

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
FLEMING COMPANIES, INC., <u>et al.</u> , ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	Objection Due By: August 19, 2003 at 4:00 p.m.
)	Hearing Date: Hearing will be held if necessary

NOTICE OF FILING OF FEE APPLICATION

TO: United States Trustee	Parties Requesting Notice Pursuant
Counsel to the Official Committee	to Bankruptcy Rule 2002
Of Unsecured Creditors	

Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel to the above-captioned debtors and debtors in possession in the above-captioned cases (the "Debtors"), has filed the Third Monthly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period From June 1, 2003 through June 30, 2003, seeking fees in the amount of \$465,200.50 and expenses in the amount of \$138,612.49 (the "Application").

Objections or responses to the Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, on or before August 19, 2003, at

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.

4:00 p.m. prevailing Eastern Time.

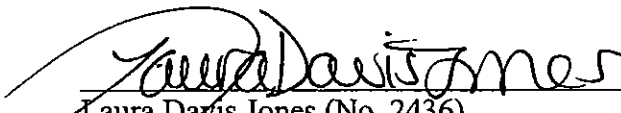
At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Fleming Companies, Inc., et al.: Peter S. Willmott, 1945 Lakeport Drive, P.O. Box 299013, Lewisville, Texas 75029; (ii) Co-counsel to Debtors: Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705; and Richard L. Wynne, Esquire, Kirkland & Ellis, LLP, 777 South Figueroa Street, Los Angeles, CA 90017; (iii) the Office of the United States Trustee, Attention: Joseph McMahon, Esquire, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801-3519; and (iv) counsel to the Official Committee of Unsecured Creditors: Dennis F. Dunne, Esquire, Milbank, Tweed Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York, 10005; and I. William Cohen, Esquire, Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, MI 48243-1157, and David M. Fournier, Esquire, Pepper Hamilton LLP, 1201 Market Street, Suite, #1600, Wilmington, DE 19899.

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF
OBJECTIONS OR RESPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION
WITHOUT FURTHER NOTICE OR HEARING.

Dated: 7/30, 2003

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



Laura Davis Jones (No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and
Debtors in Possession

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PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM JUNE 1, 2003 THROUGH JUNE 30, 2003**

Name of Applicant: Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. ("PSZYJ&W").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: (effective as of) April 1, 2003.

Period for which Compensation and Reimbursement is Sought: June 1, 2003 through June 1, 2003.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$465,200.50.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$138,612.49.

This is a: xx monthly __ interim __ final application.

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The total time expended for fee application preparation is approximately 3 hours and the corresponding compensation requested is approximately \$1,000.00.²

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
06/20/03	04/01/03 – 04/30/03	\$446,734.25	\$155,135.59	\$446,734.25	\$155,135.59
07/10/03	05/01/03 – 05/31/03	\$521,874.00	\$261,086.83	Pending	Pending

Name of Professional Individual	Position of the Applicant* Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$560.00	114.40	\$64,064.00
James I. Stang	Shareholder 1983; Member of CA Bar since 1980	\$560.00	72.40	\$40,544.00
Ira D. Kharasch	Shareholder 1987; Member of CA Bar since 1982	\$495.00 \$247.50	155.30 15.40	\$76,873.50 \$ 3,811.50
James K.T. Hunter	Of Counsel 1988; Member of CA Bar since 1976	\$460.00	1.20	\$ 552.00
Andrew W. Caine	Shareholder 1989; Member of CA Bar since 1983	\$450.00	18.30	\$ 8,235.00
Kenneth H. Brown	Shareholder 2000; Member of CA Bar since 1981	\$425.00	63.10	\$26,817.50

² The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZYJ&W's subsequent fee applications.

³ Some professional time that was spent during the Interim Period will be reflected in a subsequent application.

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Scotta E. McFarland	Of Counsel 2000; Member of DE Bar since 2002; Member of CA Bar since 1993; Member of TX Bar since 1980	\$415.00	106.90	\$44,363.50
Robert M. Saunders	Of Counsel 2001; Member of NY Bar since 1984; member of Florida Bar since 1995.	\$390.00	176.70	\$68,913.00
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$375.00	21.10	\$ 7,912.50
Michael R. Seidl	Shareholder 2003; Member of Delaware Bar since 2000; Washington, D.C. Bar since 1996	\$325.00	.40	\$ 130.00
Rosalie L. Spelman	Of Counsel 2000; Member of DE Bar since 2001; Member of NY Bar since 1981	\$315.00	.30	\$ 94.50
Christopher J. Lhulier	Associate 2000; Member of DE Bar since 1999	\$280.00	136.10	\$38,108.00
Joesph S. Bolnick	Of Counsel 2003; Member of CA Bar since 1977.	\$255.00	138.10	\$35,215.50
Celine Guillou	Associate 2002; Member of NY Bar since 1998	\$255.00	35.50	\$ 9,052.50
Kathleen M. DePhillips	Associate 2000; Member of DE Bar since 2002; Member of PA Bar since 2000	\$245.00	6.40	\$ 1,568.00
Chelsea Tanaka-Delgado	Law Clerk 2003	\$150.00	5.80	\$ 870.00
Karina K. Yee	Paralegal since 1996	\$135.00	1.20	\$ 162.00
Laurie A. Gilbert	Paralegal since 1983	\$135.00	3.70	\$ 499.50
Karina K. Yee	Paralegal since 1996	\$135.00	1.20	\$ 162.00
Leslie A. Forrester	Paralegal since 1983	\$130.00	1.00	\$ 130.00
Shannon O.C. Brooks	Paralegal since 1984	\$130.00	.40	\$ 52.00
Bruce D. Campbell	Paralegal since 1995	\$130.00	91.60	\$11,908.00

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Cheryl L. Knotts	Paralegal since 2000	\$130.00	103.30	\$13,429.00
Marlene S. Chappe	Paralegal since 1997	\$125.00	13.30	\$ 1,662.50
Timothy M. O'Brien	Paralegal since 1997	\$120.00	.30	\$ 36.00
Fiona P. McKeown	Legal Document Assistant 2001	\$ 95.00	29.90	\$ 2,840.50
Rita M. Olivere	Case Management Assistant 2000	\$ 70.00	7.50	\$ 525.00
Sheryle L. Pitman	Case Management Assistant 2001	\$ 65.00	38.60	\$ 2,509.00
Charles J. Bouzoukis	Case Management Assistant 2001	\$ 55.00	7.80	\$ 429.00
Christina M. Shaeffer	Case Management Assistant 2001	\$ 55.00	.60	\$ 33.00
Arthur W. Cross	Case Management Assistant 2002	\$ 40.00	28.00	\$ 1,120.00
Donna N. Morton	Case Management Assistant 2003	\$ 40.00	31.50	\$ 1,260.00
Karen S. Neil	Case Management Assistant 2003	\$ 40.00	29.50	\$ 1,180.00
Kenneth E. Ross	Case Management Assistant 2003	\$ 40.00	7.50	\$ 300.00

Grand Total: \$465,200.50
Total Hours: 1,463.10
Blended Rate: \$ 317.96

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Asset Disposition	335.20	\$122,530.00
Avoidance Actions	19.30	\$ 8,365.00
Bankruptcy Litigation	497.80	\$160,933.00
Case Administration	189.20	\$ 14,671.50
Claims Administration /Objections	24.30	\$ 8,499.00
Compensation of Professionals	35.60	\$ 13,435.00
Compensation of Professionals/Others	12.80	\$ 2,788.00
Employee Benefit/Pension	4.80	\$ 1,675.00
Executory Contracts	133.60	\$ 1,675.00
Financial Filings	5.90	\$ 2,218.50
Financing	1.90	\$ 831.00
General Business Advice	.30	\$ 168.00
Hearings	9.50	\$ 3,942.50
Meeting of Creditors	1.00	\$ 560.00
Operations	25.20	\$ 10,927.00
Plan and Disclosure Statement	38.30	\$ 14,568.00
Retention of Professionals	13.80	\$ 3,600.00
Retention of Professionals/Other	36.00	\$ 10,798.50
Stay Litigation	50.20	\$ 17,526.50
Tax Issues	1.30	\$ 597.50
Travel	27.10	\$ 6,795.00

EXPENSE SUMMARY

Expense Category	Service Provider (If Applicable)	Total Expenses
Air Fare		\$ 3,156.50
Facsimile (\$1.00/page)		\$12,509.00
Reproduction (\$.15 per page)		\$63,359.00
Express Mail	DHL	\$15,103.30
Delivery/Courier Service	TriState	\$11,384.92
Working Meals	Zanzibar Blue	\$ 202.84
Overtime		\$ 1,045.90
Legal Research	Westlaw	\$12,324.20
Conference Call	AT&T	\$ 844.50
Travel Expense	Eagle	\$ 660.63
Hotel Expense	Marriott	\$ 1,528.77
Guest Parking		\$ 50.00
Postage		\$12,714.73
Telephone Expense		\$ 7.00
Transcript	Wilcox & Fetzer	\$ 686.20
Outside Reproduction	IHAS	\$ 2,900.00
IHMS		\$ 135.00

⁴ PSZYJ&W may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

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FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM JUNE 1, 2003 THROUGH JUNE 30, 2003**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Allowance for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members, signed April 22, 2003 (the “Administrative Order”), Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. (“PSZYJ&W”) hereby files this Third Monthly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period from June 1, 2003 through June 30, 2003 (the “Application”). By this Application PSZYJ&W

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seeks a monthly interim allowance of compensation in the amount of \$465,200.50 and reimbursement of actual and necessary expenses in the amount of \$138,612.49 for a total of \$603,812.99 for the period June 1, 2003 through June 30, 2003 (the "Interim Period"). In support of this Application, PSZYJ&W respectfully represents as follows:

Background

1. On April 1, 2003, each of the Debtors (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the Official Committee of Unsecured Creditors, (the "Committee").

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

3. The Debtors' chapter 11 cases are consolidated for procedural purposes only and administered jointly.

4. By this Court's order, signed May 12, 2003, Debtors were authorized to retain PSZYJ&W as their counsel, effective as of the respective petition dates, with regard to the filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate PSZYJ&W at PSZYJ&W's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy

Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On April 22, 2003, the Court signed its Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested. Beginning with the period ending on June 30, 2003, and at three month intervals or such other intervals convenient to the Court, each professional shall file and serve an interim application ("quarterly application") for such period. All fees and costs paid to professionals pursuant to such monthly and quarterly applications are subject to the filing and approval of final fee applications of the professional.

Compensation Paid and Its Source

6. All Services for which PSZYJ&W requests compensation were performed for or on behalf of Debtors.

7. Except for the amounts paid to PSZYJ&W pursuant to previously approved monthly and quarterly interim applications for compensation and reimbursement, PSZYJ&W has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by

this Application. There is no agreement or understanding between PSZYJ&W and any other person other than the shareholders of PSZYJ&W for the sharing of compensation to be received for services rendered in these cases. PSZYJ&W received \$524,070 (including \$24,070 in filing fees) from the Debtors in connection with the preparation of initial documents and its proposed postpetition representation of the Debtors. \$200,000 of that amount was applied to posted and estimated, unposted professional fees, charges and disbursements incurred through the Petition Date and the filing fees (the "Prepetition Fees and Expenses"). The remainder will serve as the retainer in these cases. To the extent any portion of the \$200,000 remains after the exact amount of the Prepetition Fees and Expenses has been determined and paid in full, such amount will be credited to the retainer.

Fee Statements

8. The fee statement for the Interim Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period.² To the best of PSZYJ&W's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Administrative Order, and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"). PSZYJ&W's time reports are initially handwritten or typewritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZYJ&W

² However, some professional time that was spent during the Interim Period will be reflected in a subsequent application.

is particularly sensitive to issues of “lumping,” and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZYJ&W’s charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZYJ&W has reduced its charges related to any non-working “travel time” to 50% of PSZYJ&W’s standard hourly rate. To the extent it is feasible, PSZYJ&W attempts to work during travel.

Actual and Necessary Expenses

9. A summary of actual and necessary expenses incurred by PSZYJ&W for the Interim Period is attached hereto as part of Exhibit A. PSZYJ&W customarily charges \$0.15 per page for photocopying expenses related to cases, such as this one, arising in Delaware. PSZYJ&W’s photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client’s account number into a device attached to the photocopier. PSZYJ&W summarizes each client’s photocopying charges on a daily basis.

10. PSZYJ&W charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile reflects PSZYJ&W’s calculation of the actual costs incurred by PSZYJ&W for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZYJ&W does not charge fax receipts to Debtors in these cases.

11. Regarding providers of on-line legal research (e.g., LEXIS and

WESTLAW), PSZYJ&W charges the standard usage rates these providers charge for computerized legal research. PSZYJ&W bills its clients the actual cash charged by such services, with no premium. Any volume discount received by PSZYJ&W is passed on to the client.

12. PSZYJ&W believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZYJ&W believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

13. The names of the shareholders and associates of PSZYJ&W who have rendered professional services in these cases during the Interim Period, and the paralegals and case management assistants of PSZYJ&W who provided services to these attorneys during the Interim Period, are set forth in the attached Exhibit A.

14. PSZYJ&W, by and through such persons, has prepared and assisted in the preparation of various pending orders submitted to the Court for consideration, advised Debtors on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below. PSZYJ&W's efforts have been particularly extensive due to the size and complexity of Debtors' cases.

15. The names of the shareholders and associates of PSZYJ&W who have

rendered professional services in these cases during the Interim Period, and the paralegals and case management assistants of PSZYJ&W who provided services to these attorneys during the Interim Period, are set forth in the attached Exhibit A.

16. The services rendered by PSZYJ&W during the Interim Period can be grouped into the categories set forth below. PSZYJ&W attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Avoidance Actions

17. This category relates to services provided in connection with the analysis and prosecution of avoidance actions. During the Interim Period, the Firm, among other things: (1) reviewed and analyzed documents and preformed research regarding surety bonds and potential avoidance actions; (2) performed legal research regarding preferences and letters of credit; (3) corresponded and conferred regarding potential avoidance action issues.

Fees: \$8,365.00; Total hours: 19.30

B. Asset Disposition

18. This category relates to services provided in connection with the disposition of assets. During the Interim Period, the Firm provided bankruptcy-related services to the Debtors with respect to the pending sale of assets used in the operation of 31 Rainbow Food retail grocery stores to Roundy's Inc. and RBF Corp. (the "Rainbow Stores"). In addition, among other things, the Firm provided bankruptcy advice and counsel with respect to the sale of other assets, including liquor licenses, excess inventory, di minimis assets and certain real estate sales.

19. Specifically, among other things, the Firm: (1) responded to inquiries of interest regarding assets; (2) performed work related to notices of sale and orders regarding liquor licenses; (3) performed work related to de minimis asset and excess inventory sale orders; (4) attended to service issues; (5) attended to issues regarding Miner's overbid; (6) reviewed and analyzed, and attended to, objections to the Rainbow sale; (7) dealt with various sale issues, including supply contracts, financing problems, FTC matters, PACA issues, anti-trust issues, liens, leases and reclamation issues; (8) participated in numerous conferences regarding sale issues; (9) negotiated with various potential bidders; (10) attended to auction issues; (11) considered and responded to adequate assurance concerns; (12) prepared for, including attending a pre-auction meeting with the Committee, Lenders, Miners and other parties, and attended an auction hearing regarding the Rainbow Sale on June 3, 2003; (13) worked to resolve cure issues, including negotiating and working on a Cure Schedule; (14) performed work related to sale closing issues; (15) attended to trade name issues, including preparation of a

motion to transfer international trademarks in connection with the Rainbow sale; (16) attended to store inventory sale issues; (17) performed work related to the Richmar sale; (18) attended to sale proceed issues, including determining net proceeds regarding a credit agreement; (19) performed work related to an Additional Residual Asset Sale Motion, and objections to such motion; (20) performed work related to Notices of Abandonment; (21) attended to tax matters, including sales tax issues; (22) performed research regarding sale issues, including fixtures issues; (23) performed work relating to an order regarding procedures for the sale of residual assets; and (24) conferred and corresponded regarding sale issues.

Fees: \$122,530.00; Total hours: 335.20

C. Bankruptcy Litigation

20. This category relates to services provided in connection with litigation in the Bankruptcy Court. During the Interim Period, the Firm, among other things: (1) updated service lists; (2) prepared Agenda Notices and Hearing Binders; (3) coordinated responses to discovery requests, including reviewing and analyzing interrogatories and requests for admission propounded by Sara Lee; (4) prepared for and attended a hearing on June 4, 2003; (5) reviewed and revised an answer to a complaint in the Ferris matter; (6) performed legal research; (7) performed work related to a scheduling order; (8) performed work related to a confidentiality agreement; (9) prepared motions relating to Hays Food Town and E-Z Mart; (10) performed work related to an answer in the American Greeting Corporation matter; (11) performed work related to orders limiting trading in the equity securities of the Debtors and approving cross-border insolvency protocol; (12) reviewed and analyzed documents produced by Sara Lee;

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(13) reviewed and analyzed the Eddystone complaint; (14) drafted a *pro hac vice* motion regarding G. Richards; (15) drafted an opposition to the emergency motion of Eddystone; (16) drafted a Notice of Deposition; (17) prepared for and attended a hearing on June 26, 2003; and (18) performed work on a motion to extend removal deadlines.

Fees: \$160,933.00; Total hours: 497.80

D. Case Administration

21. Time billed to this category relates to administrative matters. Given the size and circumstances of these chapter 11 cases, as well as the substantial number of parties-in-interest and professionals involved, the administration of these cases has required a substantial expenditure of time. During the Interim Period, the Firm performed a number of services within this category, including, among other things, general management and administration not only of professionals within the Firm but also of other professionals providing services to the Debtors. In particular, the Firm was responsible for circulating pleadings, agenda notices and other correspondence and communications to the Debtors' professionals, responding to many calls from parties-in-interest concerning the status of the case, preparing and maintaining a schedule of critical dates in these chapter 11 proceedings, maintaining document control and service lists, and preparing Hearing Notebooks.

Fees: \$14,671.50; Total hours: 189.20

E. Claims Administration and Objecitons

22. This category relates to services provided in connection with the administration of claims and claims objections. During the Interim Period, the Firm, among other things: (1) prepared a motion for approval of omnibus settlement procedures; (2) prepared a bar date motion; (3) participated in telephone and other conferences concerning PACA, reclamation and other claims; (4) performed legal research regarding PACA trusts and regarding pension plans; and (5) prepared a report on PACA claims.

Fees: \$8,499.00; Total hours: 24.30

F. Compensation of Professionals

23. This category relates to services provided in connection with the compensation of PSZYJ&W. During the Interim Period, the Firm, among other things, drafted the April and May 2003 fee applications of the Firm, and monitored the timing and status of fee applications.

Fees: \$13,435.00; Total hours: 35.60

G. Compensation of Professionals, Others

24. This category relates to services provided in connection with the compensation of professionals, other than PSZYJ&W. During the Interim Period, the Firm, among other things, assisted Ernst & Young, Food Partners, Kirkland and Ellis, McAfee and Taft, and Kekst regarding their fee applications.

Fees: \$2,788.00; Total hours: 12.80

H. Employee Benefit/Pension

25. This category relates to services provided in connection with employee benefits and pension plans. During the Interim Period, the Firm, among other things, drafted a motion to vacate fourth supplemental wages order, and conferred and corresponded regarding wage issues.

Fees: \$1,675.00; Total hours: 4.80

I. Executory Contracts

26. This category relates to services provided in connection with executory contracts and unexpired leases. During the Interim Period, the Firm, among other things: (1) conferred and corresponded with parties regarding lease and contract issues; (2) performed work on a rejection and assumption and assignment procedures motion; (3) prepared lease rejection orders; (4) attended to objections to motions; (5) reviewed and analyzed documents; (6) performed legal research, including regarding lien law and state contract law; (7) performed work related to lease rejection motions; (8) prepared motions to assume or assign certain leases and contracts; (9) performed work related to a stipulation regarding a real property lease; and (10) performed work relating to a Section 365(d)(4) time extension motion.

Fees: \$59,771.50; Total hours: 133.60

J. Financial Filings

27. This category relates to services provided in connection with compliance with reporting requirements. During the Interim Period, the Firm, among other things,

performed work related to Monthly Operating Reports, and assisted the Debtors regarding their Schedules and Statements of Financial Affairs.

Fees: \$2,218.50; Total hours: 5.90

K. Financing

28. This category relates to services provided in connection with Debtor in Possession ("DIP") financing and use of cash collateral. During the Interim Period, the Firm, among other things, reviewed and analyzed the DIP financing agreement and a stipulation extending the time for investigation of prepetition bank liens.

Fees: \$831.00; Total hours: 1.90

L. General Business Advice

29. This category relates to services regarding board issues.

Fees: \$168.00; Total hours: .30

M. Hearings

30. This category relates to services provided in connection with the review and revision of the agenda for the 6/25 hearing and additional preparation for the hearing.

Fees: \$3,942.50; Total hours: 9.50

N. Meeting of Creditors

31. This category relates to participation in the initial debtor interview.

Fees: \$560.00; Total hours: 1.00

O. Operations

32. This category relates to services provided in connection with operations matters. During the Interim Period, the Firm, among other things: (1) performed work regarding a resolution of the RTX threat to stop shipping, including work related to a motion in such matter; (2) prepared a Motion re Customer Programs and Practices in the Ordinary Course of Business; and (3) responded to inquiries from utility companies concerning requests for adequate assurance, and negotiated and stipulated with utilities.

Fees: \$10,927.00; Total hours: 38.30

P. Plan and Disclosure Statement

33. This category relates to services provided in connection with a Plan and Disclosure Statement. During the Interim Period, the Firm, among other things: (1) drafted a motion to extend the exclusivity period; (2) performed legal research; and (3) conferred and corresponded regarding Plan related matters.

Fees: \$14,568.00; Total hours: 38.30

Q. Retention of Professionals

34. This category relates to services provided in connection with approval of the employment of the Firm. The Firm, during this Interim Period, among other things, attended to conflicts issues regarding the Firm's retention and prepared an Affidavit of Disinterestedness.

Fees: \$3,600.00; Total hours: 13.80

R. Retention of Professionals, Others

35. This category relates to services provided in connection with approval of the employment of professionals, other than the Firm. During the Interim Period, the Firm spent a substantial amount of time advising and assisting the Debtors with employment issues relating to ordinary course professionals, including work related to affidavits and statements of such ordinary course professionals and regarding the applications of professionals including Deloitte & Touche, Food Partners, DMC Real Estate, Inc., WCM Investment Company, Blackstone, and Kekst and Company.

Fees: \$10,798.50; Total hours: 36.00

S. Stay Litigation

36. This category relates to services provided in connection with relief from stay matters. The Firm, during the Interim Period, among other things, performed work in the matters of Zurich American, Kraft, Unilever, Georgia Pacific, Kelly Foods, Hays, E-Z Mart, Albertsons and Stanford, Elm Grove, Hershey. Such work included reviewing and analyzing lift stay motion, corresponding and conferring regarding stay issues, preparing responses, negotiating and documenting settlements, attending to discovery issues, preparing for and appearing at a hearing on June 2, 2003 on the Kraft motion, and preparing for and appearing at a telephonic hearing on June 13, 2003 on the Hays and E-Z Mart motions.

Fees: \$17,526.50; Total hours: 50.20

T. Tax Issues

37. This category relates to services provided in connection with tax matters.

The Firm, during the Interim Period, attended to tax issues, including work regarding an order on tax matters and attending to Minnesota and Kansas tax issues.

Fees: \$597.50; Total hours: 1.30

U. Travel

38. The Firm incurred non-working travel time while traveling on case matters. Such time is billed at one-half the normal rate.

Fees: \$6,795.00; Total hours: 27.10

Valuation of Services

Attorneys and paraprofessionals of PSZYJ&W expended a total of 1,463.10 hours in connection with these cases during the Interim Period, as follows:

Name of Professional Individual	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Laura Davis Jones	\$560.00	114.40	\$64,064.00
James I. Stang	\$560.00	72.40	\$40,544.00
Ira D. Kharasch	\$495.00	155.30	\$76,873.50
	\$247.50	15.40	\$ 3,811.50
James K.T. Hunter	\$460.00	1.20	\$ 552.00
Andrew W. Caine	\$450.00	18.30	\$ 8,235.00
Kenneth H. Brown	\$425.00	63.10	\$26,817.50
Scotta E. McFarland	\$415.00	106.90	\$44,363.50

³ Some professional time that was spent during the Interim Period will be reflected in a subsequent application.
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Name of Professional Individual	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Robert M. Saunders	\$390.00	176.70	\$68,913.00
William L. Ramseyer	\$375.00	21.10	\$ 7,912.50
Michael R. Seidl	\$325.00	.40	\$ 130.00
Rosalie L. Spelman	\$315.00	.30	\$ 94.50
Christopher J. Lhulier	\$280.00	136.10	\$38,108.00
Joesph S. Bolnick	\$255.00	138.10	\$35,215.50
Celine Guillou	\$255.00	35.50	\$ 9,052.50
Kathleen M. DePhillips	\$245.00	6.40	\$ 1,568.00
Chelsea Tanaka-Delgado	\$150.00	5.80	\$ 870.00
Karina K. Yee	\$135.00	1.20	\$ 162.00
Laurie A. Gilbert	\$135.00	3.70	\$ 499.50
Karina K. Yee	\$135.00	1.20	\$ 162.00
Leslie A. Forrester	\$130.00	1.00	\$ 130.00
Shannon O.C. Brooks	\$130.00	.40	\$ 52.00
Bruce D. Campbell	\$130.00	91.60	\$11,908.00
Cheryl L. Knotts	\$130.00	103.30	\$13,429.00
Marlene S. Chappe	\$125.00	13.30	\$ 1,662.50
Timothy M. O'Brien	\$120.00	.30	\$ 36.00
Fiona P. McKeown	\$ 95.00	29.90	\$ 2,840.50
Rita M. Olivere	\$ 70.00	7.50	\$ 525.00
Sheryle L. Pitman	\$ 65.00	38.60	\$ 2,509.00
Charles J. Bouzoukis	\$ 55.00	7.80	\$ 429.00
Christina M. Shaeffer	\$ 55.00	.60	\$ 33.00
Arthur W. Cross	\$ 40.00	28.00	\$ 1,120.00
Donna N. Morton	\$ 40.00	31.50	\$ 1,260.00
Karen S. Neil	\$ 40.00	29.50	\$ 1,180.00
Kenneth E. Ross	\$ 40.00	7.50	\$ 300.00

Grand Total: \$465,200.50
Total Hours: 1,463.10
Blended Rate: \$ 317.96

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto.

