Stanley, John	5/15/2003	\$62.28	Office Supply Supplies for Data Production to PwC binders and other documentation binders.
Stanley, John	5/28/2003	\$20.82	Office Supply Binders for workpapers.
Stanley, John	5/30/2003	\$77.94	Supplies - office inventory tags for securing electronic media.

FLEMING COMPANIES, INC., et al.,
Expense Detail by Category
May 1, 2003 through May 31, 2003

Supplies

Professional/Service	Date	Expense	Expense Description
Expense Category Total		\$707.49	

Transportation

Professional/Service	Date	Expense	Expense Description
Coffey, Laura	4/28/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	4/29/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	4/30/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/1/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/2/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/3/2003	\$15.48	Mileage in excess of normal commute.
Coffey, Laura	5/4/2003	\$15.48	Mileage in excess of normal commute.
Coffey, Laura	5/5/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/6/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/7/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/8/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/10/2003	\$15.48	Mileage in excess of normal commute.
Coffey, Laura	5/11/2003	\$15.48	Mileage in excess of normal commute.
Coffey, Laura	5/19/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/20/2003	\$7.20	Mileage in excess of normal commute.
Coffey, Laura	5/23/2003	\$7.20	Mileage in excess of normal commute.
Heller, Robert	5/1/2003	\$26.28	Mileage to Fleming office and FTI office.
Heller, Robert	5/2/2003	\$13.14	Mileage in excess of normal commute.
Heller, Robert	5/5/2003	\$13.14	Mileage in excess of normal commute.

FLEMING COMPANIES, INC., et al.,
Expense Detail by Category
May 1, 2003 through May 31, 2003

Transportation

Professional/Service	Date	Expense	Expense Description
Heller, Robert	5/6/2003	\$26.28	Mileage in excess of normal commute.
Heller, Robert	5/7/2003	\$13.14	Mileage in excess of normal commute.
Heller, Robert	5/12/2003	\$26.28	Mileage to and from Fleming and the FTI office.
Heller, Robert	5/13/2003	\$26.28	Mileage to and from Fleming and the FTI office.
Heller, Robert	5/14/2003	\$13.14	Mileage in excess of normal commute.
Heller, Robert	5/15/2003	\$26.28	Mileage to and from Fleming and the FTI office.
Heller, Robert	5/16/2003	\$26.28	Mileage to and from Fleming and the FTI office.
Honeybone, Mark	5/1/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/1/2003	\$21.60	Mileage in excess of normal commute.
Honeybone, Mark	5/2/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/2/2003	\$21.60	Mileage in excess of normal commute.
Honeybone, Mark	5/5/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/5/2003	\$21.60	Mileage in excess of normal commute.
Honeybone, Mark	5/6/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/6/2003	\$21.60	Mileage in excess of normal commute.
Honeybone, Mark	5/7/2003	\$21.60	Mileage in excess of normal commute.
Honeybone, Mark	5/7/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/8/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/8/2003	\$21.60	Mileage in excess of normal commute.
Honeybone, Mark	5/13/2003	\$21.60	Mileage beyond base.
Honeybone, Mark	5/15/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/15/2003	\$21.60	Mileage beyond base.
Honeybone, Mark	5/16/2003	\$4.00	Tolls to client.
Honeybone, Mark	5/27/2003	\$21.60	Mileage in excess of normal commute.
Honeybone, Mark	5/27/2003	\$4.00	Tolls to client.
Ranta, Todd	5/7/2003	\$12.96	Mileage in excess of normal commute.

FLEMING COMPANIES, INC., et al.,
Expense Detail by Category
May 1, 2003 through May 31, 2003

Transportation

Professional/Service	Date	Expense	Expense Description
Ranta, Todd	5/8/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/9/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/12/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/13/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/14/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/15/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/16/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/19/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/20/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/21/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/22/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/27/2003	\$16.20	Mileage to Ft. Worth data center from Fleming headquarters in Lewisville.
Ranta, Todd	5/27/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/28/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/29/2003	\$12.96	Mileage in excess of normal commute.
Ranta, Todd	5/30/2003	\$12.96	Mileage in excess of normal commute.
Robbins, Erin	5/2/2003	\$21.60	Mileage in excess of normal commute.
Robbins, Erin	5/2/2003	\$5.00	Tolls to client site.
Robbins, Erin	5/5/2003	\$5.00	Tolls to client site.
Robbins, Erin	5/5/2003	\$21.60	Mileage to client site.
Robbins, Erin	5/6/2003	\$5.00	Tolls to client site.
Robbins, Erin	5/6/2003	\$21.60	Mileage in excess of normal commute.
Robbins, Erin	5/7/2003	\$21.60	Mileage in excess of normal commute.
Robbins, Erin	5/7/2003	\$5.00	Tolls to client site.
Robbins, Erin	5/9/2003	\$21.60	Mileage in excess of normal commute.
Robbins, Erin	5/15/2003	\$21.60	Mileage in excess of normal commute.

FLEMING COMPANIES, INC., et al.,
Expense Detail by Category
May 1, 2003 through May 31, 2003

Transportation

Professional/Service	Date	Expense	Expense Description
Robbins, Erin	5/15/2003	\$5.00	Tolls to client site.
Stanley, John	5/1/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/5/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/9/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/12/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/13/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/13/2003	\$11.00	Parking at Baker Botts offices for quality control review of SEC document production.
Stanley, John	5/14/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/15/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/19/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/20/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/21/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/22/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/23/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/27/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/28/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/29/2003	\$16.96	Mileage in excess of normal commute.
Stanley, John	5/30/2003	\$16.96	Mileage in excess of normal commute.
Terrazas, Gabriel	5/5/2003	\$4.50	Tolls to and from client site.
Terrazas, Gabriel	5/5/2003	\$20.16	Mileage in excess of normal commute.
Terrazas, Gabriel	5/6/2003	\$4.50	Tolls to and from client site.
Terrazas, Gabriel	5/6/2003	\$20.16	Mileage in excess of normal commute.
Terrazas, Gabriel	5/7/2003	\$4.50	Tolls to and from client site.
Terrazas, Gabriel	5/7/2003	\$20.16	Mileage in excess of normal commute.
Terrazas, Gabriel	5/13/2003	\$20.16	Mileage in excess of normal commute.
Terrazas, Gabriel	5/13/2003	\$4.50	Tolls to/from Fleming.

***FLEMING COMPANIES, INC., et al.,
Expense Detail by Category
May 1, 2003 through May 31, 2003***

Transportation

Professional/Service	Date	Expense	Expense Description
Expense Category Total		\$1,348.12	
 <i>Grand Total</i>		 <u><u>\$31,435.73</u></u>	

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 to Docket No. 86

**ORDER AUTHORIZING RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISORS
FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Upon the application (the "Application") 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 FTI Consulting, Inc. ("FTI") as financial advisors; and upon the Affidavit of Mr. Jeffery J. Stegenga 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 FTI neither holds nor represents any interest adverse to the Debtors' estates; and it appearing that FTI is "disinterested", as that term is 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 therefor, it 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.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

hereby

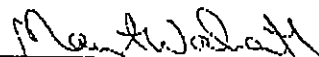
ORDERED that the Application be, and it hereby is, granted, as modified hereby;
and it is further

ORDERED that in accordance with section 327(a) of the Bankruptcy Code, the
Debtors are authorized to employ and retain FTI as of the date of filing these chapter 11 cases
(the "Petition Date") as their financial advisors on the terms set forth in the Application; and it is
further

ORDERED that FTI 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 FTI received a retainer, all amounts authorized by
this Court to be paid to FTI by the Debtors for fees and expenses shall be paid by draws against
said retainer until any such retainer is depleted.

Dated: May 6, 2003



The Honorable Mary F. Walrath
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Fleming Companies, Inc., et al.,

Debtors.