These are PSZYJ&W's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZYJ&W to Debtors during the Interim Period is \$465,200.50.

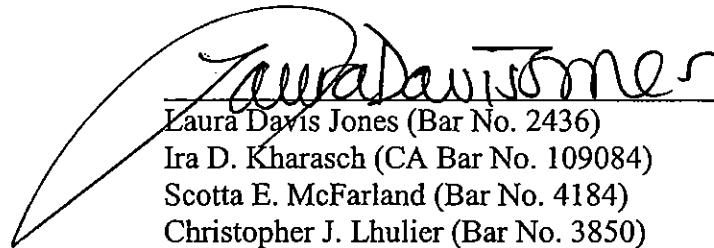
In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZYJ&W is fair and reasonable

given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, PSZYJ&W respectfully requests that Court approve, for the period June 1, 2003 through June 1, 2003, an allowance to PSZYJ&W in the sum of \$465,200.50 as compensation for necessary professional services rendered, and the sum of \$138,612.49 for reimbursement of actual necessary costs and expenses, for a total of \$603,812.99, that such sums be authorized for payment pursuant to the Administrative Order; and provide PSZYJ&W such other and further relief as this Court may deem just and proper.

Dated: 7/30, 2003

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

A large, stylized handwritten signature in dark ink, appearing to read "Laura Davis Jones", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

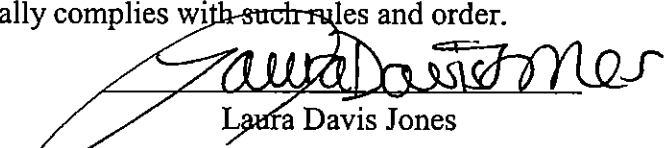
Co-Counsel for the Debtors and
Debtors in Possession

VERIFICATION

STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

- a) I am a shareholder with the applicant law firm Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. as co-counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of PSZYJ&W.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the Administrative Order, and submit that the Application substantially complies with such rules and order.


Laura Davis Jones

SWORN AND SUBSCRIBED
before me this 30th day of July, 2003.


Notary Public

My Commission Expires: 9-12-06

MARYRITCHIE JOHNSON
NOTARY PUBLIC
STATE OF DELAWARE

My Commission Expires Sept. 12, 2006

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

919 North Market Street
16th Floor
Wilmington, DE 19801

June 30, 2003

Invoice Number **57285** **28587 00001** **LDJ**

Fleming Companies, Inc.
1945 Lakepointe Drive
Lewisville, TX 75057

Balance forward as of last invoice, dated: May 31, 2003	\$1,384,830.67
Payments received since last invoice, last payment received -- July 23, 2003	\$512,514.99
Net balance forward	<u>\$872,315.68</u>

Re: Debtor representation

Statement of Professional Services Rendered Through

06/30/2003

			Hours	Rate	Amount
Avoidance Actions					
06/02/03	AWC	Call and emails with K&E and Alix regarding surety claims, issues.	0.40	450.00	\$180.00
06/03/03	AWC	Read documents and spreadsheets regarding surety bonds and potential avoidance actions.	1.30	450.00	\$585.00
06/03/03	AWC	Calls and emails with K&E and Alix regarding surety claims, issues, analyses.	0.40	450.00	\$180.00
06/04/03	AWC	Review/analyze Alix and Fleming new and revised spreadsheets regarding surety bonds.	0.70	450.00	\$315.00
06/04/03	AWC	Calls with Alix & Kirkland regarding surety issues.	0.60	450.00	\$270.00
06/04/03	AWC	Research regarding preferences and surety bonds.	1.60	450.00	\$720.00
06/05/03	AWC	Calls and emails with Alix and client regarding surety issues, data.	0.40	450.00	\$180.00
06/05/03	AWC	Review/analyze spreadsheets regarding surety bonds.	0.90	450.00	\$405.00
06/05/03	AWC	Research regarding preferences and surety bonds.	1.40	450.00	\$630.00
06/06/03	LAF	Legal research re: Preferences and direct payment to beneficiary; letters of credit.	1.00	130.00	\$130.00
06/06/03	AWC	Research regarding preferences and surety bonds.	1.60	450.00	\$720.00
06/06/03	AWC	Calls and emails with Alix and Kirkland regarding surety issues.	0.60	450.00	\$270.00
06/08/03	AWC	Research regarding preferences and surety bonds.	1.40	450.00	\$630.00
06/09/03	AWC	Read documents from client regarding indemnities.	0.60	450.00	\$270.00
06/09/03	AWC	Research regarding preferences and surety bonds.	0.80	450.00	\$360.00
06/10/03	AWC	Research regarding preferences and surety bonds.	0.90	450.00	\$405.00
06/10/03	AWC	Emails with Alix and Kirkland regarding surety issues, conference call.	0.40	450.00	\$180.00
06/11/03	AWC	Emails with Alix and Kirkland regarding surety issues.	0.30	450.00	\$135.00
06/11/03	AWC	Conference call with Alix, Kirkland and client regarding preferences and surety bonds.	0.60	450.00	\$270.00
06/13/03	AWC	Emails with client, Alix and Kirkland regarding surety issues.	0.60	450.00	\$270.00
06/17/03	AWC	Call with Alix regarding surety issues, data.	0.20	450.00	\$90.00

06/18/03	AWC	Call with Alix regarding surety issues, data, status.	0.20	450.00	\$90.00
06/19/03	AWC	Read/analyze client spreadsheet regarding tax liabilities for surety analysis.	0.60	450.00	\$270.00
06/20/03	AWC	Review spreadsheets and research, and draft memo thereon.	1.40	450.00	\$630.00
06/20/03	AWC	Calls with client and Alix regarding surety issues/ facts.	0.40	450.00	\$180.00

Task Code Total**19.30****\$8,365.00****ASSET DISPOSITION [B130]**

05/21/03	SEM	Telephone conference with Fay Knoles regarding client interested in purchasing store.	0.10	415.00	\$41.50
05/21/03	SEM	Telephone conference with Christopher J. Lhulier regarding real estate sale order (.10); email exchange with G. Richards regarding issues Di Giorgio has with sale order.	0.20	415.00	\$83.00
05/21/03	SEM	Email exchange with A. Anderson regarding Richman sale order.	0.20	415.00	\$83.00
05/21/03	SEM	Draft email to J. Horwitz regarding notice of sale of Rick Spring Liquor License.	0.10	415.00	\$41.50
05/21/03	SEM	Attention to getting Richmar sale order approved and filed.	0.90	415.00	\$373.50
05/22/03	SEM	Telephone conference with Christopher J. Lhulier regarding di minimis asset sale order and notices required.	0.20	415.00	\$83.00
05/22/03	SEM	Telephone conference with J. Horwitz regarding excess inventory order.	0.20	415.00	\$83.00
05/22/03	SEM	Telephone conference with K. Richesson regarding excess inventory order.	0.10	415.00	\$41.50
05/22/03	SEM	Telephone conference with Ira D. Kharasch regarding completing notice of sale of Rock Springs liquor license and noticing same.	0.20	415.00	\$83.00
05/22/03	SEM	Dealing with G. Vanosdell regarding de minimis asset sale issues.	0.20	415.00	\$83.00
05/22/03	SEM	Review form of notice of de minimis asset sales (.10); draft email to G. Van Osdell regarding form of notice of de minimis asset sales.	0.20	415.00	\$83.00
05/22/03	SEM	Email exchange with J. Horwitz regarding notice to landlords of sale of de minimis assets on premises leased.	0.10	415.00	\$41.50
05/22/03	SEM	Respond to email from J. Horwitz regarding status service of GOB procedures to Landlords.	0.10	415.00	\$41.50
05/22/03	SEM	Email exchange with J. Horwitz, Christopher J. Lhulier, Cheryl A. Knotts regarding special service list of landlords for de minimis asset sales.	0.20	415.00	\$83.00
05/22/03	SEM	Draft email to N. Guttilla forwarding Arizona Liquor License sale order.	0.10	415.00	\$41.50
05/22/03	SEM	Draft email to M. Allen regarding procedure for completing Rock Springs Liquor License sale and forwarding De Minimis Asset Sale Order.	0.20	415.00	\$83.00
05/22/03	SEM	Draft email to G. Van Osdell regarding notice to be sent regarding de minimis asset sales.	0.10	415.00	\$41.50
05/22/03	SEM	Email exchange with A. Groesch regarding status of Rock Springs liquor license.	0.10	415.00	\$41.50
05/22/03	SEM	Review notice regarding de minimis asset sales.	0.10	415.00	\$41.50
05/22/03	SEM	Draft emails to Christopher J. Lhulier, Ira D. Kharasch and G. Van Osdell regarding the notice of thee sale of the Rock Springs liquor license.	0.20	415.00	\$83.00
05/22/03	SEM	Email exchange with M. Allen, Christopher J. Lhulier, and Ira D. Kharasch regarding Rock Springs liquor license.	0.10	415.00	\$41.50
05/22/03	SEM	Review and respond to email from M. Sharp regarding orders to be entered, notices to be sent and timing of same	0.10	415.00	\$41.50

		regarding sales.			
05/22/03	SEM	Email request from J. Ball regarding GOB sales and effect on his landlord client.	0.10	415.00	\$41.50
05/23/03	SEM	Voice message from and to L. Martin with Kirkland & Ellis re de minimis asset sale order.	0.10	415.00	\$41.50
05/23/03	SEM	Telephone conference with D. Lowenstein regarding GOB notice and sale issues.	0.30	415.00	\$124.50
05/23/03	SEM	Review email from M. Allen regarding timing of closing Rock Springs sale.	0.10	415.00	\$41.50
05/23/03	SEM	Review and respond to email from P. Sines regarding closing sale of Arizona liquor licenses.	0.10	415.00	\$41.50
06/01/03	RMS	Revision and distribution of Objections Chart for Rainbow sale.	4.50	390.00	\$1,755.00
06/01/03	RMS	Conference call with I. Kharasch, J. Bolnick, L. Price, R. Salamy and R. Riggs regarding Objections Chart for Rainbow sale.	2.10	390.00	\$819.00
06/01/03	JSB	Draft memo re adequate assurances objection to Rainbow sale (3.6); Conference with Ira D. Kharasch, Robert M. Saunders, Louis Price re action plan on objections to Rainbow sale (2.1); Conference with Ira D. Kharasch re assignments (.2)	5.90	255.00	\$1,504.50
06/01/03	IDK	Telephone conferences and e-mails with Price re summary of conference call earlier with Miners, problems with Miners' qualification and risk (0.50); Telephone conferences with Kirsten R. and client re same and issue of Roundys' bankruptcy bid (0.40); Telephone conferences with Rob Saunders re same and potential conflict between order and APA (0.20); e-mails and telephone conference with Rob Saunders and Joe Bolnick and Salamy re coordination of meeting tonight on 22 objections (0.20); e-mails to Geoff R. re the Gold-N-Plump PACA objection to Rainbow sale that may be meant for Roundys sale (0.20); Review and consider Gold-N-Plump objection (0.20); e-mail to Kortoba re same re his disc. with PACA (0.10); e-mails with Geoff R. re GE objection to both Richmar and roundys re deferred reclamation and potential response (0.30); Attend conference call on the 22 objections to Roundys sale with Rob Saunders, Joe Bolnick, McAfee and then with Price-Riggs on the Mienrs-Roundys qualification and issue of Roundys being forced to keep backup bid open (2.80); Telephone conference with oe Bolnick re objections (0.20); e-mails to Cooper re same (0.10).	5.20	495.00	\$2,574.00
06/01/03	IDK	E-mails to and from Rob Saunders and Joe Bolnick re revisions to objection chart and coordinate meeting today on objections (0.30); Telephone conferences and e-mails with Huffard re issues - strategy on Miner's overbid and its proposed distribution agreement and supply agreement issues (0.50); Attend conference call with Miner's counsel and officers, client, and Blackstone re issues and concerns in Minor's bid for 31 stores, management - supply contract issues re same, financing problems, HSR issues with FTC (1.50); Telephone conference with Richard Pachulski re issues on Miner's qualification and highest bid issues (0.30); e-mails with Roundys counsel re its initial draft of offers of proof re adequate asset and briefly review (0.20); e-mails with Miner's re need for same (0.20).	3.00	495.00	\$1,485.00
06/02/03	IDK	E-mails to Kotarba re his communciation with Gold-N-Plump re its PACA objection to sale and potential resolution (0.20); e-mails to Geoff R. and Andy G. re need	1.80	495.00	\$891.00

		fortranscript for Richmor (0.20); e-mails with Salamy, Bolnick, Hawk and Roundys re updates on resolving the 22 objections and Roundys discussion with Landlords (0.30); review and consider memorandum from Roundys' counsel re its supplement today to motion to disqualify Minor bid and its threat not to bid at auction and get remarks on agenda problem (0.20); e-mails to client and Blackstone re same (0.10); e-mail to Roundys to same and re agenda (0.10); e-mails to Chris Lhulier re same (0.10); review in detail and consider Roundys' motion to disqualify Minors' bid (0.30); review in detail Starbuck's objection and consider licensing of copyright-trademark issue and question for Joe Bolnick (0.30).			
06/02/03	IDK	Telephone conferences and e-mails with Rob Saunders and Richard Salamy re new revised chart on the 22 objections and status re same (0.40).	0.40	495.00	\$198.00
06/02/03	FPM	Review and track returned mail - bad addresses from service for sale motion and auction notice for Rainbow foods.	2.30	95.00	\$218.50
06/02/03	FPM	Research regarding Monitronics International	0.40	95.00	\$38.00
06/02/03	SOCB	Review and respond to email messages regarding service of the Sale Motion relating to the 31 Rainbow stores.	0.20	130.00	\$26.00
06/02/03	CJL	Draft email to Ira D. Kharasch regarding auction on 6/3/03 and inquiry from attorneys requesting to participate therein	0.20	280.00	\$56.00
06/02/03	CJL	Prepare letter regarding sale of excess inventory in Lubbock, Texas	0.50	280.00	\$140.00
06/02/03	RMS	Revise Sale Order for comments.	2.50	390.00	\$975.00
06/02/03	RMS	Review and revise Restated Cure Schedule amounts.	0.90	390.00	\$351.00
06/02/03	RMS	Revise Objections chart to reflect Gold 'n Plump objection, comments of various parties and status of discussions with objectors.	4.10	390.00	\$1,599.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with R. Salamy regarding Rainbow sale objections.	0.90	390.00	\$351.00
06/02/03	RMS	Review Roundy's offers of proof regarding adequate assurances.	0.60	390.00	\$234.00
06/02/03	RMS	Review e-mail memoranda regarding first half property taxes.	0.40	390.00	\$156.00
06/02/03	RMS	Review service matters and draft e-mail to F. McKeown regarding Rainbow sale.	0.30	390.00	\$117.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with J. Bolnick regarding Rainbow sale.	1.20	390.00	\$468.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with I. Kharasch regarding Rainbow sale.	0.80	390.00	\$312.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with R. Stinsky regarding Rainbow sale.	0.30	390.00	\$117.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with D. Neumann regarding Rainbow sale.	0.30	390.00	\$117.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with L. Baskin regarding Rainbow sale.	0.20	390.00	\$78.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with L. Price regarding Rainbow sale.	0.50	390.00	\$195.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with A. Anderson regarding Rainbow sale.	0.30	390.00	\$117.00
06/02/03	RMS	E-mail exchange, voice mail message and telephone conference with P. Ryan regarding Rainbow sale.	0.50	390.00	\$195.00
06/02/03	JSB	Review, analysis and response to emails relating to objections to Rainbow sale (.2); Review M & J Wilkow Objection, Telephone call to Evangelos Gegas, email Gegas re Wilkow Objection (.2); Review Muir-Rainbow objection; Telephone call to Robert Ramsey, Ascot Service	5.80	255.00	\$1,479.00

		& Repair (.2); Conference with Robert M. Saunders re cure notices (.1); Review and analysis of Home Magazine letter objection (.1); Review and analysis of CB Mapleridge Objection, Declaration of John P. Boich, Telephone call to David Orenstein (.2); Prepare action plan re objection issues (.4); Conference with Richard Salamy re Starbucks issue, Comdisco issues (.2); email Robert M. Saunders re status of objection resolutions (.1); Telephone call from Leslie Baskin re Grove-Rainbow, email Baskin (.2); Telephone call to Adryenne Cooper re Muir-Rainbow, Mid-American, Grove-Rainbow, Bradley Operating, and Woodbury cure objections (.4); Research assignment issue re Starbucks (1.3); Conference with Robert M. Saunders Richard Salamy, Adryenne Cooper re cure objection issues (.5); Telephone call to William Kelleher re Comdisco objection (.1); Review and analysis of Bradley Operations objections (.2); email Leslie Baskin re Grove-Rainbow (.1); email David Orenstein re CB Mapleridge Objection (.1); Review and analysis of Mid-America objection, research docket re exhibit to Mid-America objection, email Karen Bifferato re Mid-America, email Adryenne Cooper re same (.4); email Richard Mason re Bradley Operations objection (.1); email Leslie Berkoff re Comdisco objection (.1); email Kathleen Miller re Woodbury and Muir-Rainbow objections (.1); Telephone call to Ivan Kallick re Ticketmaster objection, email Kallick (.2); Conference with Ira D. Kharasch, Robert Saunders re status of objections (.3)			
06/02/03	LDJ	Telephone conference with Jason Horwitz, Esq. re: Dovebid sale issues	0.30	560.00	\$168.00
06/02/03	IDK	Telephone conferences with Huffard re Miners bid qualification update, committee, risks and need to decide issues as soon as possible (0.40); e-mails with Louis, Huffard and client re status of client call and coordination re same issue (0.30); e-mails with Geoff R. re 146(c) court-altered language for all sale orders and find and send to him (0.30); e-mails with Cho and Horwitz re excess invoice sale proceeds and forward same and summary (0.30); Attend conference call on Miners' qualification issues with client group, Alix Partners, Price (0.40); e-mails to and from counsel for Committee and Lenders re sale order revisions, need to call on Miners' qualifications (0.30); Telephone conference and e-mails with Jill Jones and Huffard re same and call coordination (0.30); Attend conference call with Committee and Lender representatives and Blackstone re same (0.50); e-mails and telephone conferences with counsel for Nash Finch, potential bidder, and Rob Saunders re its request to appear at auction and for information on Miners' bid (0.30);t correspondence to counsel for Union and PSC and Pensin re PSC sale status and auction (0.30).	3.40	495.00	\$1,683.00
06/02/03	IDK	Telephone conferences with Huffard re new Miner package today and its unilateral price by \$10 million and financing by Company taking note-security interest and consider implications of qualification (0.40); Telephone conferences with Kampfer at lenders re same (0.20); review and consider Miner's new supplemental material - supply agreement - deal issues (0.40); e-mails with Huffard re confirmation of Roundys financing and status of other conditions and Miners (0.20); review e-mails from Roundys re its supplemental filed today to its motion to	3.90	495.00	\$1,930.50

		disqualify Miners' bill (0.40); meet with Roundys counsel and with Price & Riggs, both separately and together, re outstanding objections to sale motion, review updated chart re same, Miners' status and Miner's bid qualification in light of new bid today, financing problems, documents re same, strategy (2.30).			
06/03/03	IDK	Telephone conferences with attorneys for Starbucks re status of its objection - negotiations with Roundys (0.20); e-mails with Rob Saunders and Roundys re revised Order, review and need for changes re first amended APA, DIP language changes - net proceeds (0.40); Attend conference call with Rob Saunders, Joe Bolnick and Richard Salamy and clients - Hawk, Price re updated status of resolving the 22 objections to sale motion and the easement violation problem and then meet with Price and client re same and hearing tomorrow (1.80).	2.40	495.00	\$1,188.00
06/03/03	CJL	Prepare for and attend Auction (Rainbow Sale)	6.50	280.00	\$1,820.00
06/03/03	CJL	Prepare for hearing on 6/4/03	8.00	280.00	\$2,240.00
06/03/03	RMS	Telephone conference with M. Rupe regarding Rein Midway.	0.10	390.00	\$39.00
06/03/03	RMS	Telephone conference with A. Anderson regarding GE.	0.40	390.00	\$156.00
06/03/03	RMS	Telephone conferences with I. Kharasch regarding GE.	0.50	390.00	\$195.00
06/03/03	RMS	Telephone conferences with P. Ryan regarding Starbucks.	0.50	390.00	\$195.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with L. Price regarding Rainbow sale.	0.70	390.00	\$273.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with R. Salamy regarding Rainbow sale.	0.60	390.00	\$234.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with I. Kharasch regarding Rainbow sale.	0.90	390.00	\$351.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with M. Blumenthal regarding Rainbow sale.	0.50	390.00	\$195.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with J. Bolnick regarding Rainbow sale.	0.60	390.00	\$234.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with A. Cooper regarding Rainbow sale.	0.70	390.00	\$273.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with J. Mentgen regarding Rainbow sale.	0.90	390.00	\$351.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with B. Suett regarding Rainbow sale.	0.30	390.00	\$117.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with J. Emanuel regarding Rainbow sale.	0.50	390.00	\$195.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with J. Vincequerra regarding Rainbow sale.	0.30	390.00	\$117.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with L. Mandel regarding Rainbow sale.	0.50	390.00	\$195.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with M. Genereux regarding Rainbow sale.	0.30	390.00	\$117.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with A. Anderson regarding Rainbow sale.	0.30	390.00	\$117.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with R. Riggs regarding Rainbow sale.	0.20	390.00	\$78.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with R. Kampfner regarding Rainbow sale.	0.40	390.00	\$156.00
06/03/03	RMS	Telephone conference, e-mail exchange and voice mail message with B. Lake regarding Rainbow sale.	0.30	390.00	\$117.00
06/03/03	RMS	Revise Sale Order for comments.	1.10	390.00	\$429.00
06/03/03	RMS	Revise Objections chart.	3.60	390.00	\$1,404.00
06/03/03	RMS	Review and prepare analysis regarding international trademarks.	0.50	390.00	\$195.00
06/03/03	JSB	Telephone call from Lee Mendelson re Comdisco objection, email Mendelson, email Saunders and Salamy	5.60	255.00	\$1,428.00