)
) Chapter 11
)
) Case No. 03-10945 ()
) (Jointly Administered)
)

AFFIDAVIT IN SUPPORT OF THE DEBTORS' APPLICATION
FOR AN ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF FTI CONSULTING, INC. AS
FINANCIAL ADVISORS FOR THE DEBTORS

STATE OF TEXAS

COUNTY OF DALLAS

)
) ss.
)

I, Jeffery J. Stegenga, being duly sworn, hereby deposes and says:

1. I am a Senior Managing Director with FTI Consulting, Inc. ("FTI"), a financial advisory services firm with numerous offices throughout the country. I submit this Affidavit on behalf of FTI (the "Affidavit") in support of the application (the "Application") of Fleming Companies, Inc., et al., the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), for an order authorizing the employment and retention of FTI as financial advisors under the terms and conditions set forth in the Application. Except as otherwise noted¹, I have personal knowledge of the matters set forth herein.

¹ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

Disinterestedness and Eligibility

2. In connection with the preparation of this Affidavit, FTT professionals conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were reasonably known to FTT. A listing of the parties reviewed is reflected on Exhibit A to this Affidavit. FTT's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTT. A summary of such relationships that FTT has identified to date is set forth on Exhibit B to this Affidavit.

3. Based on the results of its review, except as otherwise discussed herein FTT does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTT has provided and likely will continue to provide services unrelated to the Debtors' case for the various entities shown on Exhibit B. FTT's assistance to these parties has been related to providing various financial restructuring, litigation support and/or engineering and scientific investigation consulting services. To the best of my knowledge, no services have been provided to these parties in interest which involve their rights in the Debtors' case, nor does FTT's involvement in this case compromise its ability to continue such consulting services.

4. FTT is currently engaged as the financial advisor to the Official Committee of Unsecured Creditors in the K-Mart Corporation bankruptcy proceedings. It is my understanding that any disputes that may have existed with regard to the claims that the Debtors previously had with the K-Mart estate have been resolved and no open issues remain. However, to ensure that

no confidential information passes between the teams with respect to these two matters, formal ethical walls have been established between the two teams until the completion of these proceedings.

5. As the Court is aware, Kirkland & Ellis is engaged as counsel to the Debtors in connection with these proceedings. Mr. George P. Stamas, a partner of Kirkland & Ellis, is currently a member of the Board of Directors of FTI. To the best of my knowledge, Mr. Stamas is in no way involved with the Kirkland & Ellis team in these proceedings, nor does Mr. Stamas have any professional involvement in this matter in any capacity.

6. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including Kirkland & Ellis and other attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' chapter 11 cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Debtors herein in matters upon which FTI is to be employed, and none are in connection with these cases.

7. FTI is not a "Creditor" of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code.

8. To the best of my knowledge, no one within FTI generally has any connection to the U.S. Trustee or any person employed in the Office of the U.S. Trustee in this District.

9. As such, to the best of my knowledge, FTI is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that FTI:

- (a) is not a creditor, equity security holder or insider of the Debtors;
- (b) is not and was not an investment banker for any outstanding security of the Debtors;
- (c) has not been, within three years before the date of the filing of the Debtors' chapter 11 petition, (i) an investment banker for a security of the Debtors or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- (d) was not, within two years before the date of filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

In addition, to the best of my knowledge and based upon the results of the relationship search described above and disclosed herein, FTI neither holds nor represents an interest adverse to the Debtors within the meaning of Section 327(a) of the Bankruptcy Code.

10. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) Supplemental Affidavit.

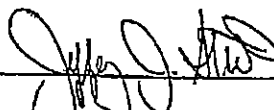
Professional Compensation

11. Subject to Court approval and in accordance with the applicable provisions of title 11 of the United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure, applicable U.S. Trustee guidelines and the local rules of this District, FTL will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTL. FTL's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of FTL. These hourly rates are adjusted annually. Such rate adjustments will be disclosed to this Court and the Debtors.