		(.4); Telephone call to Quinn McDonald re Home Magazine objection letter (.2); Telephone call from Leslie Baskin re Grove-Rainbow objection, email Adryenne Cooper re same (.4); email Richard Salamy re Fieldmoor objection (.1); Telephone call from Leslie Baskin (.1); Telephone to Gwendolyn Lacy re cure amount objection of Mid-American (.1); Telephone call from Will Tansey re Muir-Rainbow and Woodbury objections (.3); Update status of various objection matters (.3); Conference with Robert M. Saunders re objection status (.2); Telephone call from Tina Coleman re Grove-Rainbow objection (.1); Telephone call from Patricia Smoots re Bradley objection (.2); Review and analysis of Grove-Rainbow cure objection detail re April, May, June rent payments (.1); Telephone call from Will Tansey to resolve Muir-Rainbow and Woodbury objections (.2); email Adryenne Cooper re Grove-Rainbow (.1); Update status chart, prepare and organize all backup documentation for meeting with Robert M. Saunders (.2); email Richard Salamy re Minn. Car Wash (.1); Telephone call to Christopher J. Lhulier re call in procedures (.1); email Ivan Kallick re telephonic attendance of Rainbow Food motion (.1); Review and analysis of emails from Adryenne Cooper re cure objections (.2); Review and analysis of updated spreadsheet from Adryenne Cooper re cure objections (.3); Telephone conference with Ira D. Kharasch, Robert M. Saunders, Richard Salamy, and Fleming staff/attorneys re all cure objection issues (1.2); Telephone conference with Robert M. Saunders and Richard Salemy re confirmation of cure objection amounts (.3); Review and analysis of Bradley cure objection backup (.1); email Van Gegas re tax payment in M & J Wilkow (.1); Telephone call from Bryan Lake re authority to resolve cure objectino issues (.3); Telephone call from Robert M. Saunders re Lake resolution (.1); Telephone call to and email Tina Coleman re Grove-Rainbow resolution (.1); email Will Tansey re Muir-Rainbow and Woodbury cure objections (.1);			
06/03/03	JSB	Conference with Robert M. Saunders re Bradley objection (.1); email Patricia Smoots re Bradley objection (.1); email Orenstein re CB Mapleridge objection (.1); Update personal log sheet re objections (.2); cross check final cure figures vs. A. Cooper spreadsheet (.2)	0.70	255.00	\$178.50
06/03/03	LDJ	Assist with Rainbow store auction open issues and strategy	1.20	560.00	\$672.00
06/03/03	IDK	Attend all day pre-auction meetings with and between client group, Roundys, Miners, Committee, Lenders, Blackstone, Compass, Alvarez re ongoing issues on qualifications of Miners ever-changing bid and financing re closing concerns, including anti-trust issues raised today by the Attorney General, Mike Hatch, for Minnesota and conference call with him, and re renegotiations of Roundys offer prior to auction with higher price, lower escrow-indemnity and shorter term re same, PSC bids, and finally conduct formal auction (9.50); review Miners' objections to Roundys motion to disqualify Miners' bid (0.20); e-mails to Kotarba re PACA objection to sale and potential resolution (0.30); e-mails with Rob Saunders, Richard Salamy, client and Kampfner re status of information and negotiations with objecting parties, landlord's proposed reservation of rights and transfer of security interest, cure updates (0.50).	10.50	495.00	\$5,197.50
06/04/03	IDK	Office conferences with Chris Lhulier re result of hearing	0.60	495.00	\$297.00

		and follow up (0.20); e-mails with Rob Saunders and Joe Bolnick re same (0.20); office conference with Geoff R. re other upcoming sales and case status (0.20).			
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with B. Lake regarding Rainbow sale.	0.40	390.00	\$156.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with L. Price regarding sales (0.5).	0.50	390.00	\$195.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with R. Salamy regarding sales (0.7).	0.70	390.00	\$273.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with J. Bolnick regarding sales (0.5).	0.50	390.00	\$195.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with I. Kharasch regarding Rainbow sale (0.5).	0.50	390.00	\$195.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with P. Ryan regarding Rainbow sale (0.3).	0.30	390.00	\$117.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with R. Kampfner regarding Rainbow sale (0.3).	0.30	390.00	\$117.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with D. Branch regarding Rainbow sale (0.3).	0.30	390.00	\$117.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with S. Chapman regarding Rainbow sale (0.2).	0.20	390.00	\$78.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with L. Mandel regarding Rainbow sale (0.4).	0.40	390.00	\$156.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with B. Swett regarding Rainbow sale (0.2).	0.20	390.00	\$78.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with M. Rupe regarding Rainbow sale (0.8).	0.80	390.00	\$312.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with C. Lhulier regarding Rainbow sale (0.3).	0.30	390.00	\$117.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with M. Blumenthal regarding Rainbow sale (0.3).	0.30	390.00	\$117.00
06/04/03	RMS	Telephone conference, e-mail exchange and voice mail message with P. Smoots regarding Rainbow sale (0.2).	0.20	390.00	\$78.00
06/04/03	RMS	Revise Sale Order.	1.00	390.00	\$390.00
06/04/03	RMS	Revise Restated Cure Schedule (0.5).	0.50	390.00	\$195.00
06/04/03	CAK	Email request from Christopher J. Lhulier regarding Request to draft Notice of Withdrawal for "As Is, Where Is" Motion	0.10	130.00	\$13.00
06/04/03	JSB	Email Robert M. Saunders, Richard Salamy re final cure amount numbers on assigned matters (.2); Telephone call from Ira D. Kharasch re cure objections (.2); Telephone to and from call from Will Tansey re Woodbury cure objection (.2); Telephone call to Ira D. Kharasch re Woodbury (.1); email Richard Salamy re modifications and clarifications re cure objection figures (.2); Telephone call from Craig Adkins re Grove-Rainbow (.1); Review and analysis of Richard Salamy restated cure schedule (.2)	1.20	255.00	\$306.00
06/04/03	CAK	Draft Notice of Withdrawal for "As Is, Where Is" Motion	0.40	130.00	\$52.00
06/04/03	IDK	Prepare for hearing on Roundys sale and auction and our resolution of objections and offer of proof re same (2.80); Attend meeting throughout the day with Roundys group, Price, Lenders, including numerous telephone conferences and e-mails with Rob Saunders, Richard Salamy, Joe Bolnick, Kotarba and clients re ongoing settlement re objections; Telephone conferences with Landlords re same and Bradley, Committee, all re numerous changes to sale order and restructured cure schedule and objections to resolutions (3.40); attend hearing on Roundys 31 store sale (dividing in half) (2.10) .	8.30	495.00	\$4,108.50
06/05/03	IDK	E-mails to and from Price and Rob Saunders re need for	0.40	495.00	\$198.00

		motion to transfer - Roundys international trade names from Fleming International, procedure and timing and consider (0.40).			
06/05/03	CJL	Telephone call to G.V. Ordell regarding MD Teleservices	0.30	280.00	\$84.00
06/05/03	RMS	Factual research and preparation for drafting motion to transfer international trademarks in conjunction with sale of 31 Rainbow Foods retail grocery stores (0.5).	0.50	390.00	\$195.00
06/05/03	RMS	Exchange e-mail correspondence with L. Price and I. Kharasch regarding motion to transfer (0.3).	0.30	390.00	\$117.00
06/05/03	CAK	Revise certificate of no objection docket number 1302	0.30	130.00	\$39.00
06/05/03	CAK	Revise certificate of no objection docket number 1300	0.10	130.00	\$13.00
06/05/03	CAK	Revise certificate of no objection docket number 1278	0.10	130.00	\$13.00
06/05/03	CAK	Telephone call from Christopher J. Lhulier regarding Turstee not served both De Minimis Assets Notice	0.10	130.00	\$13.00
06/05/03	CAK	Telephone call to MJ at BMC regarding service to Trustee of Notice of De Minimis Assets	0.10	130.00	\$13.00
06/05/03	CAK	Review all Notices of Sale of De Minimis Assets	0.30	130.00	\$39.00
06/05/03	CAK	Telephone call to MJ at BMC regarding service to Trustee of Notices of De Minimis Assets	0.10	130.00	\$13.00
06/05/03	IDK	E-mails with Roundys attorneys re closing status and need for restated cure schedule (0.40); e-mails with Rob Saunders and Laura Davis Jones re sale of wholesale centers and our role (0.30); e-mails with PR firm re issues in press release of Fleming re sales and review (0.30); e-mails with Price and client re same (0.20); Telephone conference and e-mails with Emmanuel re de minimis asset order for other purchase and review summary (0.30); Telephone conferences with Smoots re sale hearing and order (0.20).	1.70	495.00	\$841.50
06/05/03	CJL	Revise certificates of no objection for de minimis asset notices	0.30	280.00	\$84.00
06/05/03	CJL	Revise certificates of no objection for certain de minimis asset sale notices	0.40	280.00	\$112.00
06/05/03	CJL	Research regarding notices of de minimis asset sales	0.50	280.00	\$140.00
06/05/03	CAK	Conference with Christopher J. Lhulier regarding service to Trustee of Notices of De Minimis Assets	0.10	130.00	\$13.00
06/06/03	IDK	E-mails with Price and Rob Saunders re sale of international trademark issues - timing (0.20); e-mails and telephone conferences with Cho and Knotts re forms and notice issues re bid procedure and sale motion for sale of Coremark and forward documents (0.40); e-mails to and from Hawk re determination of net procedure of sale to Roundys and need for fee estimate (0.30); organization and brief review of 4/03 - 5/03 prebills (0.20); e-mails and office conferences with Laurie Gilbert and Rob Saunders and all attorneys on case re same (0.50).	1.60	495.00	\$792.00
06/06/03	IDK	Review signed court order re 31 stores - Roundys and e-mails to relevant parties re same (0.30); Telephone conferences with Smoots re same and landlord issues (0.30); e-mails with Rob Saunders re his draft of de minimus asset sale notice for liquor license, review same and position re liens in same and how to update junior vendor liens (0.40); Telephone conferences and e-mails with Laura Davis Jones re inquiry on purchase of lot in Iowa and review inquiry (0.20); e-mails with Hawk and Blackstone re same (0.20); Telephone conferences with Horowitz re need for us to take over response to objection to sale re Dovebid and e-mails to Joe Bolnick and Rob Saunders re timing (0.30).	1.70	495.00	\$841.50
06/06/03	CJL	Telephone call from D. Rosenblatt regarding Richmar sale order	0.20	280.00	\$56.00

06/06/03	CJL	Telephone call to S. Boyd regarding status of sale order	0.20	280.00	\$56.00
06/06/03	CJL	Draft two letters regarding sale of excess inventory; Prepare for filing and service	0.80	280.00	\$224.00
06/06/03	CJL	Draft email to A. Groesch regarding status of Richmar sale order	0.20	280.00	\$56.00
06/06/03	CJL	Review certificates of no objection and proposed orders for certain deMinimis asset sales	0.20	280.00	\$56.00
06/06/03	RMS	Exchange of e-mail correspondence, voice mail messages and telephone conference with I.Kharasch regarding transfer of Wyoming liquor license under de minimus asset sale order (0.3).	0.30	390.00	\$117.00
06/06/03	RMS	Exchange of e-mail correspondence, voice mail messages and telephone conference with C. Lhulier regarding transfer of Wyoming liquor license under de minimus asset sale order (0.3).	0.30	390.00	\$117.00
06/06/03	RMS	Exchange of e-mail correspondence, voice mail messages and telephone conference with C. Knotts regarding transfer of Wyoming liquor license under de minimus asset sale order (0.3).	0.30	390.00	\$117.00
06/06/03	RMS	Exchange of e-mail correspondence, voice mail messages and telephone conference with G. Van Osdell regarding transfer of Wyoming liquor license under de minimus asset sale order (0.3).	0.30	390.00	\$117.00
06/06/03	RMS	Review of De Minimis Asset Sale Motion, Order, Summary and related papers and correspondence (0.9).	0.90	390.00	\$351.00
06/06/03	RMS	Draft papers regarding De Minimis Asset Sale Motion, Order, Summary (1.2).	1.20	390.00	\$468.00
06/06/03	CAK	Review and Revise order for De Minimis Assets regarding Philip Morris	0.20	130.00	\$26.00
06/06/03	CAK	Draft Certificate of Service regarding De Minimis Sale to R E Jones	0.10	130.00	\$13.00
06/06/03	CAK	Draft Certificate of Service regarding De Minimis Sale to Philip Morris	0.10	130.00	\$13.00
06/06/03	CAK	Draft Service List of Certificate of No Objection to De Minimis Assets	0.10	130.00	\$13.00
06/06/03	CAK	Update critical dates memo	2.70	130.00	\$351.00
06/06/03	LDJ	Review bidding procedures, sale issues	1.70	560.00	\$952.00
06/06/03	IDK	Review numerous documents and e-mails from client and co-counsel on updated status of sale of Wyoming liquor license and revised amendment and e-mails to client re same (0.50); Telephone conferences and e-mails and office conference with Rob Saunders re same and need for immediate de minimis asset sale notice and procedure for same (0.50); e-mails and telephone conferences with Roundys counsel on Roundys desire to purchase equipment and inventory in Plymouth store - closed and issues re lease status, as well as problems in closing - 31 stores - inventory issues and consider (0.50); Telephone conferences and e-mails with Rob Saunders today and tomorrow re Plymouth store and de minimis asset sale re same and lease issues (0.50); e-mails with John E. of Roundys re same - tomorrow, Saturday, re lease issues (0.20); Telephone conferences with Price re same (0.20); e-mails with Price and Chris Lhulier today and tomorrow re coordination of certified order re 31 stores for real estate filing (0.30).	2.70	495.00	\$1,336.50
06/07/03	RMS	E-mail exchange with I. Kharasch and J. Stang regarding lease for Store 73 (Plymouth, MN).	0.40	390.00	\$156.00
06/07/03	RMS	E-mail exchange with R. Salamy regarding list of junior trade lien vendors.	0.20	390.00	\$78.00
06/07/03	RMS	Draft de minimus asset sale transfer notices for transfer of	1.60	390.00	\$624.00

		international trademarks and Store 73 (Plymouth, MN) assets to Roundy's and review related items.			
06/07/03	LDJ	Correspondence with Rick Wynne, Esq. re: bidding procedures	0.20	560.00	\$112.00
06/08/03	LAG	Email exchange with Ira D. Kharasch regarding analysis of time billed on Roundy's/Rainbow sale for purposes of determining net sale proceeds.	0.20	135.00	\$27.00
06/08/03	RMS	Draft e-mail memorandum to I. Kharasch regarding reserve of proceeds for attorneys' fees and calculation of same for purposes thereof.	1.40	390.00	\$546.00
06/08/03	LAG	Analysis of all PSZY&W time billed on Roundy's/Rainbow sale for purposes of determining net sale proceeds payable to Lender.	3.30	135.00	\$445.50
06/09/03	IDK	Telephone conference with Scotta McFarland re overall status of sale motions (0.20); review Laurie Gilbert Roundys cost and expenses preliminary analysis and e-mails with Laurie Gilbert re same for net proceeds determination (0.30); e-mails with Rich H. re same (0.20); Telephone conferences with Sweeney re definition of net proceeds in credit agreement re Roundys sale proceeds (0.20); review in further detail net proceeds definition and obligation to turnover funds to lenders (0.20); Telephone conferences with Nathalie Keller at Kirkland & Ellis re closing problem with Roundys re use and sale payment condition (0.20); Telephone conferences with Jason H. re need for Pachulski to handle moiton to sell additional assets through Dovebid and upcoming objections (0.30).	1.60	495.00	\$792.00
06/09/03	FPM	Review and amend service lists to update for incorrect addresses and add fax numbers for service of Notice of Sale of De Minimis Assets.	1.90	95.00	\$180.50
06/09/03	FPM	Research regarding bad addresses for service of Notice of Sale or Abandonment of De Minimis Assets.	2.30	95.00	\$218.50
06/09/03	FPM	Prepare service Lists, Fed-ex lists and Fax lists for service of Notice of Sale or Abandonment of De Minimis Assets.	2.50	95.00	\$237.50
06/09/03	CJL	Review certificate of no objection for Walgreen sale	0.20	280.00	\$56.00
06/09/03	CJL	Draft email to J. Horwitz regarding going out of business sales	0.20	280.00	\$56.00
06/09/03	RMS	Telephone conference and exchange of e-mail correspondence with J. Burns regarding assignment of Wyoming liquor license (0.3).	0.30	390.00	\$117.00
06/09/03	RMS	Review e-mail correspondence regarding transfer of international Rainbow trademarks to Roundy's (0.3).	0.30	390.00	\$117.00
06/09/03	RMS	Telephone conference with I. Kharasch regarding time billed for sale of Rainbow food stores to Roundy's in preparation for reserve of funds at closing (0.2)	0.20	390.00	\$78.00
06/09/03	RMS	Draft e-mail correspondence to J. Emanuel, B. Swett and M. Rupe regarding transfer of assets of store 73 (0.3).	0.30	390.00	\$117.00
06/09/03	RMS	Telephone conference and exchange of e-mail correspondence with D. Dupus regarding assignment of Wyoming liquor license (0.3).	0.30	390.00	\$117.00
06/09/03	RMS	Telephone conference and exchange of e-mail correspondence with M. Allen regarding assignment of Wyoming liquor license (0.3).	0.30	390.00	\$117.00
06/09/03	RMS	Revise Notice and service lists regarding assignment of Wyoming liquor license.	0.90	390.00	\$351.00
06/09/03	RMS	Telephone conference, conference and e-mail exchange with F. McKeown regarding assignment of Wyoming liquor license.	0.30	390.00	\$117.00
06/09/03	RMS	Draft e-mail correspondence to I. Kharasch regarding transfer of international Rainbow trademarks to Roundy's.	0.10	390.00	\$39.00
06/09/03	CAK	Draft Certificate of No Objection regarding De Minimis	0.20	130.00	\$26.00

		assets to Walgreen			
06/09/03	CAK	Prepare document regarding Certificate of No Objection to Notice of De Minimis assets to Walgreen	0.20	130.00	\$26.00
06/09/03	JSB	Review and analysis of motion for authorization to sell additional residual assets (re Webcast), related pleadings (.4)	0.40	255.00	\$102.00
06/09/03	IDK	Telephone conferences and e-mails with Sullivan, counsel for bidder on Mina PSC, re our refusal to sell at auction, status and how to proceed (0.30); Telephone conferences with Perillo, union counsel, re PSC sale - auction results and status (0.20); Telephone conferences with Kaufman, attorney for other unions, re other Rainbow store sales (0.30).	0.80	495.00	\$396.00
06/09/03	IDK	Telephone conferences and office conferences with Rob Saunders re issues - status of Dovebid motion for future residual assets and de minimis asset notice issues (0.30); review e-mails from Jason H. re same and landlord issues and other related pleadings (0.20); memos to Rob Saunders and Joe Bolnick re same (0.20).	0.70	495.00	\$346.50
06/09/03	IDK	E-mails with Rob Saunders and Fiona McKeown and client re notice of Wyoming liquor license (0.20); e-mails with Rob Saunders re transfer of trademarks re Roundys through de minimis asset procedure and prior sale re same (0.20); review draft of same and memorandum to Rob Saunders re same (0.20); e-mails with Rob Saunders and Roundys counsel re need to revise justification re price and notice to Miners and consider (0.30).	0.90	495.00	\$445.50
06/09/03	IDK	E-mails with Richard Salamy, Rufe, Rob Saunders and Jim Stang re issues on sale to Roundys of assets in Store No. 73 in Plymouth and issues re status of real property lease and how to terminate and questions re procedure (0.40).	0.40	495.00	\$198.00
06/09/03	RMS	Draft Notice regarding transfer of fixed and pharmacy assets of store 73 under de minimis assets sale (0.5).	0.50	390.00	\$195.00
06/09/03	CAK	Email request from Christopher J. Lhulier regarding Signed Order to sell 3 Richmar Food	0.20	130.00	\$26.00
06/10/03	IDK	Complete net proceeds analysis of Roundys sale and review June fee and expense information - estimates and consider Committee expense (0.50).	0.50	495.00	\$247.50
06/10/03	FPM	Draft email correspondence to Fleming regarding missing and/or bad addresses for trade lien vendors.	0.20	95.00	\$19.00
06/10/03	FPM	Review of Docket and print all Orders and exhibits regarding rejection of real property leases.	0.60	95.00	\$57.00
06/10/03	FPM	Review and compare lists of lien holders sent from Jenner & Block to our lien holder and secured claims lists.	1.90	95.00	\$180.50
06/10/03	FPM	Review and update Trade Vendor List.	0.80	95.00	\$76.00
06/10/03	SEM	Email exchange with Christopher J. Lhulier regarding service parties for bid procedures motion.	0.10	415.00	\$41.50
06/10/03	RMS	E-mail exchange with J. Emanuel regarding de minimus asset sales to Roundy's.	0.60	390.00	\$234.00
06/10/03	RMS	E-mail exchange with R. Salamy regarding de minimus asset sales.	0.20	390.00	\$78.00
06/10/03	RMS	E-mail exchange with M. Rupe regarding de minimus asset sales to Roundy's.	0.30	390.00	\$117.00
06/10/03	CAK	Draft Certificate of No Objection regarding Docket No. 1296 regarding De Minimis Assets to John Landers	0.20	130.00	\$26.00
06/10/03	CAK	Prepare document and efile regarding De Minimis Assets to John Landers	0.20	130.00	\$26.00
06/10/03	JIS	Research re status of store lease in Roundy's sale	0.40	560.00	\$224.00
06/10/03	LDJ	Telephone conference with Rick Wynne, Esq. re: bidding procedures	0.40	560.00	\$224.00

06/10/03	LDJ	Review sale and bidding procedures issues, strategy	1.50	560.00	\$840.00
06/10/03	IDK	E-mails to Rob Saunders re revisions to de minimis notice re trademarks re Roundys and review (0.30); e-mails to client and Alix Partners and Groetch re same, revisions therefor and need to put on ask list (0.30); memo to client and Alix Partners re status of de minimis sale to Roundys of assets in Store 73 and need for task list (0.30); e-mails to Alix Partners and Rob Saunders re negotiation of same and potential higher price (0.20).	1.10	495.00	\$544.50
06/10/03	IDK	E-mails with Richard Salamy and Rob Saunders re notice of lien issues for de minimis asset sales (0.30); Telephone conferences and e-mails with Cleghord, representative from US Trustee office re status of Roundys closings and other matters (0.30).	0.60	495.00	\$297.00
06/10/03	RMS	Review service regarding de minimus asset sales notices and telephone conferences with F. McKeown regarding same.	1.20	390.00	\$468.00
06/10/03	RMS	Revise Notice of Sale of de minimis asset sale of international trademarks to Roundy's.	0.90	390.00	\$351.00
06/11/03	IDK	E-mails with G&W Services re its leases and Roundys sale (0.20); Telephone conferences with Rob Saunders and Rupe at Roundys re ongoing issues re Roundys on service mistake on sale motion, services issues re Plymouth personal property sale, lease term and consider (0.50).	0.70	495.00	\$346.50
06/11/03	FPM	Review and compare Vendor list sent June 10th against Vendor list sent June 9th ,and add all new information.	2.50	95.00	\$237.50
06/11/03	FPM	Reconcile all service list and create Affidavit of Service Re: Notice of Sale of De Minimis Assets.	1.00	95.00	\$95.00
06/11/03	FPM	Review and compare all service lists and vendor spreadsheets to make sure that all parties (that should have been served) got served all sale motions, notices and auction notices.	1.20	95.00	\$114.00
06/11/03	FPM	Telephone conference with Robert M. Saunders regarding list of lien holders sent by Michael Rupe on May 12, 2003.	0.10	95.00	\$9.50
06/11/03	CJL	Draft email to Robert M. Saunders regarding inquiry from PA Attorney General's office regarding DoveBid auction	0.20	280.00	\$56.00
06/11/03	CJL	Forward deMinimis sale orders to G.V. Osdell and L. Martin (Phillip Morris, Walgreen, Dunigan Fuels)	0.30	280.00	\$84.00
06/11/03	SEM	Telephone conference with G. Van Osdell regarding chart for M. Sharp regarding what has happened on sales per sale motions.	0.20	415.00	\$83.00
06/11/03	SEM	Review chart regarding status of sales for M. Sharp.	0.10	415.00	\$41.50
06/11/03	CAK	Draft Certificate of No Objection regarding Docket Number 1298 regarding De Minimis Assets to Fresh Brands	0.20	130.00	\$26.00
06/11/03	CAK	Prepare document and efile Certificate of No Objection regarding Docket Number 1298 regarding De Minimis Assets to Fresh Brands	0.20	130.00	\$26.00
06/11/03	IDK	Telephone conferences and e-mails with Chris Lhulier re Dovebid - residual asset motion (0.20); office conferences and e-mails with Jim Stang re lease issues on sale to Roundys of Plymouth (0.20); Telephone conferences and e-mails with Price re Roundys closing status - issues, inventory level difference, G&W Services inquiry (0.40).	0.80	495.00	\$396.00
06/11/03	CJL	Review certificate of no objection for notice of de minimis asset sold regarding Fresh Breads Distributing	0.10	280.00	\$28.00
06/12/03	FPM	Review, revise and update trade lien vendors' spreadsheet in preparation of service of Notice to sell International Trademarks.	0.80	95.00	\$76.00
06/12/03	FPM	Draft two Supplemental Affidavits of Service and prepare same for Court filing.	0.30	95.00	\$28.50

06/12/03	IDK	E-mails with Sharp at Alix Partners and Rob Saunders re negotiation status with Roundys on Plymouth sale and need to respond re price difference (0.30).	0.30	495.00	\$148.50
06/12/03	IDK	Review e-mail and agenda for sale call with client (0.10); Attend part of sale conference call with client re Roundys closing and Plymouth asset sale and related notice issues (0.50); e-mails with Jim Stang and Rob Saunders re problems with sale re Plymouth assets - Roundys, lease termination and service issues (0.30).	0.90	495.00	\$445.50
06/12/03	CJL	Meeting with Cheryl Knotts regarding letter regarding sale of excess inventory	0.20	280.00	\$56.00
06/12/03	SEM	Telephone conference with M. Sharp regarding chart tracking sales	0.30	415.00	\$124.50
06/12/03	SEM	Telephone conference with V. Wales regarding chart of status of sales motions for M. Sharp.	0.20	415.00	\$83.00
06/12/03	SEM	Review excess inventory motion (.30); prepare information on excess inventory for chart on status of sales for M. Sharp (.80).	1.10	415.00	\$456.50
06/12/03	RMS	Review and prepare service regarding de minimus asset sales to Roundy's (international trademarks and Plymouth), including telephone conference and e-mail exchange with I. Kharasch, C. Lhulier and F. McKeown regarding same.	0.80	390.00	\$312.00
06/12/03	RMS	E-mail exchange and telephone conferences with R. Salamy regarding service of Roundy's motions and notices.	0.50	390.00	\$195.00
06/12/03	RMS	E-mail exchange and telephone conference with M. Sharp regarding Plymouth sale.	0.50	390.00	\$195.00
06/12/03	RMS	E-mail exchange with T. Macauley regarding objection to motion to sell additional residual assets.	0.30	390.00	\$117.00
06/12/03	RMS	Review Residual Asset sale papers and Additional Residual Asset Sale Motion.	0.80	390.00	\$312.00
06/12/03	RMS	Draft e-mail to J. Horwitz regarding sale of Additional Residual Assets.	0.10	390.00	\$39.00
06/12/03	CAK	Draft letter regarding Notice of Excess Inventory Sale of Assets Salt Lake City	0.10	130.00	\$13.00
06/12/03	CAK	Revise letter regarding Notice of Excess Inventory Sale of Assets Salt Lake City	0.10	130.00	\$13.00
06/12/03	CAK	Update agenda June 25, 2003	4.30	130.00	\$559.00
06/12/03	CAK	Prepare document for hearing binder regarding agenda for June 25, 2003	0.80	130.00	\$104.00
06/12/03	CAK	Coordinate e-filing of Affidavit of Service for Motion to Sell Residual Assets	0.10	130.00	\$13.00
06/12/03	CAK	Coordinate e-filing of Notice of De Minimis Assets to Shopko	0.10	130.00	\$13.00
06/12/03	CAK	Coordinate e-filing of Notice of De Minimis Assets to Snyder Drug	0.10	130.00	\$13.00
06/12/03	CAK	Coordinate e-filing of Notice of De Minimis Assets to Walgreen, Arizona	0.10	130.00	\$13.00
06/12/03	CAK	Coordinate e-filing of Notice of De Minimis Assets to Walgreen, Minnesota	0.10	130.00	\$13.00
06/12/03	CAK	Coordinate e-filing of Notice of De Minimis Assets to Walgreen, Texas	0.10	130.00	\$13.00
06/12/03	LDJ	Telephone conference with Geoff Richards, Esq. re: sale issues; pending matters	0.80	560.00	\$448.00
06/12/03	IDK	Telephone conferences and e-mails with Roundys counsel and Rob Saunders re notice problem with 31 stores and potential solution (0.30); e-mails with Rob Saunders and Roundys re issues on service re de minimis sale on international trademark (0.20); office conferences and telephone conferences with Jim Stang and client re status of Plymouth lease re asset sale of Roundys (0.30); telephone conferences with Laura Davis Jones and Rob Saunders re	1.00	495.00	\$495.00

		same on how to terminate lease (0.20).			
06/12/03	RMS	Telephone conferences with R. Rupe regarding service of de minimis asset sale notices.	0.90	390.00	\$351.00
06/12/03	CAK	Coordinate service of Certificate of No Objection regarding De Minimis Sales to Fresh Brands Distributing	0.10	130.00	\$13.00
06/13/03	FPM	Create service lists for service of Sale Notice regarding Trademarks.	1.40	95.00	\$133.00
06/13/03	FPM	Oversee and co-ordinate service of Notices of De Minimis Assets regarding (1) International Trademarks, and (2) Plymouth.	3.10	95.00	\$294.50
06/13/03	SOCB	Office conference with Fiona McKeown regarding service relating to the sale motion.	0.20	130.00	\$26.00
06/13/03	SEM	Review efilng notice and distribute Citicapital objection to residual asset sale motion as necessary.	0.20	415.00	\$83.00
06/13/03	RMS	Telephone conference and e-mail exchange with M. Sharp regarding Plymouth sale.	0.60	390.00	\$234.00
06/13/03	RMS	E-mail exchange with I. Kharasch regarding Plymouth sale and International Trademarks sale.	0.20	390.00	\$78.00
06/13/03	RMS	Review objections to sale of Additional Residual Assets.	0.50	390.00	\$195.00
06/13/03	RMS	E-mail exchange with J. Bolnick regarding objections to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/13/03	MSC	Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale of certain prescription pharmaceutical merchandise and inventory to Walgreen Co.)	0.10	125.00	\$12.50
06/13/03	MSC	Draft Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale of certain prescription pharmaceutical merchandise and inventory to Walgreen Co.)	0.10	125.00	\$12.50
06/13/03	MSC	Preparation for and coordination of filing of Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale of certain prescription pharmaceutical merchandise and inventory to Walgreen Co.)	0.10	125.00	\$12.50
06/13/03	MSC	Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale or Abandonment of furniture and computer equipment from Dunigan Fuels, Inc. to John A. Landers)	0.10	125.00	\$12.50
06/13/03	MSC	Draft Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale or Abandonment of furniture and computer equipment from Dunigan Fuels, Inc. to John A. Landers)	0.10	125.00	\$12.50
06/13/03	MSC	Preparation for and coordination of filing of Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale or Abandonment of furniture and computer equipment from Dunigan Fuels, Inc. to John A. Landers)	0.10	125.00	\$12.50
06/13/03	MSC	Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale of Trademark to Philip Morris USA Inc.)	0.10	125.00	\$12.50
06/13/03	MSC	Draft Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale of Trademark to Philip Morris USA Inc.)	0.10	125.00	\$12.50
06/13/03	MSC	Preparation for and coordination of filing of Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale of Trademark to Philip Morris USA Inc.)	0.10	125.00	\$12.50

06/13/03	MSC	Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale or abandonment of Steel Case 9000 to RE Jones Company)	0.10	125.00	\$12.50
06/13/03	MSC	Draft Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale or abandonment of Steel Case 9000 to RE Jones Company)	0.10	125.00	\$12.50
06/13/03	MSC	Preparation for and coordination of filing of Affidavit of Service of [signed] Order Authorizing and Approving the Sale or Abandonment of the Debtors' De Minimis Assets (Sale or abandonment of Steel Case 9000 to RE Jones Company)	0.10	125.00	\$12.50
06/13/03	MSC	Service of [signed] Order Authorizing (1) Sale Of 31 Rainbow Food Retail Grocery Stores' Assets Free And Clear Of All Liens, Claims Interests And Encumbrances; And (2) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases	0.10	125.00	\$12.50
06/13/03	MSC	Draft Affidavit of Service of [signed] Order Authorizing (1) Sale Of 31 Rainbow Food Retail Grocery Stores' Assets Free And Clear Of All Liens, Claims Interests And Encumbrances; And (2) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases	0.10	125.00	\$12.50
06/13/03	MSC	Preparation for and filing of Affidavit of Service of [signed] Order Authorizing (1) Sale Of 31 Rainbow Food Retail Grocery Stores' Assets Free And Clear Of All Liens, Claims Interests And Encumbrances; And (2) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases	0.30	125.00	\$37.50
06/13/03	LDJ	Telephone conference with Rick Wynne, Esq. re: sale issues	0.40	560.00	\$224.00
06/13/03	LDJ	Telephone conference with Ted Stenger; Flip Huffard re: sale issues	0.30	560.00	\$168.00
06/13/03	LDJ	Telephone conference with Rick Wynne, Esq.; Ted Stenger; Flip Huffard re: sale issues	0.30	560.00	\$168.00
06/13/03	LDJ	Telephone conference with Ira Kharasch, Esq. re: sale issues, procedures	0.40	560.00	\$224.00
06/13/03	IDK	Office conference with Rob Saunders re issues re Roundys on service - negotiations re Plymouth deal and lease term (0.20); Telephone conferences and e-mails with Roundys and Rob Saunders re same, disputes over service, cost issues (0.50); review briefly new objections to Dovebid - residual sale motion and e-mail to Rob Saunders re same 90.20); e-mail to Sharp re net proceeds issues 90.10); e-mails and telephone conferences with Buday and Rob Saunders re termination of Plymouth lease and Kirkland & Ellis role (0.20).	1.20	495.00	\$594.00
06/13/03	CJL	Review notice of sale of de minimis assets in connection with Rainbow Sale; Forward to F. McKewan	0.40	280.00	\$112.00
06/13/03	RMS	Serve Notices of de minimis Asset sales and Roundy's, including e-mail exchange, conferences and telephone conferences with F. McKeown regarding same.	1.80	390.00	\$702.00
06/13/03	RMS	Telephone conference and e-mail exchange with M. Rupe regarding de minimis asset sales to Roundy's.	0.80	390.00	\$312.00
06/13/03	RMS	Telephone conference and e-mail exchange with R. Salamy regarding de minimis asset sale to Roundy's.	0.90	390.00	\$351.00
06/14/03	RMS	E-mail F. McKeown regarding Plymouth service.	0.10	390.00	\$39.00
06/14/03	RMS	Review Citicapital objection to sale of Additional Residual Assets, including exhibits and related filings..	0.80	390.00	\$312.00
06/16/03	FPM	Create exhibit A to Trademark Notice to Sell De Minimis Assets.	0.80	95.00	\$76.00

06/16/03	FPM	Create service lists for affidavits regarding Trademark and Plymouth.	2.40	95.00	\$228.00
06/16/03	FPM	Create Supplemental Affidavits of Service regarding Plymouth and Trademark Notices to Sell De Minimis Assets.	0.30	95.00	\$28.50
06/16/03	IDK	Review briefly correspondence from Eddyrione landlord and e-mails with Jill and AMS re same (0.20); Telephone conferences with Geoff R. re Superlative-Roundys fire sale of all assets (0.30); e-mails and telephone conferences with Rob Saunders re same and articles (0.30).	0.80	495.00	\$396.00
06/16/03	RMS	Review Notices of Abandonment regarding Residual Assets.	0.30	390.00	\$117.00
06/16/03	RMS	Telephone conference and e-mail exchange with I. Kharasch regarding Notices of Abandonment of Residual Assets and potential objections.	0.40	390.00	\$156.00
06/16/03	RMS	Voicemail exchange with J. Sklar regarding asset disposition.	0.20	390.00	\$78.00
06/16/03	RMS	Telephone conference with I. Kharasch regarding asset disposition.	0.10	390.00	\$39.00
06/16/03	RMS	Telephone conference with B. Lake regarding asset disposition.	0.20	390.00	\$78.00
06/16/03	RMS	E-mail exchange with F. McKeown regarding asset disposition and service of notices.	0.20	390.00	\$78.00
06/16/03	RMS	E-mail exchange with S. Chapman regarding UCC search for international trademarks disposition.	0.30	390.00	\$117.00
06/16/03	RMS	E-mail exchange and telephone conference with J. Bolnick regarding objections to sale of Additional Residual Assets.	0.50	390.00	\$195.00
06/16/03	RMS	Conference with J. Bolnick regarding asset dispositions.	0.50	390.00	\$195.00
06/16/03	RMS	E-mail exchange with T. Macauley regarding objection to sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/16/03	SEM	Responding to request from S. Cho regarding information on bidding procedures and sample motion	0.50	415.00	\$207.50
06/16/03	JSB	Read Citicapital limited objection to sale of additional residual assets (.1); Read Kenosha objection to sale of additional residual assets (.1); Conference with Robert M. Saunders re objections (.2)	0.40	255.00	\$102.00
06/16/03	LDJ	Review draft asset purchase agreement	1.00	560.00	\$560.00
06/16/03	IDK	Telephone conferences with Jason H. re handling further Dovebid first motion issues re abandonment of assets and objections thereto (0.30); Telephone conferences with Rob Saunders re same (0.20); e-mails with Jason H. and Rob Saunders re same and notice of abandonment (0.20); Telephone conferences with Dovebid counsel re status of objections to motion and potential need for witnesses (0.30); Telephone conferences with Rob Saunders re same and Dovebid contact (0.20).	1.20	495.00	\$594.00
06/17/03	IDK	Telephone conferences with Landlord counsel re Dovebid motion and issues (0.20); e-mails with Hawk and Price re status of issues with sale of Plymouth Store No. 73 to Roundys and lease and document (0.30); Telephone conferences with Rupe at Roundys re status of sales in case and Supervalve rumor (0.30); e-mails with Rob Saunders and client re chart of objections - letters re Dovebid motion (0.30).	1.10	495.00	\$544.50
06/17/03	CJL	Telephone call from R. Freedenberg regarding sale of warehouse in South Have, Mississippi	0.20	280.00	\$56.00
06/17/03	RMS	Review of Kenosha objection to sale of Additional Assets.	0.50	390.00	\$195.00
06/17/03	RMS	Telephone conference with A. Landis regarding Kenosha objection to sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/17/03	RMS	E-mail exchange and telephone conferences with R. Jones regarding asset dispositions.	0.90	390.00	\$351.00

06/17/03	RMS	Telephone conferences with C. Munchon regarding Pennsylvania Attorney General's potential objection to sale of Additional Residual Assets.	0.40	390.00	\$156.00
06/17/03	RMS	Telephone conference with M. Sharp regarding Plymouth sale.	0.30	390.00	\$117.00
06/17/03	RMS	Prepare objections chart.	1.90	390.00	\$741.00
06/17/03	CAK	Draft certificate of no objection for docket number 1444 regarding De Minimis Asset sale to Shopko	0.20	130.00	\$26.00
06/17/03	CAK	Draft certificate of service regarding certificate of no objection for docket no. 1444 regarding De Minimis Asset Sales to Shopko	0.10	130.00	\$13.00
06/17/03	CAK	Draft certificate of no objection for Docket No. 1446 regarding De Minimis Asset sale to Walgreen	0.20	130.00	\$26.00
06/17/03	CAK	Draft Certificate of Service regarding certificate of no objection for docket number 1446 regarding De Minimis Asset Sale to Walgreen	0.10	130.00	\$13.00
06/17/03	CAK	Draft certificate of no objection for docket number 1448 regarding De Minimis Asset Sale to Walgreen	0.20	130.00	\$26.00
06/17/03	CAK	Draft certificate of service regarding certificate of no objection for docket number 1448 regarding De Minimis Asset sale to Walgreen	0.10	130.00	\$13.00
06/17/03	CAK	Draft certificate of no objection for docket number 1447 regarding sale of De Minimis Assets from Food 4 Less Store in Arizona to Walgreen	0.20	130.00	\$26.00
06/17/03	CAK	Draft certificate of service regarding certificate of no objection for docket number 1447 regarding sale of De Minimis Assets from Food 4 Less Store in Arizona to Walgreen	0.10	130.00	\$13.00
06/17/03	CAK	Prepare document and serve certificate of no objection for docket number 1444	0.20	130.00	\$26.00
06/17/03	CAK	Prepare document and serve certificate of no objection for docket number 1446	0.20	130.00	\$26.00
06/17/03	CAK	Prepare document and serve certificate of no objection for docket number 1448	0.20	130.00	\$26.00
06/17/03	CAK	Prepare document and serve certificate of no objection for docket number 1447	0.20	130.00	\$26.00
06/17/03	SEM	Respond to request of K&E for status of Rock Springs Liquor license sale	0.10	415.00	\$41.50
06/17/03	LDJ	Telephone conference with Geoff Richards, Esq. re: supply agreement; bidding procedures	0.30	560.00	\$168.00
06/17/03	LDJ	Telephone conference with Flip Huffard; Geoff Richards, Esq. re: sale issues	0.40	560.00	\$224.00
06/17/03	IDK	E-mails with Van Osdell and Rob Saunders re notice of abandonment on residual assets (0.20); e-mails with Andy G. and Rob Saunders re task list and update on de minimis sale - Roundys (0.20).	0.40	495.00	\$198.00
06/17/03	RMS	E-mail exchange with G. Roesch and S. McFarland regarding Wyoming liquor license de minimis asset sale notice.	0.20	390.00	\$78.00
06/18/03	FPM	Review and compile all electronic correspondence regarding Landlords/Lessors of Store 73 - Plymouth.	0.40	95.00	\$38.00
06/18/03	FPM	Draft email to Robert M. Saunders tracing all steps take to insure service of Notice to Sell De Minimis Assets (Plymouth)	0.30	95.00	\$28.50
06/18/03	IDK	Telephone conferences with Rob Saunders re lease issues re Plymouth Store No. 73 sale and consider (0.30); e-mails with Rob Saunders - Renee - Dovebid re responses to various issues raised in objections - letters re residual asset motion (0.30); Telephone conferences and e-mails with Rob Saunders and counsel for Roundys and Committee and Lenders re amended price of sale for assets at	0.80	495.00	\$396.00

		Plymouth Store No. 73 (0.20).			
06/18/03	IDK	Telephone conferences and e-mails with Rob Saunders and Roundys on lease issues and notice issues re Plymouth de minimus asset sale and problems with client input and Kirkland & Ellis' role in termination agreement (0.30); Telephone conferences with Pennsylvania Attorney General's office and Rob Saunders re its concerns on residual asset sale (0.30).	0.60	495.00	\$297.00
06/18/03	IDK	E-mails with Geoff Richards re status of Roundys sale and post-closing (0.20); e-mails with Garrett and Rob Saunders re abandonment notices (0.20); review briefly today's new objections to residual asset sale and e-mails to Rob Saunders re same (0.40).	0.80	495.00	\$396.00
06/18/03	IDK	Telephone conferences and e-mails with counsel for Bradley Op - landlord and Rob Saunders re cure payment issues - delay (0.30); Telephone conferences with counsel for other landlord and Rob Saunders re same and taxes (0.20); e-mails with Rob Saunders re lease termination draft - issues on sale of assets to Roundys in Plymouth Store No. 73 and role of Kirkland and Ellis - conflict and McAfee and review drafts (0.30).	1.00	495.00	\$495.00
06/18/03	RMS	Review Exhibit "A" to Notices of Abandonment regarding Residual Assets and e-mail exchange with G. Van Osdel regarding same.	0.40	390.00	\$156.00
06/18/03	RMS	E-mail exchange with M. Allen regarding Wyoming liquor license transfer.	0.40	390.00	\$156.00
06/18/03	RMS	E-mail exchange with A. Groesch to update task list regarding Plymouth de minimus asset sale and lease termination.	0.20	390.00	\$78.00
06/18/03	RMS	Telephone conferences and e-mail exchange with R. Salamy regarding cure payments from Rainbow sale.	0.70	390.00	\$273.00
06/18/03	RMS	E-mail exchange with T. Macauley regarding objection to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/18/03	RMS	Review Kenosh lease provision at issue regarding sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/18/03	RMS	E-mail exchange with F. McKeown regarding service regarding asset dispositions.	0.20	390.00	\$78.00
06/18/03	RMS	Draft e-mail to L. Mandel and R. Kampfner regarding Plymouth sale.	0.20	390.00	\$78.00
06/18/03	RMS	Telephone conference with with L. Berkoff regarding objection to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/18/03	RMS	E-mail exchange with B. Conaway regarding objections to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/18/03	RMS	Telephone conference and e-mail exchange with J. Nys, counsel to Mt. Iron bank, regarding sale of Additional Residual Assets from Biwabik store.	0.30	390.00	\$117.00
06/18/03	RMS	Review and analyze objections to sale of Additional Residual Assets and draft and revise objections chart.	1.60	390.00	\$624.00
06/18/03	RMS	Telephone conference with B. Lake regarding asset dispositions.	0.20	390.00	\$78.00
06/18/03	RMS	Telephone conference and e-mail exchange with M. Rupe regarding sales to Roundy's.	0.50	390.00	\$195.00
06/18/03	RMS	Telephone conferences and e-mail exchange with R. Jones regarding sale of Additional Residual Assets and objections.	0.90	390.00	\$351.00
06/18/03	RMS	Telephone conferences with C. Munger regarding King of Prussia sale and sales tax.	0.30	390.00	\$117.00
06/18/03	RMS	Telephone conferences with P. Smoot regarding cure payments to Bradleys regarding sale of Rainbow stores.	0.30	390.00	\$117.00
06/18/03	RMS	Telephone conference and e-mail exchange with I.	0.50	390.00	\$195.00

		Kharasch regarding asset disposition.			
06/18/03	RMS	Telephone conference and e-mail exchange with J. Bolnick regarding asset disposition.	0.50	390.00	\$195.00
06/18/03	RMS	Telephone conference with V. Egagas regarding cure payments to M&J Crossing regarding Rainbow sale.	0.30	390.00	\$117.00
06/18/03	CAK	Draft affidavit of service regarding signed orders to De Minimis Asset Sales	0.20	130.00	\$26.00
06/18/03	CAK	Serve orders regarding De Minimis Asset Sales	0.10	130.00	\$13.00
06/18/03	LDJ	Telephone conference with Geoff Richards, Esq. re: sale issues	0.70	560.00	\$392.00
06/19/03	IDK	Telephone conferences with Rob Saunders re issues - deadline re notices of abandonment (0.20); e-mails with Rob Saunders re lack of client contacts on Dovebid objections and potential continuance issues for same (0.30); Telephone conferences and e-mails with Rob Saunders re his attendance on sale call tomorrow (0.20).	0.70	495.00	\$346.50
06/19/03	RMS	Telephone conferences with M. Sharp regarding Additional Residual Asset Sale and Plymouth sale.	0.40	390.00	\$156.00
06/19/03	RMS	Review and analyze objections to sale of Additional Residual Assets and revise objections chart.	0.20	390.00	\$78.00
06/19/03	RMS	Telephone conference with J. Lazerwitz regarding Plymouth sale.	0.20	390.00	\$78.00
06/19/03	RMS	Telephone conferences and e-mail exchange with I. Kharasch regarding asset dispositions.	0.70	390.00	\$273.00
06/19/03	RMS	Telephone conference with S. Scattari regarding Citicapital's objection to sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/19/03	RMS	E-mail exchange with R. Hawk regarding Plymouth sale.	0.20	390.00	\$78.00
06/19/03	RMS	E-mail exchange with F. McKeown regarding Plymouth sale.	0.30	390.00	\$117.00
06/19/03	RMS	E-mail exchange with L. Price regarding Plymouth sale.	0.30	390.00	\$117.00
06/19/03	RMS	E-mail exchange with Blake regarding Plymouth sale.	0.20	390.00	\$78.00
06/19/03	RMS	Draft e-mail memorandum regarding objections to sale of Additional Residual Assets to R. Hawk.	0.40	390.00	\$156.00
06/19/03	RMS	Telephone conferences and e-mail exchanges with R. Jones regarding objection to sale of Additional Residual Assets.	1.10	390.00	\$429.00
06/19/03	SEM	Telephone conference with L. Martin of K&E regarding getting de minimis asset sale orders signed (.20); voicemail to Nicole in Judge Walrath's office regarding same (.10)	0.30	415.00	\$124.50
06/19/03	KHB	Review scenarios re tracing and risk of loss.	0.80	425.00	\$340.00
06/19/03	RMS	Review objection to de minimis asset sale to determine if it applies to sales notices served by PSZYJ&W.	0.20	390.00	\$78.00
06/19/03	IDK	E-mails with Rob Saunders and client re revised chart re objections to residual asset sales and need for input and potential resolutions (0.30); e-mails with Hawk, Rob Saunders re de minimis sale re Roundys - Plymouth assets (0.10); e-mails with Price and Rob Saunders re same on lease and notice (0.20).	0.60	495.00	\$297.00
06/20/03	BDC	Review and prepare Notice of Sale Report of Sales and Abandonments of De Minimis Assets (.4) address e-filing and service (.4)	0.80	130.00	\$104.00
06/20/03	CJL	Draft letter regarding sale of excess assets in Minnesota and Arizona	0.50	280.00	\$140.00
06/20/03	RMS	Sales conference call with Alix Partners, Fleming and K&E regarding Additional Residual Asset sales and Eddystone.	0.50	390.00	\$195.00
06/20/03	RMS	Telephone conference with R. Jones regarding Objections Chart for Additional Residual Asset Sales.	0.40	390.00	\$156.00
06/20/03	RMS	Telephone conference with J. Nys, counsel to Mt. Irons Bank, regarding claimed lien on assets of Biwabik,	0.40	390.00	\$156.00