12. According to FTL's books and records, during the ninety day period prior to the Debtors' petition date, FTL received \$1,756,000 from the Debtors for professional services performed and expenses incurred. Further, FTL has received unapplied advance payments from the Debtors in the amount of approximately \$375,000. The Debtors and FTL have agreed that any portion of the advance payments not used to compensate FTL for its pre-petition services and expenses will be applied against its final post-petition fee application and will not be placed in a separate account.

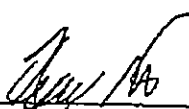
12. To the best of my knowledge, a) no commitments have been made or received by FTI, nor any employee thereof, with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

Dated this 1st day of April 2003.



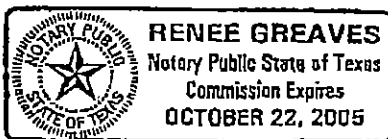
Jeffery J. Stegenga

SUBSCRIBED AND SWORN TO BEFORE ME this 1 day of April 2003.



Notary Public

My Commission Expires:



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**SUPPLEMENTAL AFFIDAVIT OF JEFFERY J. STEGENGA IN SUPPORT OF THE
DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF FTI CONSULTING, INC. AS FINANCIAL
ADVISORS FOR THE DEBTORS**

STATE OF TEXAS)	
)	ss.
COUNTY OF DALLAS)	

On this day, the undersigned authority, Jeffery J. Stegenga, being duly sworn states the following:

1. I am a Senior Managing Director with FTI Consulting, Inc. ("FTI"), which maintains an office, among other places, at 2001 Ross Avenue, Suite 1800, Dallas, Texas 75201, and I am authorized to execute this Supplemental Affidavit on behalf of FTI.
2. On April 5, 2003, I filed an Affidavit in Support of The Debtors' Application For An Order Authorizing Employment And Retention of FTI Consulting, Inc. As Financial Advisors for the Debtors (the "Original Affidavit"), effective as of April 1, 2003.
3. This supplement to the Original Affidavit (this "Supplement") is made pursuant

to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure. FTI has continued to search its electronic database for its connection to the entities listed on the exhibits attached to the Original Affidavit.

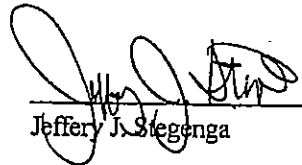
4. This Supplement discloses on Exhibit A the original and additional parties-in-interest reviewed for relationships. This Supplement also discloses on Exhibit B the original and additional representations by FTI that have come to my attention since the Original Affidavit was filed on April 5, 2003. The additions included in these Exhibits are differentiated from the Exhibits to the Original Affidavit by highlighting. FTI reaffirms its commitment to file supplemental affidavits when necessary.

5. Further, FTI is currently serving as a financial advisor to Clark Retail Enterprises, Inc. ("Clark"), a debtor in possession with proceedings in the Northern District of Illinois, Eastern Division. It is my understanding that the Debtors and Clark are engaged in litigation over a supply agreement between the two entities. To ensure no conflicts arising in connection with this litigation during the pendency of either bankruptcy case, the FTI teams for both the Debtors and Clark have agreed to recuse themselves from any direct involvement in this litigation.

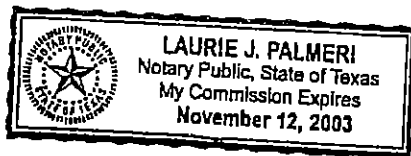
6. As demonstrated herein, FTI remains disinterested within the meaning of 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b), and neither holds nor represents interests adverse to the Debtors or to the Debtors' estates.

Pursuant to U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated this 30th day of April 2003.


Jeffery J. Stegenga

SUBSCRIBED AND SWORN TO ME THIS 30th day of April 2003.