		Minnesota store.			
06/20/03	RMS	E-mail exchange with R. Jones regarding Citicapital objection to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/20/03	RMS	Draft e-mail to R. Johnson regarding Kenosha objection to sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/20/03	RMS	E-mail exchange with R. Jones regarding Comdisco objection to Additional Residual Assets.	0.20	390.00	\$78.00
06/20/03	RMS	E-mail exchange with R. Jones regarding Sante Fe and CAM-I objections to sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/20/03	RMS	Revision of Objections Chart for sale of Additional Residual Assets.	2.50	390.00	\$975.00
06/20/03	RMS	Voicemail exchange with counsel to Citicapital regarding sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/20/03	RMS	Review Prudential objection to sale of Additional Residual Assets.	0.60	390.00	\$234.00
06/20/03	RMS	Telephone conferences with R. Jones and J. Bolnick regarding objections to sale of Additional Residual Assets.	1.40	390.00	\$546.00
06/20/03	JSB	Telephone call to Steve Jones re possible real estate purchase (.2)	0.20	255.00	\$51.00
06/20/03	IDK	Review of numerous objectives filed today (0.40); review of revised Agenda and compare re items re residual asset objection and Eddystone adversary (0.30); review late objections by Prudential briefly re residual assets motion and e-mails to Rob Saunders re same (0.30); e-mails to Prudential and Rob Saunders and Dovebid re information exchange re objections (0.20).	1.20	495.00	\$594.00
06/20/03	CJL	Review report of sale and abandonments of de minimis assets	0.20	280.00	\$56.00
06/20/03	CJL	Draft email to Bruce Campbell regarding forwarding certain de minimis asset sale orders to Kirkland & Ellis	0.20	280.00	\$56.00
06/20/03	CJL	Draft email to L. Martin regarding certificate of no objection for de minimus asset notice	0.20	280.00	\$56.00
06/20/03	IDK	E-mails with Bruce C. and Scotta McFarland re proposed language for agenda letter re resolution with Citicorp (0.20); Telephone conferences and e-mails with Rob Saunders re potential resolutions of other objections (0.20); attend part of sale conference call with Sharp - Company and Rob Saunders re resolving numerous objections to residual asset motion and Roundys re de minimis motion (0.50).	0.90	495.00	\$445.50
06/20/03	IDK	Office conferences and telephone conference with Rob Saunders re attending initial sale call on Dovebid - residual asset objection and potential responses (0.30); e-mails with Sharp and Hawk re conference call and reschedule (0.20); e-mails with Chris Lhulier and Cheryl re need to add further objections to agenda for residual asset motion and review list in agenda re same (0.20).	0.70	495.00	\$346.50
06/21/03	IDK	Review in detail initial and second Dovebid residual asset motions, orders, order of 6/14 on initial motion and preparation of memorandum for 6/25 hearing on issues (0.80).	0.80	495.00	\$396.00
06/21/03	RMS	Draft e-mail memorandum to D. Branch, counsel to Prudential, regarding objection to sale of Additional Residual Assets and review response re same.	0.50	390.00	\$195.00
06/21/03	RMS	E-mail exchange with T. Wales regarding Prudential objection to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/21/03	RMS	Draft e-mail memoranda to R. Johnson regarding Kenosha objection to sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/22/03	IDK	Review 6/4 transcript on initial Dovebid - residual asset motion for relation to evidence to second motion (0.40);	1.40	495.00	\$693.00

		e-mails with Rob Saunders and Joe Bolnick re same and need to compare 2nd proposed order with first order (0.30); preparation fo memorandum re issues to prepare for hearing on 2nd Dovebid motion and objections and potential offer for payment for procedure (0.70).			
06/22/03	IDK	E-mails with Rob Saunders and Horowitz re additional residual assets and offer for proof at initial hearing (0.20).	0.20	495.00	\$99.00
06/22/03	RMS	Telephone conference and e-mail exchange with D. Stegmann regarding objections to sale of Additional Residual Assets.	0.40	390.00	\$156.00
06/22/03	RMS	E-mail exchange with G. Richards regarding hearing for sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/22/03	RMS	E-mail exchange with I. Kharasch regarding Order for sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/22/03	RMS	E-mail I. Kharasch regarding client conference calls regarding asset dispositions.	0.10	390.00	\$39.00
06/22/03	RMS	E-mail exchange with M. Allen regarding sale of Wyoming liquor license.	0.20	390.00	\$78.00
06/22/03	RMS	E-mail exchange with F. McKeown regarding sale of Wyoming liquor license.	0.20	390.00	\$78.00
06/23/03	CJL	Telephone call to Marlene Chappe regarding order on sale of 3 Richmor stores	0.20	280.00	\$56.00
06/23/03	IDK	Telephone conferences and e-mails with Swett, Roundys' counsel, and Rob Saunders re status and issues re Plymouth de minimus sale (0.30); Telephone conferences with Rob Saunders re sale conference call with client 90.10); Telephone conference with Shirley C. and Rick W. re bid procedure issues for wholesale distribution and consider (0.20).	0.60	495.00	\$297.00
06/23/03	IDK	E-mails with Geoff Richards re evidence and residual asset sale motion (0.20); e-mails with Rob Saunders re Dovebid and Renee re status of reply to resolution to objections to second residual asset motion and Prudential feedback (0.30).	0.50	495.00	\$247.50
06/23/03	RMS	E-mail exchange and telephone conference with R. Salamy regarding Plymouth sale.	0.40	390.00	\$156.00
06/23/03	RMS	E-mail exchange with I. Kharasch regarding objections to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/23/03	RMS	E-mail exchange and telephone conferences with R. Jones regarding sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/23/03	RMS	Revise Objection Chart for sale of Additional Residual Assets.	0.90	390.00	\$351.00
06/23/03	RMS	E-mail exchange with C. Lhulier regarding orders for sale of Plymouth assets and international trademarks to Roundy's.	0.20	390.00	\$78.00
06/23/03	RMS	E-mail exchange with V. Wales regarding Prudential objection to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/23/03	MSC	Research dockets for Exhibit s A and B to Debtors' Emergency Motion for Order Approving Fifth Letter Agreement Among Save Mart Supermarkets and Certain of the Debtors Pursuant to Fed. R. Bankr. P. 9019	0.30	125.00	\$37.50
06/23/03	LDJ	Correspondence with David Peress, Esq. re: sale of Rainbow inventory	0.20	560.00	\$112.00
06/23/03	LDJ	Attention to bidding procedures and sale issues and strategy	2.00	560.00	\$1,120.00
06/23/03	IDK	Telephone conferences with Sklar, Dovebid counsel, re status of objections to residual asset motion and witness (0.20).	0.20	495.00	\$99.00
06/24/03	FPM	Print and review Hearing Agenda Notices regarding case update.	0.40	95.00	\$38.00
06/24/03	CJL	Draft email to K. Weingarden regarding sale of King of	0.10	280.00	\$28.00

		Prussia excess inventory			
06/24/03	IDK	Review and consider Sklar's draft offer of proof re second Dovebid motion re residual asset and reasonableness of compensation structure (0.30).	0.30	495.00	\$148.50
06/24/03	RMS	Conference call with R. Jones and J. Bolnick regarding objection of Kenosha, Santa Fe and CAM-I to the sale of Additional Residual Assets.	0.50	390.00	\$195.00
06/24/03	RMS	Revise Objections Chart for Additional Residual Assets, including comments from R. Jones and others.	0.80	390.00	\$312.00
06/24/03	RMS	Conference call with B. Conaway, R. Jones and J. Bolnick regarding objections of Santa Fe and CAM-I to the sale of Additional Residual Assets.	0.40	390.00	\$156.00
06/24/03	RMS	Conference call with J. Sklar and R. Jones regarding hearing on sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/24/03	RMS	E-mail exchange and telephone conferences with R. Jones regarding objections to sale of Additional Residual Assets.	0.80	390.00	\$312.00
06/24/03	RMS	E-mail and voicemail exchange with B. Swett regarding Plymouth sale.	0.30	390.00	\$117.00
06/24/03	RMS	Revise Order for sale of Additional Residual Assets.	0.90	390.00	\$351.00
06/24/03	RMS	E-mail exchange with J. Sklar regarding 6/25 hearing on asset sales.	0.20	390.00	\$78.00
06/24/03	RMS	E-mail exchange with I. Kharasch regarding Kenosha objection to sale of Additional Residual Assets.	0.20	390.00	\$78.00
06/24/03	CAK	Email request to send Robert Saunders sample certificates of no objection and orders for De Minimis Assets and email samples to Robert Saunders	0.20	130.00	\$26.00
06/24/03	CAK	Email from Christopher J. Lhulier regarding request to draft letter for sale of excess assets	0.10	130.00	\$13.00
06/24/03	CAK	Draft certificate of no objection for docket number 1630 regarding sale of De Minimis Assets from El Paso Texas and Las Cruces, New Mexico	0.40	130.00	\$52.00
06/24/03	CAK	Draft certificate of service regarding certificate of no objection for docket number 1630	0.10	130.00	\$13.00
06/24/03	CAK	Prepare document, serve and efile certificate of no objection regarding docket 1630	0.40	130.00	\$52.00
06/24/03	CAK	Draft letter regarding Sales of excess assets	0.20	130.00	\$26.00
06/24/03	CAK	Prepare document and serve letter regarding Sales of Excess Inventory	0.20	130.00	\$26.00
06/24/03	JSB	Review and analysis of Robert M. Saunders memo re Objections to sale of residual assets (.4); Telephone call to Robert M. Saunders , Bernard Conaway, Renee Jones re CAM-I objection, Santa Fe objection (.4); Research UCC and Wisconsin law re fixtures issue re Kenosha objection, email Ira D. Kharasch re research (.8)	1.60	255.00	\$408.00
06/24/03	IDK	Telephone conferences with Rob Saunders and Sklar at Dovebid re status of all objections to additional residual asset motion and how to resolve and Sklar's testimony (0.40); e-mails with Joe Bolnick re need for legal argument on title transfer re Kenosha objection and consider (0.30).	0.70	495.00	\$346.50
06/24/03	IDK	Telephone conference and e-mails with Roundys counsel and Rob Saunders on de minimis sale to Plymouth and need for order (0.20); review memos re Kenosha objection to residual asset sale and lease expiration - cost issues and e-mails with Rob Saunders re same (0.40); review memos re Prudential objections to same and e-mails with Rob Saunders re same (0.30); e-mails with client and Rob Saunders re need for revised order re residual asset and need to complete (0.20); review and consider open objections by Kenosha, CAM-I re same (0.40).	1.50	495.00	\$742.50
06/24/03	RMS	E-mail exchange with C. Lhulier and C. Knotts regarding	0.30	390.00	\$117.00

		CNO and order for de minimis asset sale to Roundy's.			
06/24/03	RMS	Review objection to de minimis asset sale regarding Texas taxes.	0.30	390.00	\$117.00
06/24/03	SEM	Drafting email to g. Richards and Laura Davis Jones regarding UST position on real estate brokers.	0.20	415.00	\$83.00
06/25/03	BDC	Edit, review and prepare Certification of No Objection Regarding Notice of Sale or Abandonment of De Minimis Assets re: Plymouth, Minnesota Location (.3) draft Affidavit of Service and prepare service list and labels (.3) address efilng and service (.5)	1.10	130.00	\$143.00
06/25/03	BDC	Edit, review and prepare Certification of No Objection Regarding Notice of Sale or Abandonment of De Minimis Assets (Assignment of City of Rock Springs, WY Retail Liquor License (.3) draft Affidavit of Service and prepare service list and labels (.2) address efilng and service(.4)	0.90	130.00	\$117.00
06/25/03	IDK	E-mails with Rob Saunders and client re rent information - both CAM-I and Kenosha (0.20); e-mails and telephone calls with Phoenix Foodco re resolving its last open objection re residual asset sale and notice period (0.50); meet with counsel for Dovebid re residual sale plan, phase II for order and review 90.30); e-mails and telephone conferences with Roundys attorneys re timing of order - Plymouth store sale (0.20); e-mails with Rob Saunders and client re final form of order for court and status of exhibits (0.20); review new version of order re same (0.20).	1.60	495.00	\$792.00
06/25/03	RMS	Revise Order for Additional Residual Asset sale.	0.90	390.00	\$351.00
06/25/03	RMS	Review Mt. Irons Bank counsel's letter and transmit to counsel for lenders and Committee regarding sale of assets at Biwabik, Minnesota store.	0.40	390.00	\$156.00
06/25/03	RMS	E-mail exchange with T. Macauley regarding Order approving sale of Additional Residual Assets.	0.30	390.00	\$117.00
06/25/03	RMS	Telephone conferences and e-mail exchange with R. Jones regarding sale of Additional Residual Assets.	0.50	390.00	\$195.00
06/25/03	RMS	Review transcript of 6/4 hearing regarding sale of Residual Assets.	0.40	390.00	\$156.00
06/25/03	RMS	E-mail exchange with I. Kharasch regarding Kenosha's objection to sale of Additional Residual Assets and review of notes.	0.40	390.00	\$156.00
06/25/03	RMS	E-mail exchange with S. McFarland regarding CNO and Order for Wyoming liquor license sale.	0.20	390.00	\$78.00
06/25/03	RMS	E-mail exchange with M. Allen regarding CNO and Order for Wyoming liquor license transfer.	0.20	390.00	\$78.00
06/25/03	RMS	Revise Plymouth sale order for comments of B. Swett.	0.30	390.00	\$117.00
06/25/03	CAK	Draft certificate of no objection docket number 1518 for De Minimis Assets	0.40	130.00	\$52.00
06/25/03	CAK	Draft certificate no objection docket number 1519 for De Minimis Assets	0.20	130.00	\$26.00
06/25/03	CAK	Draft Order regarding docket number 1518 for De Minimis Assets	0.20	130.00	\$26.00
06/25/03	CAK	Draft order regarding docket number 1519 for De Minimis Assets	0.20	130.00	\$26.00
06/25/03	SEM	Research status of Rock Creek Liquor license and prepare email to C. Knotts regarding same..	0.20	415.00	\$83.00
06/25/03	SEM	Email exchange with C. Knotts and Robert M. Saunders regarding Rock Springs Liquor license sale order.	0.20	415.00	\$83.00
06/25/03	IDK	Review and consider caselaw and UCC disclosure from Joe Bolnick re court of appeals in Wisconsin and title to trade fixtures re Kenosha objections to residual asset sale (0.40); Telephone conferences with local and Chicago attorneys to Kenosha re same and settlement offers from	1.80	495.00	\$891.00

		Debtor re its objections and value of assets (0.50); Telephone conferences with Renee at Dovebid and Sklar re same and settlement and cost of removal of assets (0.40); e-mails with Rob Saunders re Kenosha objections (0.20); meet with client and Sharp re potential settlement with Kenosha and CAM I (0.30).			
06/25/03	IDK	Review draft of revised order by Rob Saunders re additional residual asset sale (0.20); e-mails and telephone conferences with Rob Saunders re problems re same and need for future asset language and issue of 6/4 transcript disclosure re same (0.20); Telephone conferences with Renee at Dovebid and with Sklar at Dovebid re devising settlement offer re CAM-I objections to sale and value of property and access and timing of CAM-I (0.40); Telephone conferences and e-mails with counsel for CAM-I re same (0.50).	1.40	495.00	\$693.00
06/25/03	IDK	Preparation starting in early morning of oral argument on the Kenosha and CAM-I objections to the additional residual asset motion (1.30); attend hearing on same and negotiations with CAM-I re PACA potential item and Eddystone adversary (2.50); e-mails with Rob Saunders re result of same and need to revise potential court ruling (0.40).	4.20	495.00	\$2,079.00
06/25/03	RMS	E-mail exchange with C. Knotts regarding CNO's and Orders for de minimis asset sales to Roundy's.	0.20	390.00	\$78.00
06/25/03	RMS	E-mail exchange with S. McFarland regarding de minimis asset sale CNO's and Orders for sales to Roundy's.	0.20	390.00	\$78.00
06/25/03	RMS	E-mail exchange with B. Swett regarding de minimis asset transfer, CNO's and Orders for sales to Roundy's.	0.20	390.00	\$78.00
06/26/03	CJL	Revise order regarding procedure for sale of residual assets	0.50	280.00	\$140.00
06/26/03	CJL	Telephone call to Ira D. Kharasch regarding order regarding procedure for sale of residual assets	0.20	280.00	\$56.00
06/26/03	CJL	Draft certification of counsel regarding order regarding procedure for sale of residual assets; Prepare for filing and service	0.60	280.00	\$168.00
06/26/03	CJL	Meeting with Cheryl Knotts regarding resubmission of certificate of no objection for docket no. 1360	0.20	280.00	\$56.00
06/26/03	CJL	Telephone call to Chambers regarding status of order on sale of Store 73 (Docket No. 1518)	0.20	280.00	\$56.00
06/26/03	CJL	Forward to G.V. Osdell sample certification of counsel	0.20	280.00	\$56.00
06/26/03	RMS	Voicemail exchange with I. Kharasch regarding cure amount for M & J Crossings under Rainbow sale order.	0.10	390.00	\$39.00
06/26/03	RMS	Revise order for sale of Additional Residual Assets.	0.80	390.00	\$312.00
06/26/03	RMS	E-mail exchange with P. Campbell regarding Plymouth sale order.	0.20	390.00	\$78.00
06/26/03	RMS	E-mail exchange with R. Salamy regarding Plymouth sale.	0.30	390.00	\$117.00
06/26/03	RMS	E-mail exchange with C. Knotts regarding Plymouth sale.	0.10	390.00	\$39.00
06/26/03	CAK	Draft certificate of service regarding certification of counsel for order to residual assets	0.10	130.00	\$13.00
06/26/03	CAK	Prepare document, serve and efile certification of counsel for order to residual assets	0.40	130.00	\$52.00
06/26/03	CAK	Draft certificate of service regarding certification of counsel regarding Stipulation in Sara Lee regarding Confidentiality Order	0.10	130.00	\$13.00
06/26/03	CAK	Email from Christopher J. Lhulier requesting draft letter regarding excess Inventory	0.10	130.00	\$13.00
06/26/03	CAK	Draft letter regarding Excess Inventory	0.10	130.00	\$13.00
06/26/03	CAK	Revise draft letter regarding excess inventory	0.10	130.00	\$13.00
06/26/03	CAK	Serve letter regarding Excess Inventory	0.10	130.00	\$13.00
06/26/03	IDK	Review and consider revised order re additional restructured assets and telephone conferences and e-mails	1.40	495.00	\$693.00

		wit Rob Saunders and client re problems re same and need for changes and compare to other approved orders re de minimis sales of store - client sales (0.80) review further revised order re same (0.20); memo to Renee at Dovebid summarizing deal with CAM-I and need for immediate entry onto premises (0.20); office conference with Rob Saunders re result of hearing and next sales issues (0.20).			
06/26/03	IDK	Telephone conferences with client and Rob Saunders re Van Gegas and cure issues in Roundys sale (0.20); Telephone conferences with Chris Lhulier and potential buyer re sale inquiries and who to handle (0.20); e-mails and telephone conferences with counsel to landlords, CAM-I and Santa Fe and Dovebid re coordination of landlord visits and review and insurance - fixture lists and potential sale (0.50).	0.90	495.00	\$445.50
06/27/03	BDC	Emails from G. Van Osdell regarding proposed Order and Certification of Counsel, edit, review and prepare Certification of Counsel re: De Minimis Assets sale of Racine, WI Store to Fresh Brands (.4) discuss changes with Christopher J. Lhulier (.2) address e-filing (.3)	0.90	130.00	\$117.00
06/27/03	BDC	Draft Certification of No Objection and edit proposed Order re: Notice of Sale or Abandonment of De Minimis Assets re: certain Wisconsin stores (.5) change format of document based on comments from Christopher J. Lhulier (.3) address e-filing and service (.4)	1.20	130.00	\$156.00
06/27/03	CJL	Draft emails Robert M. Saunders regarding status of Order on Rainbow store 73; Telephone call to Chambers regarding same	0.40	280.00	\$112.00
06/27/03	CJL	Review Certificate of No Objection for Plotkin transaction	0.10	280.00	\$28.00
06/27/03	CJL	Telephone call from G.V. Osdell regarding Certificates of No Objection for de minimis asset motives	0.30	280.00	\$84.00
06/27/03	IDK	Telephone conferences with Rob Saunders re potential problem with exhibits - Dovebid order (0.20).	0.20	495.00	\$99.00
06/27/03	RMS	E-mail exchange and telephone conferences with R. Salamy regarding Plymouth sale.	0.90	390.00	\$351.00
06/27/03	RMS	Telephone conferences and e-mail exchanges with I. Kharasch regarding Plymouth sale.	0.30	390.00	\$117.00
06/27/03	RMS	E-mail exchanges and telephone conference with C. Lhulier regarding Plymouth sale.	0.40	390.00	\$156.00
06/27/03	RMS	Review Order regarding sale of Additional Residual Assets and attached Plan of Sale and e-mail exchange with J. Sklar, I. Kharasch and C. Lhulier regarding same.	0.30	390.00	\$117.00
06/27/03	LDJ	Review revised bidding procedures	0.40	560.00	\$224.00
06/27/03	LDJ	Attention to bidding and sale issues, going forward tasks and strategy	2.40	560.00	\$1,344.00
06/27/03	IDK	E-mails and telephone conferences with Rob Saunders and Salamy re problems with timing of closing sale - Roundys of Plymouth No. 73 re lease termination and review drafts (0.40); Telephone conferences and e-mails with attorneys for Roundys re same and how to give possession prior to court approval of lease term (0.40); e-mails and telephone conferences with Rob Saunders and Salamy re client input - Hawk and potential payment (0.20); review order re additional residual assets and e-mails to Rob Saunders re service and Dovebid (0.20).	1.20	495.00	\$594.00
06/28/03	LDJ	Attention to sale issues, strategy	2.00	560.00	\$1,120.00
06/30/03	IDK	E-mails with Kasee Foods representative re potential purchase of bakery assets and timing (0.30).	0.30	495.00	\$148.50
06/30/03	RMS	Review e-mail from I. Kharasch regarding Order for sale of Additional Residual Assets.	0.10	390.00	\$39.00
06/30/03	CAK	Telephone call to Scotta E. McFarland regarding request	0.10	130.00	\$13.00

		from Julie Skidmore for list of all Notices regarding De Minimis Assets			
06/30/03	CAK	Email Julie Skidmore regarding Notices regarding De Minimis Assets	0.10	130.00	\$13.00
06/30/03	SEM	Voicemail exchange with Ira D. Kharasch regarding sale motion for distribution centers.	0.10	415.00	\$41.50
06/30/03	SEM	Telephone conference with J. Skidmore regarding copies of notices of sales of de minimis assets etc. (.20); telephone conference with C. Knotts Review filing notices on sales and getting copies to committee. (.20).	0.40	415.00	\$166.00
06/30/03	SEM	Telephone conference with Christopher J. Lhulier and C. Knotts regarding notices of de minimus assets etc. and how to get list.	0.20	415.00	\$83.00
06/30/03	SEM	Telephone conference with D. Plummer regarding bid procedures for warehouse sale.	0.10	415.00	\$41.50
06/30/03	IDK	Review in detail bid procedure order- APA re bid issues- qualifications of Roundys as back-up bidder issues (.30)	0.30	495.00	\$148.50
06/30/03	IDK	E-mails and telephone confrences with Sklar, Dovebid counsel, and Chris Lhulier re problem with exhibits to Dovebid order and need to fix (0.50); e-mails and telephone conferences with counsel CAM-I, Santa Fe, Dovebid employees re access to and sale of assets to Charter and Mesa properties (0.70);	1.20	495.00	\$594.00
06/30/03	LDJ	Attention to sale issues and tasks, strategy	3.00	560.00	\$1,680.00
Task Code Total			335.20		\$122,530.00

BANKRUPTCY LITIGATION [L430]

05/21/03	SEM	Telephone conference with Christopher J. Lhulier regarding status of various filings status for hearing.	0.20	415.00	\$83.00
05/21/03	SEM	Email exchange with Cheryl A. Knotts and BMC regarding updating 2002 list.	0.10	415.00	\$41.50
05/21/03	SEM	Review efilng notices and distribute pleadings as needed.	0.20	415.00	\$83.00
05/22/03	SEM	Conference call with other professionals on June 4 hearing agenda.	0.70	415.00	\$290.50
05/22/03	SEM	Conference call with Committee regarding June 4 agenda.	0.50	415.00	\$207.50
05/22/03	SEM	Drafting email to Kirkland & Ellis regarding filing deadlines for June 25th hearing and need for special service lists.	0.40	415.00	\$166.00
05/22/03	SEM	Review and send email regarding agenda issues to Kirkland & Ellis attorneys.	0.10	415.00	\$41.50
05/22/03	SEM	Prepare email to C. Knotts regarding parties responsible for items to be addressed at June 4 hearing for inclusion in critical dates.	0.40	415.00	\$166.00
05/22/03	SEM	Review efilng notices.	0.10	415.00	\$41.50
05/22/03	SEM	Telephone conference with Ira D. Kharasch regarding status of various matters with which I am dealing.	0.30	415.00	\$124.50
05/23/03	SEM	Prepare memo to company regarding filing deadlines for hearings and service issues.	0.40	415.00	\$166.00
05/23/03	SEM	Revise memo to Company regarding filing deadlines and email same to G. Richards.	0.20	415.00	\$83.00
05/23/03	SEM	Voice message from and to B. Chakless regarding bonding issues.	0.10	415.00	\$41.50
06/01/03	JSB	Review and analysis of Starbucks opposition and cases cited therein (.5)	0.50	255.00	\$127.50
06/01/03	JSB	Review and analysis of Grove-Rainbow objection to Cure Amount Schedule (.2); email to Adryenne Cooper (.1)	0.30	255.00	\$76.50
06/01/03	IDK	E-mails with Capazollo yesterday and today re Kroeger adversary and informal stipulation (0.20); Telephone	0.30	495.00	\$148.50

		conference with Suzy Guerrero re same (0.10).			
06/01/03	CJL	Prepare agenda for 6/4/03 hearing and binders	3.50	280.00	\$980.00
06/01/03	CAK	Draft Agenda June 4, 2003	2.70	130.00	\$351.00
06/01/03	CAK	Draft Certificate of No Objection for Docket Number 937	0.20	130.00	\$26.00
06/01/03	CAK	Draft Certificate of No Objection for Docket No. 906	0.20	130.00	\$26.00
06/01/03	CAK	Draft Certificate of No Objection for Docket Number 940	0.20	130.00	\$26.00
06/01/03	CAK	Prepare document for hearing binder for June 4, 2003	1.20	130.00	\$156.00
06/01/03	IDK	E-mails with Chris Lhulier re revised agenda today and need for review (0.10); review same and e-mails with Chris Lhulier and Cheryl re numerous missing items (0.40);	0.50	495.00	\$247.50
06/01/03	LDJ	Continued preparation and open issues for 6/4 hearing re: motions for relief from stay; retention of professionals; Richmar sale; Rainbow Stores sale; motions to reject contracts	3.80	560.00	\$2,128.00
06/01/03	LDJ	Telephone conference with Rick Wynne; Becky Roof; Ted Stenger; Geoff Richards re: pending motions; legal issues and tasks	1.40	560.00	\$784.00
06/01/03	LDJ	Correspondence with Dick Metzger, Esq. re: Verizon settlement	0.20	560.00	\$112.00
06/02/03	KHB	Review and respond to e-mails regarding discovery requests.	1.40	425.00	\$595.00
06/02/03	CJL	Prepare Notice of Agenda for filing and service	3.20	280.00	\$896.00
06/02/03	CJL	Telephone call to Laura Davis Jones regarding amended Notice of Agenda	0.60	280.00	\$168.00
06/02/03	CAK	Update Agenda for June 4, 2003 hearing	2.40	130.00	\$312.00
06/02/03	CAK	Prepare document for hearing binder for June 4, 2003	0.70	130.00	\$91.00
06/02/03	CAK	Review and Revise hearing binder for June 4, 2003	0.50	130.00	\$65.00
06/02/03	CAK	Prepare document and efile agenda for June 4, 2003 hearing	0.40	130.00	\$52.00
06/02/03	LDJ	Telephone conference with Debtors; counsel re: matters scheduled for hearing on 6/4; open issues, status and strategy	1.60	560.00	\$896.00
06/02/03	LDJ	Continued preparation for 6/4 hearings re: severance; retention of professionals; NOL motion; motions to reject leases; retention of Alix Partners; Rainbow sale; Richmar sale	3.90	560.00	\$2,184.00
06/03/03	BDC	Hearing preparation: edit and Court Ready Orders, make copies, review docket and pleadings as directed by Christopher J. Lhulier	2.70	130.00	\$351.00
06/03/03	JSB	Review May 27 transcript re TRO	0.00	255.00	\$0.00
06/03/03	JIS	Office conference with Laura Davis Jones regarding 6.04 agenda items	1.50	560.00	\$840.00
06/03/03	KHB	Conference call with Company personnel regarding responses to discovery requests.	1.00	425.00	\$425.00
06/03/03	CJL	Conference call with PSZYJW and Kirkland & Ellis attorneys regarding hearing on 6/4/03	1.00	280.00	\$280.00
06/03/03	CAK	Draft amended agenda for June 4, 2003	2.70	130.00	\$351.00
06/03/03	CAK	Prepare additional document for Judge for June 4, 2003 hearing	0.60	130.00	\$78.00
06/03/03	CAK	Revise Notice of Hearing and email to Andrew Groesch	0.20	130.00	\$26.00
06/03/03	CAK	Edit amended agenda for June 4, 2003 hearing	0.60	130.00	\$78.00
06/03/03	CAK	Prepare document, serve and efile amended agenda	0.50	130.00	\$65.00
06/03/03	IDK	Review Amendment - Agenda (0.20); Attend conference call tonight on same, hearing tomorrow (0.80);	1.00	495.00	\$495.00
06/03/03	LDJ	Continued preparation for 5/4 hearings re: retention of professionals; Rainbow store sale; Richmar sale; motion to reject leases; motions to lift stay	5.20	560.00	\$2,912.00
06/03/03	LDJ	Telephone conference with Debtors; counsel re: 5/4 hearing agenda, open matters	1.00	560.00	\$560.00
06/04/03	BDC	Help K&E with hearing preparation (editing, copies,	1.10	130.00	\$143.00

		information gathering, docket searches)			
06/04/03	KHB	Review e-mails regarding accounting issues.	0.40	425.00	\$170.00
06/04/03	CJL	Prepare for hearing on 6/4/03	6.00	280.00	\$1,680.00
06/04/03	CJL	Attend hearing on 6/4/03	4.50	280.00	\$1,260.00
06/04/03	CJL	Follow-up to hearing on 6/4/03	0.50	280.00	\$140.00
06/04/03	CAK	Prepare for hearing for June 4, 2003	2.60	130.00	\$338.00
06/04/03	CAK	Draft Certificate of Service regarding Certificate of Counsel for Interim Order	0.10	130.00	\$13.00
06/04/03	CAK	Draft Service List for Certificate of Counsel for Interim Order	0.40	130.00	\$52.00
06/04/03	CAK	Prepare document, serve and efile Certificate of Counsel for Interim Order	0.40	130.00	\$52.00
06/04/03	CAK	Draft Certificate of Counsel for Interim Order to Motion for Advancement of Defense Costs	0.40	130.00	\$52.00
06/04/03	CTD	Meeting w/ KHB re: rule 33 research assignment	0.20	150.00	\$30.00
06/04/03	LDJ	Continued preparation and negotiations for 6/4 omnibus hearing	5.50	560.00	\$3,080.00
06/04/03	LDJ	Attend hearing re: retention of professional; Rainbow stores sale; Richmar stores sale; NOL motion; motions to reject leases	4.00	560.00	\$2,240.00
06/04/03	LDJ	Post-hearing tasks re: revising orders, notices, coordination of tasks going forward	1.70	560.00	\$952.00
06/04/03	CTD	Research re: Rule 33, response to supernumerary interrogatories	0.50	150.00	\$75.00
06/05/03	JSB	Review and analysis of Sara Lee Interrogatories (.5); Research Federal and local rules re permitted amount of interrogatory requests (.2); Conference with Kenneth H. Brown , Damain Coppozzola, Craig Birchette, Dana Bickford, Eric Liebler (.8)	1.50	255.00	\$382.50
06/05/03	KHB	Conference call regarding document production.	1.00	425.00	\$425.00
06/05/03	CJL	Meeting with Laura Davis Jones regarding follow-up to hearing on 6/4/30	0.70	280.00	\$196.00
06/05/03	CJL	Draft email to S. Cho regarding status of matters heard on 6/4/03	0.30	280.00	\$84.00
06/05/03	CJL	Participate in conference call regarding status of matters heard on 6/4/03	0.40	280.00	\$112.00
06/05/03	CJL	Review Farris scheduling order; Forward to Duane Werb	0.30	280.00	\$84.00
06/05/03	CAK	Revise agenda of service list	0.10	130.00	\$13.00
06/05/03	CAK	Revise critical dates memo	2.10	130.00	\$273.00
06/05/03	CG	Review and analyze pleadings in Sara Lee case.	1.20	255.00	\$306.00
06/05/03	CG	Telephone conference with Ken Brown regarding Fleming discovery.	0.80	255.00	\$204.00
06/05/03	LDJ	Conference with Chris Lhulier, Esq. re: matters pending from 6/4 hearing; pending orders	0.50	560.00	\$280.00
06/05/03	JIS	Conference call with Laura Davis Jones and C. Lhulier regarding 6.04 agenda results	0.30	560.00	\$168.00
06/06/03	RLS	Research and response to question from Joe Bolnick regarding local rules and number of questions permitted for interrogatories	0.30	315.00	\$94.50
06/06/03	CJL	Review memo regarding status of matters heard on 6/4/03	0.20	280.00	\$56.00
06/06/03	CJL	Prepare certification of counsel for scheduling order for Sara Lee adversary action; Prepare for filing and service	0.60	280.00	\$168.00
06/06/03	CJL	Telephone call from Kenneth H. Brown regarding discovery in Sara Lee matter	0.20	280.00	\$56.00
06/06/03	CAK	Email PDF of Transcript from May 27, 2003 hearing	0.10	130.00	\$13.00
06/06/03	CAK	Review and revise order for De Minimis Assets regarding R E Jones	0.20	130.00	\$26.00
06/06/03	JSB	Read May 27 transcript re constructive trust TRO hearing	1.70	255.00	\$433.50
06/06/03	KHB	Review and revise answer to Ferris complaint.	1.00	425.00	\$425.00
06/06/03	KHB	Telephone conferences with D. Capazolla regarding	0.40	425.00	\$170.00

		answer to Ferris complaint.			
06/06/03	KHB	Respond to Interrogatories.	2.20	425.00	\$935.00
06/06/03	KHB	Legal research regarding numerosity limits for interrogatories and telephone conferences with Joe Bolnick regarding same.	1.20	425.00	\$510.00
06/06/03	KHB	Conference with C. Guillou regarding discovery issues.	0.40	425.00	\$170.00
06/06/03	KHB	Telephone conferences with C. Lhulier regarding scheduling order and review and respond to e-mail.	0.30	425.00	\$127.50
06/06/03	CG	Confer with K. Brown regarding Fleming discovery.	0.10	255.00	\$25.50
06/06/03	JSB	Conference with Rosalie Spelman re local rules and interrogatories (.1); Conference with Alan J. Kornfeld re interrogatory issue (.1); Telephone call from KHB re interrogatory issue (.1); Revise Sara Lee interrogatory answers (2.7)	3.00	255.00	\$765.00
06/07/03	JSB	Draft responses to Sara Lee interrogatories (2.3); Research setoff/statute of limitations issue (.5)	2.80	255.00	\$714.00
06/08/03	JSB	Revise Sara Lee interrogatory responses (.6); Read Superior discovery responses (.5)	1.10	255.00	\$280.50
06/09/03	CJL	Telephone call to Hamid R. Rafatjoo regarding motion to be filed on 6/9/03	0.20	280.00	\$56.00
06/09/03	CJL	Conference call regarding motions to be filed on 6/9/03 and 6/10/03	0.40	280.00	\$112.00
06/09/03	CJL	Telephone call to S. Cho regarding motions to be filed on 6/10/03	0.30	280.00	\$84.00
06/09/03	CJL	Draft email to Scotta E. McFarland regarding status of motions to be filed on 6/9/03 and 6/10/03	0.30	280.00	\$84.00
06/09/03	CJL	Email to attorney at Kirkland & Ellis regarding timing of filing of motions on 6/10/03	0.30	280.00	\$84.00
06/09/03	SEM	Conference call on status of filings for today.	0.50	415.00	\$207.50
06/09/03	SEM	Review efilng notices and distribute pleadings as needed.	0.40	415.00	\$166.00
06/09/03	SEM	Email exchange with G. Richards and S. Cho regarding conference calls on agenda for June 25 hearing.	0.10	415.00	\$41.50
06/09/03	SEM	Review email from Christopher J. Lhulier regarding list of filing for tomorrow.	0.10	415.00	\$41.50
06/09/03	SEM	Review agenda for June 5 and compare to June 25 motion chart.	0.20	415.00	\$83.00
06/09/03	CAK	Draft agenda for June 25, 2003	0.80	130.00	\$104.00
06/09/03	JSB	Conference with Kenneth H. Brown re interrogatory responses, request for admissions responses, document request responses (.1); email Craig Birchette re interrogatory responses (.1); Revise Response to Sara Lee Request for Production of Documents (4.3); Revise Response to Request for Admissions (.1)	4.60	255.00	\$1,173.00
06/09/03	KHB	Prepare responses to Sara Lee discovery requests.	1.50	425.00	\$637.50
06/09/03	IDK	E-mails to Cho, Marjong and Lhulier re numerous motions to be filed today and tomorrow and coordiate (0.20); e-mails to Geoff R. of Committee re Committee call tomorrow and need for preparation and re regular legal issues call (0.20)	0.40	495.00	\$198.00
06/09/03	CTD	Research re: Rule 33 supernumerary interrogatories	2.60	150.00	\$390.00
06/09/03	LDJ	Telephone conference with Shirley Cho, Esq. re: procedures for compromising accounts receivable	0.20	560.00	\$112.00
06/10/03	IDK	Review updated calendar of events and deadlines and task list of all issues and agenda for 6/25 (0.30); attend first call re same and e-mails to Groetch re cancellation (0.30).	0.60	495.00	\$297.00
06/10/03	KHB	Review and respond to e-mail regarding discovery responses; telephone conferences regarding same.	0.80	425.00	\$340.00
06/10/03	KHB	Review and revise confidentially agreement.	0.50	425.00	\$212.50
06/10/03	CJL	Telephone conference with PSZYJW and Kirkland & Ellis regarding matters scheduled for hearing on 6/25/03	0.70	280.00	\$196.00

06/10/03	SEM	Review and respond to email from Cheryl A. Knotts regarding service issues for today.	0.10	415.00	\$41.50
06/10/03	SEM	Review list of matters scheduled for 6/25 and compare to summary of June 4 hearing.	0.40	415.00	\$166.00
06/10/03	SEM	Conference call with Kirkland & Ellis and Committee professionals to review status of matters scheduled for June 25.	1.00	415.00	\$415.00
06/10/03	SEM	Review efilng notices and distribute pleadings as necessary.	0.50	415.00	\$207.50
06/10/03	SEM	Draft email to Cheryl A. Knotts and Christopher J. Lhulier regarding items committee noted as missing from June 25 item list.	0.20	415.00	\$83.00
06/10/03	SEM	Review efilng notices and distribute pleadings as necessary.	0.20	415.00	\$83.00
06/10/03	SEM	Review local rules on service and email to Christopher J. Lhulier regarding same.	0.30	415.00	\$124.50
06/10/03	JSB	Conference with Kenneth H. Brown, Damian Capozzola re discovery responses to constructive trust claimants (.2); Telephone call from Kenneth H. Brown re Sara Lee discovery (.1); Revise Sara Lee Request for Admissions to include general objections (.2); Review Fleming Credit Policy Statement (.2); Conference with Damian Capozzola, Debbie Alexander-Burklow and Craig Birchette re discovery response (.5); email Kenneth H. Brown re conference (.1); Draft verification, email verification to Craig Birchette (.1)	1.40	255.00	\$357.00
06/10/03	CG	Prepare draft of Protective Order for Discovery w/Sara Lee.	4.60	255.00	\$1,173.00
06/10/03	CTD	Research re: Rule 33 supernumerary interrogatories	1.30	150.00	\$195.00
06/10/03	CTD	Drafting memo re: Rule 33, supernumerary interrogatories	1.20	150.00	\$180.00
06/10/03	IDK	Attend conference call with Kirkland & Ellis re all 6/25 items - moitons and status of same prior to Committee call (1.0); Telephone conference and e-mails with Scotta McFarland re result of Committee call and lost items (0.20).	1.20	495.00	\$594.00
06/11/03	BDC	Review and prepare Motion to Vacate Fourth Supplemental Order (.8) draft Certificate of Service and prepare service list (.4) address efilng and service (.5)	1.70	130.00	\$221.00
06/11/03	KHB	Review and respond to e-mails regarding discovery responses and document production issues.	0.70	425.00	\$297.50
06/11/03	KHB	Review transcripts regarding class action TRO.	2.50	425.00	\$1,062.50
06/11/03	CJL	Draft emails to Scotta E. McFarland and A. Groesch regarding matters set for hearing on 6/25/03	0.50	280.00	\$140.00
06/11/03	SEM	Review efilng notices and distribute pleadings as necessary.	0.30	415.00	\$124.50
06/11/03	CAK	Draft agenda for June 25, 2003, 9:00 a.m. hearing	0.20	130.00	\$26.00
06/11/03	CAK	Update agenda for June 25, 2003 at 2:00 p.m.	1.10	130.00	\$143.00
06/11/03	CAK	Prepare documents for June 25, 2003 hearing at 2:00 p.m.	0.80	130.00	\$104.00
06/11/03	CG	Revise draft of Protective Order for Discovery w/Sara Lee.	0.40	255.00	\$102.00
06/11/03	CG	Review relevant cases on constructive trust in connection with Sara Lee litigation.	0.90	255.00	\$229.50
06/11/03	SEM	Review summary of matters handled at 6/4 hearing and outcome (.20)	0.20	415.00	\$83.00
06/11/03	BDC	Review and prepare Certification of Counsel regarding Fourth Supplemental Order regarding E-Z Mart (.2) draft Certificate of Service and prepare service list (.3) address efilng and service (.5).	1.00	130.00	\$130.00
06/12/03	BDC	Review and prepare Notice of Telephonic Hearing on 6/13/03 (.2) draft Affidavit of Service and review service list (.4) address efilng and service (.4) send copy to Chambers (.1)	1.10	130.00	\$143.00

06/12/03	IDK	Review updated memo on 6/25 hearing items (0.10); Attend legal issues conference call on 6/25 hearing issues, and other case issues (1.0).	1.10	495.00	\$544.50
06/12/03	KHB	Conference call regarding discovery responses.	0.80	425.00	\$340.00
06/12/03	KHB	Telephone conference with K. Kobe regarding discovery issues with Sara Lee.	0.40	425.00	\$170.00
06/12/03	KHB	Telephone conferences with D. Capazolla regarding discovery responses.	0.30	425.00	\$127.50
06/12/03	KHB	Work on protective order and e-mails regarding same.	0.40	425.00	\$170.00
06/12/03	KHB	Work on discovery responses.	0.50	425.00	\$212.50
06/12/03	CJL	Draft email to Cheryl Knotts regarding Answer to Farris Complaint	0.10	280.00	\$28.00
06/12/03	CJL	Draft email to D. Cappazola regarding Answer to Farris Complaint	0.10	280.00	\$28.00
06/12/03	SEM	Review efilng notices and forward pleadings as appropriate.	0.20	415.00	\$83.00
06/12/03	SEM	Conference call with professionals regarding review of status of matters set for June 25th.	0.80	415.00	\$332.00
06/12/03	SEM	Review email from Christopher J. Lhulier regarding tomorrow's hearing.	0.10	415.00	\$41.50
06/12/03	CAK	Draft Service List for Farris Adversary	0.20	130.00	\$26.00
06/12/03	CAK	Draft Certificate of Service regarding answer to Farris Complaint	0.10	130.00	\$13.00
06/12/03	CAK	Prepare document for efilng regrding Answer to Farris Complaint	0.20	130.00	\$26.00
06/12/03	JSB	Telephone conference with Debbie Alexander, Jim Esterman, Damian Capozzola, Kenneth H. Brown (1.0)	1.00	255.00	\$255.00
06/12/03	CG	Telephone conference with K. Brown, J. Bolnick, and Sara Lee employees regarding outstanding discovery responses.	1.40	255.00	\$357.00
06/12/03	CG	Review case law on constructive trusts in connection with Sara Lee litigation.	1.10	255.00	\$280.50
06/12/03	LDJ	Telephone conference with Rick Wynne, Esq. re: overall case issues; 6/13 hearing on motion to continue E-Z Mart Stay Relief Motion; D&O litigation	0.40	560.00	\$224.00
06/12/03	LDJ	Telephone conference with Andrew Paris, Esq. re: motion to continue E-Z Mart Motion; 6/13 hearing	0.20	560.00	\$112.00
06/12/03	LDJ	Telephone conference with Rick Wynne, Esq. re: Section 105 injunction; pending litigation; sale issues	0.40	560.00	\$224.00
06/13/03	BDC	Review and prepare Motions regarding Hays Food Town and E-Z Mart for filing and service (.8) draft Certificates of service and prepare service lists (.6) address efilng and service (.9)	2.30	130.00	\$299.00
06/13/03	KHB	Voicemail regarding discovery responses and witness list.	0.20	425.00	\$85.00
06/13/03	KHB	Review and respond to e-mail from D. Capozzola and K. Walsh regarding same.	0.60	425.00	\$255.00
06/13/03	KHB	Review and respond to e-mail regarding discovery responses and need to have presence in facility to facilitate responses.	0.60	425.00	\$255.00
06/13/03	KHB	Review Sara Lee Discovery Responses.	0.70	425.00	\$297.50
06/13/03	KHB	Review documents produced by Fleming and e-mails regarding same.	1.30	425.00	\$552.50
06/13/03	SEM	Review efilngs and distribute pleadings as necessary.	0.30	415.00	\$124.50
06/13/03	CAK	Update agenda June 25, 2003	3.40	130.00	\$442.00
06/13/03	CAK	Prepare documents for June 25, 2003	0.60	130.00	\$78.00
06/13/03	CAK	Draft agenda for July 17, 2003 (standby) regarding Hays Matter	0.10	130.00	\$13.00
06/13/03	CAK	Draft agenda for June 25, 2003 for Kelley Matter	0.10	130.00	\$13.00
06/13/03	CAK	Draft agenda for July 16, 2003 regarding E-Z matter	0.10	130.00	\$13.00
06/13/03	JSB	Review and analysis of Sara Lee response to interrogatories and requests for admissions (1.6);	1.60	255.00	\$408.00
06/13/03	JSB	Telephone conference with Mike Scott, Jim Esterman,	2.60	255.00	\$663.00

		Debbie Alexander-Burklow, Damian Capozzola re discovery (2.5); email Kenneth H. Brown re conference call (.1)			
06/13/03	JSB	email Kevin Kobbe, Maria Chavez-Ruark, David Finger Notice of Deposition of Sara Lee (.1)	0.10	255.00	\$25.50
06/13/03	MSC	Revise Answer to Complaint in adversary action American Greeting Corporation vs. Fleming	0.20	125.00	\$25.00
06/13/03	MSC	Draft Certificate of Service to Answer to Complaint in adversary action American Greeting Corporation vs. Fleming	0.10	125.00	\$12.50
06/13/03	MSC	Draft service list to Answer to Complaint in adversary action American Greeting Corporation vs. Fleming	0.20	125.00	\$25.00
06/13/03	MSC	Preparation for and filing of Flemings' Answer to Complaint in adversary action American Greeting Corp. v. Fleming; service of same	0.30	125.00	\$37.50
06/13/03	MSC	Service of [signed] Order Limiting Trading in the Equity Securities of the Debtors	0.10	125.00	\$12.50
06/13/03	MSC	Draft Affidavit of Service of [signed] Order Limiting Trading in the Equity Securities of the Debtors	0.10	125.00	\$12.50
06/13/03	MSC	Preparation for and of filing of Affidavit of Service of [signed] Order Limiting Trading in the Equity Securities of the Debtors	0.30	125.00	\$37.50
06/13/03	MSC	Service of [signed] Order Approving Motion of Debtors and Debtors in Possession for Order Approving Cross-Border Insolvency Protocol for the Debtors and Debtors-in-Possession	0.10	125.00	\$12.50
06/13/03	MSC	Draft Affidavit of Service of [signed] Order Approving Motion of Debtors and Debtors in Possession for Order Approving Cross-Border Insolvency Protocol for the Debtors and Debtors-in-Possession	0.10	125.00	\$12.50
06/13/03	MSC	Preparation for and filing of Affidavit of Service of [signed] Order Approving Motion of Debtors and Debtors in Possession for Order Approving Cross-Border Insolvency Protocol for the Debtors and Debtors-in-Possession	0.30	125.00	\$37.50
06/13/03	CG	Legal research regarding risk of loss and trust issues arising out of Sara Lee litigation.	2.10	255.00	\$535.50
06/13/03	CG	Confer with K. Brown and D. Capozzola regarding Sara Lee discovery and responses.	0.90	255.00	\$229.50
06/14/03	BDC	Download and prepare documents for 6/25/03 hearing	1.60	130.00	\$208.00
06/14/03	JSB	Review and analysis of Fleming correspondence re Sara Lee (.9); Revise Sara Lee interrogatory response (.2); Review and analysis of Sara Lee document response (.4)	1.50	255.00	\$382.50
06/15/03	CG	Review TRO proceedings and pleadings, including affidavits of J. Winslow and D. Burkow, in connection with ongoing dispute.	1.30	255.00	\$331.50
06/16/03	BDC	Continue draft of Agenda Notice for 6/25/03 hearing (2.1) preparation of hearing documents (.6)	2.70	130.00	\$351.00
06/16/03	KHB	Review transcript of TRO hearings.	2.30	425.00	\$977.50
06/16/03	KHB	Respond to document request and review documents regarding same.	0.70	425.00	\$297.50
06/16/03	KHB	Telephone conferences with Mike Scott and C. Birchette regarding discovery responses and witness designation.	0.70	425.00	\$297.50
06/16/03	KHB	Legal research regarding need to amend answer.	0.80	425.00	\$340.00
06/16/03	KHB	Telephone conferences with J. Bolnick and C. Birchette regarding document production and discovery responses.	0.50	425.00	\$212.50
06/16/03	CAK	Update agenda for June 25, 2003	3.10	130.00	\$403.00
06/16/03	CAK	Prepare documents for Hearing Binder for June 25, 2003	0.70	130.00	\$91.00
06/16/03	SEM	Review efilng notices and distribution of pleadings as necessary	0.90	415.00	\$373.50
06/16/03	JSB	Review Sara Lee produced documents (.5); Review and	0.80	255.00	\$204.00

		analysis of Damian Capozzola letter to Susan Kaufman (.1); Arrange for travel to Oklahoma City, telephone calls to Craig Birchette and Debbie Alexander re trip to Okla. (.2)			
06/16/03	JSB	Review and analysis of transcript of constructive trust hearing	1.90	255.00	\$484.50
06/16/03	CAK	Update critical dates memo	0.20	130.00	\$26.00
06/16/03	CG	Review documents regarding outstanding discovery responses and review transcript of hearing on TRO.	2.60	255.00	\$663.00
06/16/03	CG	Review Columbia Gas case in connection with Sara Lee litigation.	0.70	255.00	\$178.50
06/16/03	BDC	Review and prepare Debtors' Objection to Motion of Albertson's, Inc. to Shorten Notice Period and to Approve the Form and Manner of Notice (Filed Under Seal) (.5) address efilng and service (.6)	1.10	130.00	\$143.00
06/16/03	LDJ	Telephone conference with Rick Wynne, Esq. re: pending litigation, going forward strategy	0.40	560.00	\$224.00
06/17/03	IDK	Review revised agenda - task list for conference call (0.10); Attend conference call with client and Kirkland & Ellis re 6/25 hearing and my issues re RTX, Dovebid (1.0); Telephone conferences with Laura Davis Jones and Scotta McFarland re injunction issues re Ds & Os and need for survey (0.30); e-mails with attorneys and Klyman re same (0.20).	1.60	495.00	\$792.00
06/17/03	IDK	Review complaint of Eddystone briefly and consider relation to residual asset motion (0.30); e-mails with Geoff R. and Roundys re same (0.20); e-mails with Rob Saunders re same (0.20).	0.70	495.00	\$346.50
06/17/03	BDC	Continue draft of Agenda Notice for 6/25/03 hearing (1.1) preparation of hearing documents (.4)	1.50	130.00	\$195.00
06/17/03	BDC	Review and prepare Certification of Counsel regarding E-Z Mart (.2) address efilng and service (.6) continue draft of Agenda Notice of 6/25/03 (.8)	1.60	130.00	\$208.00
06/17/03	KHB	Conference calls with J. Bolnick; Debbie Alexander; D. Capozzola regarding responses to discovery requests.	1.20	425.00	\$510.00
06/17/03	KHB	Prepare responses to discovery requests.	1.50	425.00	\$637.50
06/17/03	KHB	Conference with Celine Guillou regarding document production.	0.40	425.00	\$170.00
06/17/03	KHB	Review and respond to e-mails regarding discovery requests.	1.30	425.00	\$552.50
06/17/03	CJL	Conference call regarding agenda for hearing on 6/25/03	1.00	280.00	\$280.00
06/17/03	CJL	Draft email to S. Cho regarding retention of expert witness	0.20	280.00	\$56.00
06/17/03	RMS	Review Eddystone Complaint and related papers.	1.00	390.00	\$390.00
06/17/03	CAK	Draft cancellation of hearing on Kelly Foods	0.20	130.00	\$26.00
06/17/03	CAK	Draft certificate of counsel regarding continuation of hearing on Hays & E-Z Mart	0.20	130.00	\$26.00
06/17/03	CAK	Draft certificate of service regarding Certificate of Counsel regarding Continuation of Hearing on Hays and E-Z Mart	0.10	130.00	\$13.00
06/17/03	CAK	Prepare document and serve Certificate of Counsel regarding Continuation of Hearing on Hays and E-Z Mart	0.30	130.00	\$39.00
06/17/03	CAK	Update agenda for June 25, 2003	1.30	130.00	\$169.00
06/17/03	CAK	Prepare documents for hearing binder for June 25, 2003	0.40	130.00	\$52.00
06/17/03	SEM	Conference call with professionals to review status of matters on agenda for 6/25	1.00	415.00	\$415.00
06/17/03	SEM	Telephone conference with Christopher J. Lhulier regarding status of various filings	0.20	415.00	\$83.00
06/17/03	SEM	Work on resolution of issues with 6/25 agenda	0.50	415.00	\$207.50
06/17/03	SEM	Telephone conference with S. Owen regarding discovery issues	0.10	415.00	\$41.50
06/17/03	SEM	Compare K&E list of matters to be heard 6/25 with draft agenda (.40); draft emails to C. Knotts and Christopher J.	0.60	415.00	\$249.00