Notary Public

EXHIBIT A

Listing Of Parties-In-Interest Reviewed For Relationships

Debtors and Subsidiaries

Fleming Companies, Inc.
ABCO Food Group, Inc.
ABCO Markets, Inc.
ABCO Realty Corp.
ASI Office Automation, Inc.
Chouteau Development Co, LLC
Core-Mark International, Inc.
Core-Mark Interrelated Companies, Inc.
Core-Mark MidContinent Inc.
Core-Mark Products, Inc.
Dunigan Fuels, Inc.
EA Morris Distributors Limited
FAVAR Concepts, Ltd.
FCI Holding Corporation
Fleming Foods Management Co., LLC
Fleming Foods of Texas L.P.
Fleming Foreign Sales Corp.
Fleming International Ltd.
Fleming Supermarkets of Florida, Inc.
Fleming Transportation Service, Inc.
Food 4 Less Beverage Company, Inc.
Fuel Serv, Inc.
General Acceptance Corp.
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.
Richmar Foods, Inc.

Directors and Officers of the Debtors

Robert A. Allen
David R. Almond
Jack W. Baker
Herbert M. Baum
J.R. Campbell
Michael J. Carey
Thomas G. Dahlen
E. Stephen Davis
William J. Dowd
Archie R. Dykes
Kenneth M. Duberstein
Ronald B. Griffin
Charles L. Hall
Carol B. Hallett

Robert S. Hamada
Mark S. Hansen
Carlos M. Hernandez
Matthew H. Hildreth
Edward C. Joullian
Leonard Kaye
Timothy R. LeBeau
Dennis C. Lucas
William H. Marguard
William Mary
William A. Merrigan
Randall D. Mott
Phillip B. Murphy
Scott M. Northcutt
Guy A. Osborn
Alice M. Peterson
Neal J. Rider
David A. Rismiller
Mark D. Shapiro
Peter S. Willmott
Thomas A. Zatina

Lenders to the Debtors

Abbey Nat Treasury Serv (US BR)
ALLFST Bank
AMEX
Antares Mariner
Barclays Venture
Barclays Venture II
Bank America
Black Diamond
Blackrock Magnetite IV
Blue Square Funding
BNP Paribas
Carlyle HY Partners IV
CIT BUS CR
CITI Long Lane Master II
Comercia Bank
Conseco
Continental Casualty
CSAM Atrium
CSAM Funding I
CSAM Funding II
DB Trust Americas
Deerfield
Denali Capital CLO I
Denali Capital CLO II
Eaton Vance Big Sky
Eaton Vance CDO III
Eaton Vance CDO IV

EXHIBIT A

Listing Of Parties-In-Interest Reviewed For Relationships

Eaton Vance CDO V
Eaton Vance Grayson & Co
Eaton Vance Inst'l Senior
Eaton Vance Oxford
Eaton Vance Senior Inc Trust
Eaton Vance Senior Debt Port
Eaton Vance VT Floating
First Dominion FDG I
First Dominion FDG II
Fleet Bank
Fortis Capital
Franklin CLO I Ltd
Franklin CLO II Ltd
Franklin CLO III Ltd
Franklin Float Rate Trust
GE Capital
Genre KZH Waterside
Guaranty Federal Bank
Harch CLO I
Highland
Indosuez
Indosuez Capital FDG IIA
ING INV
JP Morgan Chase
Lehman CP
Long Lane
Manufacturers & Traders
Mass Mutual
Mass Mutual Life
Mizuho Corp Bank Ltd
Morgan Stanley Prime Income Trust
Mountain Cap CLO I
Mountain CLO Trust II
Natexis BQES POP
Nationwide Life Insurance
Nationwide Mutual Insurance Co
National City Bank Cleveland
New York Life
Nomura Bond & Loan Fund
Nomura
New York Life Insurance & Annuity
Oppenheimer
Pacifica Partners I, L.P.
PAM Capital
Prometheus Inv
Prudential
RZB
SAI
Sankaty
Siemens Financial
Sumitomo TR
Sunamerica Life

TCW KZH CNC LCC
Transamerica Business Capital
Travelers Columbus Loan Fund
Travelers Corporate Loan Fund
Travelers Insurance
Trimaran APEX
VKM CLO II
VKM Prime Rate Income
VKM Senior Float Rate
VKM Senior Income Trust
Wachovia Bank

Underwriters & Agents

Bank America
Bear Stearns & Co Inc.
BNP Paribas SA
Chase Manhattan Bank NA
Citibank NA
Citicorp North America Inc.
Comercia Bank, Detroit, Michigan
Comercia Securities
Deutsche Bank Alex Brown
Deutsche Bank AB
Deutsche Bank Securities Corp.
Deutsche Bank Trust Company AM
First Union Capital Market
Fortis Capital Corp.
Fuji Bank
JP Morgan
JP Morgan Chase & Co.
Lehman Brothers
Lehman Commercial Paper Inc.
Manufacturers & Traders Trust
Morgan Stanley & Co.
Salomon Smith Barney
Societe Generale
Transamerica Business Capital
UBS Warburg
Wachovia Bank NA
Wachovia Capital Markets
Wachovia Securities Inc.

Trade Vendors

Kraft Foods
Procter & Gamble
General Mills
Hershey
Conagra Foods
Nestle
Tyson Foods
Imperial Tobacco
Quaker Foods & Beverage

EXHIBIT A

Listing Of Parties-In-Interest Reviewed For Relationships

Unilever Bestfoods
Fort James/Georgia Pacific
Clorox Sales Company
Kellogg Company
US Smokeless Tobacco Co
Masterfoods

Watson Wyatt
White & Case

Indenture Trustees

Bank One
Bankers Trust
M & T
Manufacturers & Traders

Bondholders

Apollo Management V L.P.
N.E. Investors Trust
AIG

Top 20 Equity Holders

Barclays Global Investors NA
Brandywine Asset Management Inc.
Goldman Sachs & Company
ICM Asset Management Incorporated
Litman Gregory Fund Advisors
LSV Asset Management
Maverick Capital Ltd.
Mellon Bank N.A.
Oppenheimer Fund Incorporated
Pimco Equity Advisors LLC
Ronald W. Burkle
Royce & Association Inc.
Shaker Investment Incorporated
SLS Management LLC
Southeastern Asset Management Inc.
State Street Corp.
Vanguard Group Inc.
Wasatch Advisors Inc.

Lawfirms/Financial Advisors

Alix Partners
Bain & Company, Inc.
Bankruptcy Management Corporation
Blackstone Group
Deloitte & Touche
Ernst & Young
Glass & Associates, Inc.
Gleacher Partners LLC
Kekst and Company
Kirkland & Ellis
Latham & Watkins
McAfee & Taft
Milbank, Tweed, Hadley & McCloy LLP
Pachulski, Stang, Ziehl, Young, Jones & Weintraub LLP
Pepper Hamilton LLP
PricewaterhouseCoopers
Sonnenschein Nath Rosenthal

EXHIBIT B

Relationships Identified In Matters Related To These Proceedings

None

Relationships Identified In Matters Unrelated To These Proceedings

AIG

Bank America

Bank One

Bankers Trust

Bear Stearns & Co, Inc.

Black Diamond

BNP Paribas

Chase Manhattan Bank N.A.

Citibank N.A.

Citicorp N.A.

Comerica Bank

Conseco

Deloitte & Touche

Deutsche Bank Alex Brown

Ernst & Young ^[1]

First Union Capital Market

Fleet Bank

GE Capital

Goldman Sachs & Company

Hershey

JP Morgan Chase & Co

Kraft Foods

Kirkland & Ellis ^[2]

Lehman Brothers

Mellon Bank N.A.

Morgan Stanley & Co.

Natexis Banques Populaires

Nationwide Life Insurance

Pachulski, Stang, Ziehl, Young, Jones & Weintraub LLP ^[2]

PricewaterhouseCoopers

Procter & Gamble

Prudential

Quaker Foods & Beverage

Societe Generale

Sunamerica Life

Travelers Insurance

Tyson Foods

UBS Warburg

Unilever Bestfoods

Wachovia Bank

Wachovia Bank N.A.

Notes:

[1] Ernst & Young is the independent auditor to FTI Consulting, Inc.

[2] Regarding various legal representation in matters unrelated to these proceedings.