		Lhulier regarding same (.20)			
06/17/03	SEM	Review efilng notices and distribute pleadings as necessary	0.20	415.00	\$83.00
06/17/03	JSB	Conferences with Debbie Alexander-Burklow, Mike Scott, Damian Capozzola, Bernard Cooper, Sarah Bishop, Kim Hall, Vicki Eldredge, Wally White re Sara Lee interrogatory responses (7.2); Telephone calls to Kenneth H. Brown re Sara Lee discovery (.6); Draft interrogatory responses (5.3)	13.10	255.00	\$3,340.50
06/17/03	SEM	Telephone conference with Ira D. Kharasch regarding finding out information regarding certain Walrath rulings on injunction (.10); telephone conference with various attorneys regarding their experiences with same (.50)	0.60	415.00	\$249.00
06/17/03	CG	Review documents to be produced in response to Sara Lee discovery requests for relevancy and privileges, and prepare for production.	2.60	255.00	\$663.00
06/17/03	LDJ	Telephone conference with Rick Wynne, Esq.; Debtors' representatives re: possible Section 105 action, pending litigation issues	1.30	560.00	\$728.00
06/17/03	LDJ	Review Eddystone Complaint	0.20	560.00	\$112.00
06/18/03	IDK	E-mails with Geoff Richards, Laura Davis Jones, Rob Saunders re Eddystone complaint and emergency motion and handling of response (0.40).	0.40	495.00	\$198.00
06/18/03	KHB	Prepare discovery responses.	4.50	425.00	\$1,912.50
06/18/03	KHB	Telephone conferences with Joe Bolnick; D. Capozzola and Debbie Alexander regarding discovery responses; telephone conferences with Kevin Kobbe regarding extension to respond to discovery.	1.00	425.00	\$425.00
06/18/03	RMS	E-mail exchange with R. Buday regarding Eddystone.	0.20	390.00	\$78.00
06/18/03	RMS	Draft e-mail memorandum to I. Kharasch, C. Lhulier and others regarding deadlines for various motions and adversary proceedings, and review underlying documents regarding same.	0.50	390.00	\$195.00
06/18/03	RMS	Review and analyze Eddystone motions and complaint.	0.50	390.00	\$195.00
06/18/03	CAK	Update agenda for June 25, 2003	3.10	130.00	\$403.00
06/18/03	CAK	Prepare documents for hearing binder for June 25, 2003 hearing	0.50	130.00	\$65.00
06/18/03	JSB	Conferences with Debbie Alexander-Burklow, Damian Capozzola, Bernard Cooper, Robert le Fave, Wally White re Sara Lee interrogatory responses (3.2); Conference with Debbie Alexander-Burklow re requests for admission (.2) Telephone calls to Kenneth H. Brown re Sara Lee discovery (.4); Telephone calls to Mike Scott re Sara Lee discovery issues (.3); Review and analysis of Sara Lee documents (2.1); Draft interrogatory responses (2.8); Conference with Debbie Alexander-Burklow re document production (.8); Review and analysis of draft response to Sara Lee request for production of documents (.2);	10.00	255.00	\$2,550.00
06/18/03	SEM	Review efilng notices and distribute pleadings as necessary	1.40	415.00	\$581.00
06/18/03	SEM	Email exchange with Laura Davis Jones and C. Knotts regarding service of signed orders	0.10	415.00	\$41.50
06/18/03	KHB	Revise protective order.	0.80	425.00	\$340.00
06/18/03	KHB	Telephone conferences with Sara Lee counsel regarding same.	0.30	425.00	\$127.50
06/18/03	KHB	Review documents regarding document productions.	2.60	425.00	\$1,105.00
06/18/03	SEM	Review email from Laura Davis Jones regarding G. Richards pro hac motion and check docket regarding same and respond to email	0.20	415.00	\$83.00
06/18/03	LDJ	Correspondence with Shirley Cho, Esq. re: Eddystone	0.20	560.00	\$112.00

		emergency motion			
06/18/03	LDJ	Preparation for 6/25 omnibus hearings	1.50	560.00	\$840.00
06/18/03	CAK	Conference with Bruce Campbell regarding Agenda for June 25, 2003	0.20	130.00	\$26.00
06/19/03	BDC	Review docket and edit Agenda Notice for 6/25/03 (1.8) prepare hearing documents and instruct file room staff regarding hearing binders (.7)	2.50	130.00	\$325.00
06/19/03	BDC	Conference with Scotta E. McFarland regarding Agenda and continue edits to Agenda Notice for 6/25/03 and preparation of hearing documents	2.10	130.00	\$273.00
06/19/03	IDK	Attend extended conference call on 6/25 Agenda, status and witnesses (1.70).	1.70	495.00	\$841.50
06/19/03	IDK	Telephone conferences and e-mails with Rob Saunders and buyer's counsel re Eddystone adversary and emergency motion - TRO - injunction.	0.40	495.00	\$198.00
06/19/03	KHB	Prepare discovery responses.	3.80	425.00	\$1,615.00
06/19/03	KHB	Prepare verification re same; telephone conferences with D. Cappazola re same.	0.30	425.00	\$127.50
06/19/03	KHB	Revise protective order and telephone conferences with K. Kobbe re same.	0.70	425.00	\$297.50
06/19/03	KHB	Telephone conferences with K. Kobbe re review of Fleming database; telephone conferences and emails with P. Cappezola re same.	0.40	425.00	\$170.00
06/19/03	RMS	Telephone conference with B. Weller regarding filing and service of Eddystone papers.	0.30	390.00	\$117.00
06/19/03	RMS	Conference call with M. Pachel, counsel to S. Cousins, and J. Bolnick regarding Eddystone adversary proceeding and motions.	0.40	390.00	\$156.00
06/19/03	RMS	Review Eddystone papers.	1.30	390.00	\$507.00
06/19/03	JSB	Telephone to khb (2) re analysis and revisions to interrogatory responses (.5); Telephone conference with Kenneth H. Brown and Damian Capozzola re discovery issues (.2)	0.70	255.00	\$178.50
06/19/03	JSB	Review and analysis of Eddystone complaint, related documents (.4)	0.40	255.00	\$102.00
06/19/03	JSB	Telephone call to Celine Guillou re procedures re production of documents to Sara Lee (.2)	0.20	255.00	\$51.00
06/19/03	JSB	Conference with rms re Eddystone litigation (.2); Telephone conference with Robert M. Saunders and Renee Jones re Eddystone litigation (.5); Telephone conference with Robert M. Saunders and Mark Paklet (spelling) re defendant Steve Cousins' position in Eddystone litigation (.3); Telephone conference with Robert M. Saunders and Rich Hawk re Eddystone Litigation, Phase II objections (.2)	1.20	255.00	\$306.00
06/19/03	JSB	Review and analysis of Nickles/Superior Dairy discovery responses (.6); Revise interrogatory responses (1.6)	2.20	255.00	\$561.00
06/19/03	SEM	Telephone conference with B. Campbell regarding same (.10); email to S. Cho regarding same (.10)	0.20	415.00	\$83.00
06/19/03	SEM	Email exchange with Christopher J. Lhulier regarding hearing on 15th or 16th	0.10	415.00	\$41.50
06/19/03	SEM	Work on agenda for 6/25 hearing	0.50	415.00	\$207.50
06/19/03	SEM	Voice message from and to M. Packel regarding Eddie Stone TRO	0.10	415.00	\$41.50
06/19/03	SEM	Participate in part of conference call with professionals regarding June 25 agenda	1.00	415.00	\$415.00
06/19/03	SEM	Coordinate committee signatures on Kraft stipulation	0.20	415.00	\$83.00
06/19/03	SEM	Review efilng notices and distribute pleadings as necessary	0.30	415.00	\$124.50
06/19/03	JSB	Conference with Damian Capozzola, Kenneth H. Brown re	0.30	255.00	\$76.50

		risk or loss issues and discovery responses (.3);			
06/19/03	CG	Review documents to be produced to Sara Lee and discuss with J. Bolnick; prepare privilege log.	1.90	255.00	\$484.50
06/19/03	IDK	E-mails with Capazola and Greutch re status of Kroeger complaint - reclamation - TRO and whether any action is needed (0.20); e-mails with Chris Lhulier - Kortaba re PACA and potential status conference re same for 6/25 hearing (0.20); review 6/4 hearing summary re same (0.10) review draft agenda of 6/25 hearing (0.10).	0.60	495.00	\$297.00
06/19/03	IDK	Review briefly Eddystone complaint and emergency motion re TRO and emails from its counsel re same and attempts to get hearing (0.40).	0.40	495.00	\$198.00
06/20/03	BDC	Make numerous edits and additions to Agenda Notice of 6/25/03 (3.9) monitor docket for new efilings and prepare additional documents for hearing (1.2) numerous emails to and from Debtors' counsel regarding Agenda item statuses (.8)	5.90	130.00	\$767.00
06/20/03	BDC	Draft and edit pro hac vice motion regarding G. Richards (.8) address efilng and service (.5) discuss changes with A. Groesch (.2)	1.50	130.00	\$195.00
06/20/03	IDK	Research re caseloaw re standards re 105 injunctions to protect Os - Ds - securities litigation (0.80).	0.80	495.00	\$396.00
06/20/03	KHB	Telephone conferences with LDJ re discovery issues.	0.20	425.00	\$85.00
06/20/03	KHB	Prepare discovery responses; confer with Joe Bolnick re same; review documents re document production; and confer with Celine Guillou re document production.	5.50	425.00	\$2,337.50
06/20/03	CJL	Draft email to Bruce Campbell regarding agenda for 6/25/03 hearing	0.20	280.00	\$56.00
06/20/03	CJL	Draft email to B. Roof, R. Wynne and G. Richards regarding Court's schedule for hearing on 6/25/03	0.40	280.00	\$112.00
06/20/03	CJL	Draft email to S. Cho regarding distribution of preliminary agenda	0.20	280.00	\$56.00
06/20/03	CJL	Draft email to Bruce Campbell regarding Eddystone temporary restraining order	0.20	280.00	\$56.00
06/20/03	CJL	Telephone call to Bruce Campbell regarding agenda for 6/25/03 hearing and conference call regarding same on 6/21/03	0.30	280.00	\$84.00
06/20/03	CJL	Telephone call to Bruce Campbell regarding Agenda for the June 25, 2003 hearing and conference call regarding same on June 21, 2003	0.30	280.00	\$84.00
06/20/03	CJL	Draft email to Bruce Campbell regarding Notices of Service regarding Sara Lee Discovery Responses	0.20	280.00	\$56.00
06/20/03	CJL	Review draft Notice of Agenda for the June 25, 2003 hearing	0.30	280.00	\$84.00
06/20/03	RMS	E-mail exchange with R. Jones regarding affidavit regarding Eddystone.	0.20	390.00	\$78.00
06/20/03	RMS	Telephone conferences and e-mail exchange with J. Bolnick regarding Eddystone.	1.10	390.00	\$429.00
06/20/03	JSB	Telephone call to Kenneth H. Brown re revisions and additions to Sara Lee interrogatory response (.6); Draft and revise Sara Lee interrogatory response (3.8); Telephone call from Craig Birchette re responses, witnesses, and verification (.2)	4.60	255.00	\$1,173.00
06/20/03	SEM	Telephone conference with Ira D. Kharasch regarding what I learned on Walrath's rulings on injunctions	0.20	415.00	\$83.00
06/20/03	SEM	Research regarding Walrath published opinions regarding injunctions (.30); review case regarding same (.10)	0.40	415.00	\$166.00
06/20/03	SEM	Review efilng notices and distribute pleadings as necessary	0.60	415.00	\$249.00
06/20/03	JKH	Office conference with Joseph S. Bolnick regarding	0.30	460.00	\$138.00

		Eddystone ex parte issues.			
06/20/03	CG	Confer with K. Brown regarding discovery; review documents to be produced to Sara Lee and discuss with J. Bolnick.	2.70	255.00	\$688.50
06/20/03	LDJ	Preparation and negotiations for matters scheduled for hearing on 6/25	4.80	560.00	\$2,688.00
06/20/03	IDK	Review e-mails from Greotch re conference call tomorrow on Agenda (0.10); review e-mails to counsel for Eddystone re court's grant of hearing on TRO on 6/25 (0.10); Telephone conferences with Rob Saunders and Joe Bolnick together and separately re how to respond this weekend to Eddystone emergency motion re TRO and witness issues (0.50); Telephone conferences with Laura Davis Jones re same and witness issues (0.20); consider issues and strategy re same (0.20).	1.10	495.00	\$544.50
06/20/03	IDK	Telephone conferences and e-mails with Scotta McFarland re survey result of Walrath decisions on 105 injunctions re Os - Ds and caselaw (0.50); Telephone conferences with Greg Werkheiser re Walrath decision re same and standards (0.40); Telephone conferences with Laura Davis Jones re same (0.20).	1.10	495.00	\$544.50
06/20/03	JSB	Telephone call from Bruce Haines re complaint in Eddystone (.3); Conference with Robert M. Saunders re Eddystone (.1); Telephone conference with Robert M. Saunders Ira D. Kharasch re Eddystone (.3); Review and analysis of Eddystone pleadings and related documents and correspondence (.8); Telephone call to Renee re factual narrative of conversations with Eddystone (.9); Telephone calls to Robert Buday re narrative of correspondence and conversations with Eddystone and Eddystone attorneys (.5); Telephone call to Ira D. Kharasch re status of Eddystone matter (.2)	3.10	255.00	\$790.50
06/21/03	BDC	Monitor docket for new filings pertaining to Agenda Notice for 6/25/03 hearing (.8) continue drafting Agenda Notice and preparation of hearing documents (3.3)	4.10	130.00	\$533.00
06/21/03	IDK	E-mails with Rob Saunders re conference call today on Agenda and new agenda letter and our role re residual asset motion and Eddystone adversary (0.20); e-mails with Bruce C. re revised agenda letter of today and review same (0.20); Telephone conferences with Laura Davis Jones re result of survey and research on Judge Walrath and 105 injunctions re Ds & Os (0.30); e-mails with Joe Bolnick and Rob Saunders re status and timing of our opposition to Eddystone TRO motion (0.20).	0.90	495.00	\$445.50
06/21/03	IDK	Attend conference call with Kirkland & Ellis on all motions, witnesses re 6/25 hearing (2.00).	2.00	495.00	\$990.00
06/21/03	CJL	Conference call regarding agenda for and hearing on 6/25/03	2.00	280.00	\$560.00
06/21/03	RMS	Conference call with Alix Partners, Fleming and K&E regarding hearing agenda items.	0.50	390.00	\$195.00
06/21/03	RMS	Prepare for conference call regarding hearing agenda items.	0.30	390.00	\$117.00
06/21/03	RMS	Conference call with I. Kharasch and J. Bolnick regarding Eddystone.	0.40	390.00	\$156.00
06/21/03	RMS	Conference call with J. Bolnick and C. Lhulier regarding Eddystone.	0.40	390.00	\$156.00
06/21/03	RMS	Review and revise affidavit in support of opposition to Eddystone and telephone conference with J. Bolnick regarding same.	1.40	390.00	\$546.00
06/21/03	JSB	Telephone call to Robert Buday re Darren McCleve,	7.90	255.00	\$2,014.50

		Eddystone lease (.2); email A.Thai re Eddystone lease (.1); Research irreparable injury standards in Third Circuit (.6); email Ira D. Kharasch , Robert M. Saunders re Eddystone correspondence (.1); Attend Agenda call re Eddystone, Dovebid residual objections (.4); Conference with Ira D. Kharasch re Eddystone opposition (.3); Draft Opposition to Eddystone motion (4.7); Draft Buday Declaration (.7); Research good faith purchaser/363(m) issue (.8)			
06/21/03	JIS	Conference call re 6.25 agenda	2.00	560.00	\$1,120.00
06/21/03	LDJ	Telephone conference with Debtors' counsel re: matters scheduled on 6/25 hearing	2.00	560.00	\$1,120.00
06/22/03	JKH	Review and revise Eddystone Opposition papers and office conference with Joseph S. Bolnick regarding comments.	0.40	460.00	\$184.00
06/22/03	IDK	Preparation of memorandum on Eddystone Emergency Motion - TRO and verified complaint on core issues and potential arguments (0.80)l office conferences and emails and telephone conferences with Joe Bolnick re same and June 4 letter testimony of Dr. Renee re Dovebid, McCloue at Company and Buday and review drafts of affidavit of Renee and Buday (0.80); e-mails with Buday re his affidavit and discussions with Eddystone (0.30).	1.90	495.00	\$940.50
06/22/03	CJL	Review and revise notice of agenda for hearing on 6/25/03	2.50	280.00	\$700.00
06/22/03	RMS	Telephone conference and e-mail exchange with J. Bolnick regarding Eddystone.	0.70	390.00	\$273.00
06/22/03	RMS	Review Buday affidavit regarding Eddystone.	0.30	390.00	\$117.00
06/22/03	RMS	Review Jones Affidavit regarding Eddystone.	0.30	390.00	\$117.00
06/22/03	RMS	Review and revise Opposition to Eddystone emergency motion and related affidavits.	3.70	390.00	\$1,443.00
06/22/03	JSB	Draft Eddystone Opposition (5.3) ; Research preliminary injunction issues re Eddystone Opposition (.4); Conference with James K. T. Hunter re Eddystone Opposition (.2); Telephone call to Robert Buday re Affidavit (.1); Telephone call to Renee Jones re Affidavit (.6); Revise Buday Affidavit (.2); Revise Jones Affidavit (1.2); telephone conferences with Ira D. Kharasch re Eddystone issues (.4); email to Robert Buday and Jason Horwitz re notice to Eddystone (.1); Telephone calls to and from Darren McCleve re factual narrative and Affidavit (.7); Review and analysis of Darren McCleve memorandum regarding McCleve affidavit (.3); Draft McCleve Affidavit (1.4)	10.90	255.00	\$2,779.50
06/22/03	BDC	Review and prepare pleadings for file management (.4) hearing preparation (.5)	0.90	130.00	\$117.00
06/22/03	BDC	Edit, prepare and Court ready all proposed Orders for 6/25/03 hearing	1.00	130.00	\$130.00
06/22/03	LDJ	Continued preparation for 6/25 hearings	2.80	560.00	\$1,568.00
06/23/03	BDC	Draft and finalize Amended Notice of Agenda of Matters Scheduled for Hearing on 6/25/2003 (2.8) prepare hearing documents and review hearing binders (1.1) research on Martindale-Hubbell and update agenda service list and fax coversheet (.7) address efilng and service and transmittal of Amended Agenda and updated hearing binders to Chambers (.8)	5.40	130.00	\$702.00
06/23/03	BDC	Finalize and prepare Notice of Agenda of Matters Scheduled for Hearing on 6/25/2003 (1.1) draft Affidavit of Service and edit/prepare service list and fax coversheet (.3) address efilng and service (.5) send documents and Agenda to Chambers (.4)	2.30	130.00	\$299.00
06/23/03	BDC	Review docket (.3) edit Agenda Notice for 6/25/03 (.6)	0.90	130.00	\$117.00
06/23/03	KHB	Telephone conferences with K. Kobbe regarding protective order and review same.	0.30	425.00	\$127.50

06/23/03	KHB	Prepare memo regarding discovery issues.	1.40	425.00	\$595.00
06/23/03	CJL	Prepare agenda and binders regarding 6/25/03 hearing	4.50	280.00	\$1,260.00
06/23/03	CJL	Review and revise amended notice of agenda for 6/25/03 hearing	0.60	280.00	\$168.00
06/23/03	CJL	Prepare stipulation to extend time to respond to Hays complaints for filing and service	0.20	280.00	\$56.00
06/23/03	IDK	Office conferences with Joe Bolnick re Buday affidavit issues and notice of deposition re Eddystone TRO motion and other witnesses (0.30); Telephone conferences with Rob Saunders re same and timing of filing our opposition to TRO (0.30); Office conference with Joe Bolnick re Eddystone opposition status, affidavit and Eddystone desire to depose (0.20).	0.80	495.00	\$396.00
06/23/03	IDK	Review e-mail from Buday with attached Eddystone draft purchase agreement re deal that fell through and consider re TRO (0.30); Telephone conferences with Joe Bolnick and Rob Saunders re same (0.30); review and consider draft McCleve affidavit and opposition (0.40).	1.00	495.00	\$495.00
06/23/03	RMS	E-mail exchange and telephone conference with R. Jones regarding Eddystone.	0.80	390.00	\$312.00
06/23/03	RMS	E-mail exchange and telephone conference with J. Bolnick regarding Eddystone.	0.90	390.00	\$351.00
06/23/03	RMS	Review proposed agreement with Drexeline regarding Eddystone, draft e-mail message to J. Bolnick and leave voicemail message for I. Kharasch regarding same.	0.40	390.00	\$156.00
06/23/03	JSB	Telephone calls from Robert M. Saunders re Eddystone Opposition (.4); Telephone calls to Renee Jones re Affidavit (.3); Telephone calls to and from Darren McCleve re Affidavit (.2); Revise Eddystone Opposition (2.2); Telephone calls to and from Garrett VanOsdell, Kirkland, re notice documents re Eddystone sale (.3); Conference with Ira D. Kharasch re Eddystone opposition, deposition of Steven Wolfson, hearing testimony of McCleve(.3); Draft Notice of Wolfson Deposition (.3); Telephone call from Elizabeth Wilburn, attorney for Steven Cousins (.3); Telephone call from Debbie Wade, Legal Dept. from Fleming re documents with respect to Eddystone (.1); email Renee Jones re final version of affidavit (.1); final revisions to eddystone opposition (.4)	4.90	255.00	\$1,249.50
06/23/03	SEM	Telephone conference with party in interest regarding LTX withdrawal.	0.10	415.00	\$41.50
06/23/03	KHB	Conference with Celine Guillou regarding document review.	0.40	425.00	\$170.00
06/23/03	KHB	E-mail to S. Bolnick regarding discovery responses.	0.20	425.00	\$85.00
06/23/03	KHB	E-mail to Mike Scott and D. Alexander regarding deposition dates.	0.20	425.00	\$85.00
06/23/03	CG	Telephone call to K. Kobbe regarding St. Louis databases; prepare letter to M. Chavez enclosing discovery and organize discovery.	0.50	255.00	\$127.50
06/23/03	LDJ	Preparation for 6/25 omnibus hearing re: bar date motion; rejection of leases (various motions); utilities motion; wages order-severance; retention of professionals	5.50	560.00	\$3,080.00
06/23/03	LDJ	Correspondence with Chris Lhulier, Esq. re: DeGeorgio request on scheduling of 6/25 hearings	0.20	560.00	\$112.00
06/24/03	BDC	Court ready Orders for today's hearing	0.80	130.00	\$104.00
06/24/03	BDC	Review and prepare Notice of Service of Discovery Responses in Sara Lee Adv. Pro., (.1) address efilng and sending efiled documents to appropriate parties (.3)	0.40	130.00	\$52.00
06/24/03	JKH	Telephone call from Ira D. Kharasch regarding Eddystone ex parte.	0.30	460.00	\$138.00
06/24/03	KHB	E-mails regarding deposition schedules and protective	0.50	425.00	\$212.50

		order.			
06/24/03	KHB	Conference call with C. Guillou regarding discovery issues.	0.40	425.00	\$170.00
06/24/03	CJL	Prepare order for hearing on 6/25/03	4.50	280.00	\$1,260.00
06/24/03	CJL	Meeting with Cheryl Knotts regarding confidentiality stipulation in Sara Lee adversary	0.20	280.00	\$56.00
06/24/03	CJL	Prepare opposition to Eddystone temporary restraining order for filing and service	0.80	280.00	\$224.00
06/24/03	CJL	Participate in legal issues call with Alix and Kirkland & Ellis attorneys	1.40	280.00	\$392.00
06/24/03	CJL	Draft email to A. Stitzer regarding amended notice of agenda regarding 6/25/03 hearing regarding E-Z Mart	0.20	280.00	\$56.00
06/24/03	CJL	Participate in group call regarding preparation for hearing on 6/25/03	1.50	280.00	\$420.00
06/24/03	IDK	Review next draft and then final of opposition to Eddystone emergency motion for TRO and begin preparation for argument (1.40); Telephone conferences and office conferences with Rob Saunders and Joe Bolnick re status of opposition and affidavit for filing ASAP (0.30); Telephone conferences and e-mails with Rob Saunders and Jim Saklaw re same and arrival of witnesses (0.30).	2.00	495.00	\$990.00
06/24/03	IDK	Review amended agenda (0.10); attend part of conference call with Kirkland & Ellis on all agenda issues (1.50); review withdrawal notice by Eddystone re emergency motion (0.100).	1.70	495.00	\$841.50
06/24/03	RMS	E-mail exchange and telephone conference with I. Kharasch regarding Eddystone.	0.50	390.00	\$195.00
06/24/03	RMS	E-mail exchange and telephone conference with J. Bolnick regarding Eddystone.	0.80	390.00	\$312.00
06/24/03	RMS	Revise Eddystone Opposition and affidavits.	2.60	390.00	\$1,014.00
06/24/03	CAK	Telephone call from Gilliam Hamid regarding agenda	0.10	130.00	\$13.00
06/24/03	CAK	Revise service list for Sara Lee adversary	0.20	130.00	\$26.00
06/24/03	CAK	Draft affidavit of service regarding Eddystone adversary	0.10	130.00	\$13.00
06/24/03	CAK	Draft service list regarding Eddystone adversary	0.20	130.00	\$26.00
06/24/03	CAK	Prepare document, serve and efile Debtors Opposition to Emergency Motion of Eddystone	0.60	130.00	\$78.00
06/24/03	JSB	Telephone call to Darren McCleve re Eddystone Foods/Fleming Agreement (.1); email Robert M. Saunders, Ira D. Kharasch re Eddystone Foods/Fleming Agreement (.1); Telephone call to Christopher J. Lhulier re sanctions and filing (.2); Prepare pleadings, affidavits, and exhibits for Eddystone objection filing in Delaware (.7); email Eddystone objection and exhibits to all counsel (.2); Telephone conference with Chuck Kuhn and Bruce Haines re Eddystone objection and withdrawal of (.3); Telephone conference with Ira D. Kharasch re Eddystone withdrawal of motion (.1); Telephone call to Renee Jones and Darren McCleve re withdrawal of motion (.1)	1.50	255.00	\$382.50
06/24/03	JSB	Draft stipulation to amend answer in Sara Lee adversary	0.40	255.00	\$102.00
06/24/03	SEM	Telephone conference with Christopher J. Lhulier status of needed orders and status of schedules and statements.	0.20	415.00	\$83.00
06/24/03	CG	Telephone call with M. Chavez-Ruark regarding St. Louis databases and discovery; begin review of Sara Lee document production and coordinate discovery.	1.10	255.00	\$280.50
06/24/03	LDJ	Continued preparation for 6/25 hearings re: lease rejection procedures motion; lease rejections; employee severance; bar date motion; retention of various professionals; assumption and assignment of leases; extension of Section 365(d)(4)	6.80	560.00	\$3,808.00
06/24/03	LDJ	Telephone conference with Debtors' counsel re: matters	1.50	560.00	\$840.00

		scheduled on 6/25 hearing			
06/24/03	CJL	Research regarding order granting sale of 3 Richmar stores; Exhibits missing from signed order	0.40	280.00	\$112.00
06/24/03	IDK	Telephone conference with Jim Hunter re deposition of Eddystone main declarant re its emergency motion and whether to withdraw deposition and consider (0.30); Telephone conferences and e-mails with Joe Bolnick and Linda re cancellation of deposition (0.20); Telephone conferences and e-mails with Joe Bolnick and Rob Saunders and Eddystone and Buyer re Eddystone intent to withdraw its emergency motion and coordinate with witnesses (0.30); e-mails with client re same (0.20).	1.00	495.00	\$495.00
06/25/03	KHB	Work on supplemental document production and e-mails regarding same.	1.00	425.00	\$425.00
06/25/03	KHB	Conference with Celine Guillou regarding review of Sara Lee documents.	0.40	425.00	\$170.00
06/25/03	CJL	Prepare for hearing on 6/25/03	5.00	280.00	\$1,400.00
06/25/03	CJL	Attend hearing on 6/25/03	2.90	280.00	\$812.00
06/25/03	RMS	Telephone conference and e-mail exchange with I. Kharasch regarding 6/25 hearing.	0.80	390.00	\$312.00
06/25/03	RMS	Telephone conference and e-mail exchange with J. Sklar regarding 6/25 hearing.	0.40	390.00	\$156.00
06/25/03	RMS	Telephone conference and e-mail exchange with C. Lhulier regarding 6/25 hearing.	0.60	390.00	\$234.00
06/25/03	RMS	E-mail exchange with S. McFarland about service dates.	0.20	390.00	\$78.00
06/25/03	CAK	Prepare for hearing on June 25, 2003	6.40	130.00	\$832.00
06/25/03	SEM	Prepare stipulation to withdraw RTX motion (.60); revisions to stipulation (.20); draft email to D. Fournier and S. Cousins regarding signatures (.10).	0.90	415.00	\$373.50
06/25/03	SEM	Conference with Christopher J. Lhulier regarding preparation of order for hearing.	0.30	415.00	\$124.50
06/25/03	SEM	Telephone conference with Christopher J. Lhulier regarding results of hearing.	0.20	415.00	\$83.00
06/25/03	SEM	Review S. Cho memo regarding summary of hearing results.	0.10	415.00	\$41.50
06/25/03	SEM	Email exchange with S. Cho regarding status of hearing.	0.20	415.00	\$83.00
06/25/03	SEM	Recount filing deadlines and revise email to attorneys regarding filing deadlines.	0.20	415.00	\$83.00
06/25/03	CG	Review Sara Lee document production and coordinate discovery.	2.10	255.00	\$535.50
06/25/03	JSB	Telephone call to Kenneth H. Brown re witness re Vendor Partner Manual in Sara Lee litigation (.1)	0.10	255.00	\$25.50
06/25/03	BDC	Hearing preparation with K&E for today's hearing (editing, copying, Court readying, information gathering from docket)	2.20	130.00	\$286.00
06/25/03	LDJ	Final preparation of evidence and arguments; continue negotiations for 6/25 hearings re: lease rejection motions; motion to extend Section 365(d)(4) period; retention of various professionals; employee severance; bar date motion	4.80	560.00	\$2,688.00
06/25/03	LDJ	Attend hearing re: lease rejection motions; motion to extend Section 365(d)(4); retention motions; employee severance; bar date motion	3.50	560.00	\$1,960.00
06/25/03	JSB	Telephone call from Kenneth H. Brown re Fleming bank balances re Sara Lee Discovery (.1); Telephone call to Damian Capozzola re bank balances, other discovery, email KHB re bank balances (.1)	0.20	255.00	\$51.00
06/26/03	KHB	Review discovery responses.	1.00	425.00	\$425.00
06/26/03	KHB	Prepare Rule 30(b)(6) deposition notice.	1.00	425.00	\$425.00
06/26/03	KHB	Determine identity of Witness for deposition and trial	0.80	425.00	\$340.00

06/26/03	KHB	Telephone conferences with D. Capozzola regarding scheduling depositions and Rule 30(b)(6) notice.	0.50	425.00	\$212.50
06/26/03	CJL	Review amended certification of counsel regarding confidentiality stipulation with Sara Lee	0.20	280.00	\$56.00
06/26/03	CJL	Telephone call to S. Cho regarding hearing on 6/25/03	0.20	280.00	\$56.00
06/26/03	CJL	Telephone call to F. Revillo regarding hearing on 6/25/03	0.20	280.00	\$56.00
06/26/03	CJL	Telephone call from F. Perillo regarding hearing on 6/25/03	0.20	280.00	\$56.00
06/26/03	CJL	Draft email to D. Cappozola regarding service of discovery in DSD litigation	0.20	280.00	\$56.00
06/26/03	RMS	Conference with I. Kharasch regarding 6/25 hearing and tasks arising therefrom.	0.50	390.00	\$195.00
06/26/03	CAK	Draft amended certificate of counsel regarding stipulation in Sara Lee regarding Confidentiality Order	0.30	130.00	\$39.00
06/26/03	CAK	Draft order regarding amended certificate of counsel regarding Stipulation in Sara Lee regarding Confidentiality Order	0.10	130.00	\$13.00
06/26/03	SEM	Review efilng notices and distribute pleadings regarding same.	0.10	415.00	\$41.50
06/26/03	SEM	Review various spending tasks and organize files.	0.60	415.00	\$249.00
06/26/03	SEM	Review efilng notices and distribute pleadings regarding same.	0.20	415.00	\$83.00
06/26/03	SEM	Review efilng notices and distribute pleading regarding same.	0.20	415.00	\$83.00
06/26/03	SEM	Telephone conference with Christopher J. Lhulier regarding procedure to follow in Walrath's absence and other pending matters (.20); follow-up email to Christopher J. Lhulier.	0.30	415.00	\$124.50
06/26/03	CG	Telephone conference with K. Brown and K. Kobbe regarding discovery; review Sara Lee document production and coordinate discovery; confer with K. Brown regarding depositions; draft letter to M. Chavez-Ruark; confer with M. Scott regarding Sara Lee timing of payments and related spreadsheet.	2.90	255.00	\$739.50
06/27/03	JKH	Office conference with Joseph S. Bolnick regarding Sara Lee 30(b)(6) deposition.	0.20	460.00	\$92.00
06/27/03	CJL	Draft email to D. Cappazola regarding filing of Notice of Service of Discovery in Farris litigation	0.20	280.00	\$56.00
06/27/03	CJL	Draft email to Laura Davis Jones regarding expert witness retention for E-Z Mart litigation	0.20	280.00	\$56.00
06/27/03	CJL	Draft emails to S. Cho regarding Motion to Extend Removal Deadline; forward sample motion	0.40	280.00	\$112.00
06/27/03	CJL	Review and sign subpoena in E-Z Mart litigation	0.20	280.00	\$56.00
06/27/03	CJL	Draft email to M. Ghasemi regarding removal extension motion	0.20	280.00	\$56.00
06/27/03	IDK	Research re injunction opinion and Ds & Os (0.30).	0.30	495.00	\$148.50
06/27/03	IDK	Review task list and calendar and preparation of list of items to add (0.40).	0.40	495.00	\$198.00
06/27/03	JSB	Telephone call to Terry List re issues relating to change in Vendor Partner Manual re Sara Lee litigation, email to Kenneth H. Brown re same (.4)	0.40	255.00	\$102.00
06/27/03	KHB	Conference call with counsel in DSD Litigation regarding deposition scheduling.	0.80	425.00	\$340.00
06/27/03	KHB	Telephone conferences with D. Capozzola regarding deposition preparation and scheduling; review of data base by plaintiffs.	0.70	425.00	\$297.50
06/27/03	KHB	Confer with Celine Guillou regarding document review and and review of data base.	0.40	425.00	\$170.00
06/27/03	JSB	Conference call with Danian Capozzola, Kenneth H. Brown , and Kevin Kobbe re deposition scheduling in constructive trust litigation (.4); Telephone conference	2.40	255.00	\$612.00

		with Debbie Alexander-Burklow, Kenneth H. Brown , Damian Capozzola re witness identification issues in constructive trust litigation(.4); Review our supplemental document production in Sara Lee (.3); Review materials extracted by Sara Lee from the Fleming database (.3); Telephone conference with Kenneth H. Brown and Damian Capozzola re witnesses, data base inspection, and travel to Oklahoma City (.2); Draft 30(b)(6) notice of deposition of Sara Lee (.6)			
06/27/03	CG	Telephone conferences with K. Brown, K. Kobbe, D. Cappozzola and other parties regarding discovery and deposition scheduling; review Sara Lee document production and coordinate discovery; confer with K. Brown regarding depositions; telephone conference with D. Burkow regarding potential witnesses; confer with M. Scott regarding Sara Lee timing of payments and related spreadsheet.	0.90	255.00	\$229.50
06/27/03	CG	Review document requests and Sara Lee responses and draft letter to K. Kobbe.	2.50	255.00	\$637.50
06/27/03	LDJ	Coordinate notices and service of orders signed from 6/25 hearing	1.20	560.00	\$672.00
06/30/03	KHB	Conference call regarding DSD Litigation discovery issues.	0.50	425.00	\$212.50
06/30/03	KHB	Review and revise Rule 30(b)(6) deposition notice.	1.00	425.00	\$425.00
06/30/03	KHB	Telephone conferences with K. Kobbe regarding Rule 30(b)(6) deposition notice.	0.20	425.00	\$85.00
06/30/03	CJL	Prepare removal exclusivity motion for filing and service	0.80	280.00	\$224.00
06/30/03	CAK	Draft certificate of service regarding Motion to Extend time to Remove Actions	0.10	130.00	\$13.00
06/30/03	CAK	Draft Notice regarding Motion to Extend Time to Remove Actions	0.40	130.00	\$52.00
06/30/03	CAK	Organize Motion to Extend Time to Remove Action	0.20	130.00	\$26.00
06/30/03	CAK	Prepare document and serve regarding Motion to Extend Time to Remove Action	0.40	130.00	\$52.00
06/30/03	CAK	Organize affidavits of service from BMC for filing	0.70	130.00	\$91.00
06/30/03	CAK	Email from Christopher J. Lhulier regarding request to prepare request for production of Alberton	0.20	130.00	\$26.00
06/30/03	CAK	Prepare service regarding Request for Production to Alberton	0.20	130.00	\$26.00
06/30/03	CAK	Draft service list regarding Request for Production to Alberton	0.10	130.00	\$13.00
06/30/03	CAK	Serve Request for Production of Alberton	0.20	130.00	\$26.00
06/30/03	JSB	Draft 30(b)(6) deposition of Sara Lee (.7); Telephone Conference with Damian Capozzola, Andrew Horn, Nicole Goldstein, Alex Barnard, Kevin Kobbe, Mr. Ron Darty (.4);	1.10	255.00	\$280.50
06/30/03	JSB	Telephone conference with Karen Welch, Logistics Analyst at Fleming, re Vendor Partner Manual (.3); Telephone conference with Charlie Meyers, Merchandising V.P., re Vendor Partner Manual (.3); Telephone call from Kenneth H. Brown re Sara Lee 30(b)(6) deposition notice re definitions section, inclusion of Vendor Partner Manual subject areas, and inclusion of areas highlighted in deposition outline (.3); Review and analysis of Damian Capozzola general deposition outline (.4); Revise Sara Lee deposition notice (.7)	2.00	255.00	\$510.00
06/30/03	SEM	Review efilng notices from 6/27 forward and distribute pleadings as necessary.	1.30	415.00	\$539.50
06/30/03	CG	Revise and send letter to K. Kobbe; telephone conversation with K. Kobbe regarding discovery.	0.20	255.00	\$51.00
06/30/03	IDK	E-mails and telephone conferences with cilent and Geoff Richards re removal deadline and preparation of motion to	0.30	495.00	\$148.50

extend deadline (0.30).

Task Code Total			497.80		\$160,933.00
CASE ADMINISTRATION [B110]					
05/22/03	SEM	Email exchange with A. Groesch regarding committee issues.	0.10	415.00	\$41.50
05/23/03	SEM	Voice message from and to D. Lowenstein regarding status.	0.10	415.00	\$41.50
05/23/03	SEM	Voice message from and to S. Boswell regarding status of case.	0.10	415.00	\$41.50
05/23/03	SEM	Review email from Cheryl A. Knotts regarding Amy Swedberg's request for notice and email for Amy Swedberg regarding same.	0.10	415.00	\$41.50
06/01/03	DNM	Prepare hearing notebook.	8.00	40.00	\$320.00
06/01/03	KSN	Prepare Hearing Binders.	4.00	40.00	\$160.00
06/02/03	JSB	Telephone call from Chuck Exom, atty for EW James Supermarkets (.1); email idk re EW James (.1); Telephone call to Louis Price re EW James (.2); email Craig Adkins re EW James (.1)	0.50	255.00	\$127.50
06/02/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.70	130.00	\$91.00
06/02/03	RMO	Prepare hearing notebook.	5.00	70.00	\$350.00
06/02/03	SLP	Maintain document control.	7.00	65.00	\$455.00
06/02/03	AXC	Maintain document control.	2.00	40.00	\$80.00
06/02/03	CAK	Maintain Document Control	0.50	130.00	\$65.00
06/02/03	CJL	Draft email to S. Cho regarding inquiry from G. Cohen of Nut Factory regarding top 20 lists of Coremark	0.20	280.00	\$56.00
06/02/03	DNM	Maintain document control.	2.00	40.00	\$80.00
06/03/03	JSB	Telephone call from Tracy Sannicolas of Carlson Travel re notice of auction (.1); Telephone call from Alfred Meyers, Lisbon Associates (.2); Telephone call from Diane Wells, attorney for Miami, Florida area supermarkets (.2); Telephone call from Steve Manbec re lease issue (.2); Telephone call to Craig Adkins referring him to mary wells and Florida supermarket issue (.2)	0.90	255.00	\$229.50
06/03/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.40	130.00	\$52.00
06/03/03	AXC	Maintain document control.	2.00	40.00	\$80.00
06/03/03	CAK	Maintain Document Control	0.50	130.00	\$65.00
06/03/03	CAK	Draft core group fax cover	0.20	130.00	\$26.00
06/03/03	CAK	Draft signature block regarding Request from Kirkland & Ellis	0.30	130.00	\$39.00
06/04/03	CMS	Prepare Hearing Notebook.	0.60	55.00	\$33.00
06/04/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.70	130.00	\$91.00
06/04/03	RMO	Prepare hearing notebook.	1.00	70.00	\$70.00
06/04/03	KSN	Maintain Document Control.	3.00	40.00	\$120.00
06/04/03	AXC	Maintain document control.	1.00	40.00	\$40.00
06/05/03	JSB	Telephone call from Jesse Silverman, Rothman's Benson Hedges, re reclamation, critical trade issues (.2)	0.20	255.00	\$51.00
06/05/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.30	130.00	\$39.00
06/06/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.30	130.00	\$39.00
06/06/03	BDC	Review docket for vaious efilings and check service in file room, as requested by Christopher J. Lhulier	0.90	130.00	\$117.00
06/06/03	CJL	Review and process documents for distribution	0.30	280.00	\$84.00
06/07/03	BDC	Prepare all documents filed on 6/6/03 and organize for file	0.90	130.00	\$117.00

		maintenance and paperflow (.4) review service (.2) review Critical Dates memo (.3)			
06/09/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.50	130.00	\$65.00
06/09/03	BDC	Review docket against Critical Dates memo for accuracy and case status	0.60	130.00	\$78.00
06/09/03	SEM	Reviewing emails, other correspondence and pleadings from past two weeks regarding status and action items.	2.50	415.00	\$1,037.50
06/09/03	SEM	Telephone conference with Christopher J. Lhulier regarding status of case and pending motions.	0.40	415.00	\$166.00
06/09/03	SEM	Review and respond to email from V&E regarding request for creditor matrix.	0.10	415.00	\$41.50
06/09/03	SEM	Review revised task list and calendar.	0.20	415.00	\$83.00
06/09/03	CAK	Telephone call from Christine Shaub regarding Request for 2002 service list	0.10	130.00	\$13.00
06/09/03	JSB	Telephone call from Dave Hilst, Alva-Amco re vendor issues (.2);	0.20	255.00	\$51.00
06/10/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.40	130.00	\$52.00
06/10/03	AXC	Maintain document control.	3.00	40.00	\$120.00
06/10/03	CAK	Revise critical dates memo	0.40	130.00	\$52.00
06/10/03	CAK	Maintain Document Control	0.50	130.00	\$65.00
06/11/03	AXC	Maintain document control.	1.00	40.00	\$40.00
06/11/03	CAK	Update critical dates memo	0.50	130.00	\$65.00
06/11/03	CAK	Update critical dates memo	0.20	130.00	\$26.00
06/11/03	CAK	Maintain Document Control	0.30	130.00	\$39.00
06/11/03	JSB	Telephone call from Debbie Whitmore, Z&S Distributing, re claims issues (.1)	0.10	255.00	\$25.50
06/12/03	BDC	Prepare and review documents and service copies filed on 6/11/03, organize for file maintenance and paperflow, send copies of documents for Chambers	0.80	130.00	\$104.00
06/12/03	BDC	Draft fax service list incorporating all available information for use in filing and service of Notice of Telephonic Hearing on 6/13/03	0.80	130.00	\$104.00
06/12/03	SLP	Maintain document control.	6.00	65.00	\$390.00
06/12/03	CJL	Review and process documents for distribution	0.40	280.00	\$112.00
06/12/03	CAK	Draft Pro Hac Vice Motion for Andrew Paris and Helek Rahjoo	0.40	130.00	\$52.00
06/13/03	SLP	Maintain document control.	7.30	65.00	\$474.50
06/13/03	CJL	Review and process documents for distribution	0.30	280.00	\$84.00
06/13/03	RMS	E-mail exchange with B. Burnett regarding call with committee professionals.	0.20	390.00	\$78.00
06/13/03	CAK	Maintain Document Control	0.30	130.00	\$39.00
06/13/03	CAK	Update critical dates memo	0.10	130.00	\$13.00
06/13/03	JSB	Telephone call from Jesse Silverman, Rothmans/Benson Hedges, re reclamation claim (.2); Telephone call to Christopher J. Lhulier re Rothman reclamation claim (.1); Telephone call and email to Marlene Chappe re Rothman reclamation claim (.1); Telephone call to Jesse Silverman re same (.1); Telephone call to Andrea Schrepfer, Bankruptcy Management re same (.1); Telephone call from Marlene Chappe, email re Rothman claim (.1)	0.60	255.00	\$153.00
06/14/03	BDC	Review Agenda Notice for 6/25/03 hearing, Critical Dates memo and docket for case status	1.10	130.00	\$143.00
06/16/03	BDC	Review pleadings, check service and organize for file maintenance and paperflow	0.70	130.00	\$91.00
06/16/03	DNM	Maintain document control.	2.00	40.00	\$80.00
06/16/03	CAK	Maintain Document Control	0.30	130.00	\$39.00
06/16/03	CAK	Update critical dates memo	0.10	130.00	\$13.00
06/16/03	CAK	Maintain Document Control	0.30	130.00	\$39.00
06/16/03	SEM	Voicemail from and to H. Keller regarding status of case	0.10	415.00	\$41.50

06/16/03	MSC	Review documents for critical dates, further handling and distribution	0.10	125.00	\$12.50
06/17/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.40	130.00	\$52.00
06/17/03	CJL	Review and process documents for distribution	0.20	280.00	\$56.00
06/17/03	CAK	Maintain document control	0.50	130.00	\$65.00
06/17/03	CAK	Update critical dates memo	0.20	130.00	\$26.00
06/17/03	SEM	Review and organize working files	1.10	415.00	\$456.50
06/18/03	CJB	Prepare hearing notebook for hearing on 6/25/03.	7.80	55.00	\$429.00
06/18/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.70	130.00	\$91.00
06/18/03	BDC	Meet with Cheryl A. Knotts to discuss case management in her absence(.4) , make notes and draft personal schedule of assignments (.2)	0.60	130.00	\$78.00
06/18/03	SLP	Maintain document control.	6.00	65.00	\$390.00
06/18/03	CAK	Maintain document control	0.30	130.00	\$39.00
06/18/03	CAK	Update critical date memo	1.50	130.00	\$195.00
06/19/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.40	130.00	\$52.00
06/19/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.60	130.00	\$78.00
06/19/03	SLP	Maintain document control.	3.30	65.00	\$214.50
06/19/03	KER	Prepare hearing binders.	4.00	40.00	\$160.00
06/19/03	MRS	Calls from and to Scotta McFarland re: seeking sealing of confidential documents erroneously filed	0.10	325.00	\$32.50
06/19/03	AXC	Maintain document control.	2.00	40.00	\$80.00
06/20/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.80	130.00	\$104.00
06/20/03	SLP	Maintain document control.	6.00	65.00	\$390.00
06/20/03	DNM	Prepare hearing notebook.	2.00	40.00	\$80.00
06/20/03	KER	Prepare hearing binders.	3.50	40.00	\$140.00
06/20/03	KSN	Prepare Hearing Binders.	8.00	40.00	\$320.00
06/20/03	CJL	Coordinate weekend staff support for preparation of agenda for 6/25/03 hearing	0.40	280.00	\$112.00
06/20/03	SEM	Email exchange with Christopher J. Lhulier and S. Cho regarding giving drafts of agenda to other parties	0.20	415.00	\$83.00
06/21/03	AXC	Prepare hearing binder.	7.00	40.00	\$280.00
06/22/03	DNM	Prepare hearing notebook.	5.50	40.00	\$220.00
06/22/03	KSN	Prepare Hearing Binders.	2.50	40.00	\$100.00
06/22/03	AXC	Prepare hearing binders.	3.00	40.00	\$120.00
06/22/03	AXC	Prepare hearing binders.	3.00	40.00	\$120.00
06/22/03	JSB	Telephone call from Mark Pritchard, Montana Dept. of Revenue (.1)	0.10	255.00	\$25.50
06/23/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.40	130.00	\$52.00
06/23/03	DNM	Prepare hearing notebook.	12.00	40.00	\$480.00
06/23/03	KSN	Prepare Hearing Binders.	12.00	40.00	\$480.00
06/23/03	AXC	Prepare hearing binders.	4.00	40.00	\$160.00
06/23/03	JSB	Telephone call to MJ John of BMC re Rothman's reclamation claim	0.20	255.00	\$51.00
06/24/03	BDC	Research Martindale Hubbell and internet for correct fax numbers and update fax coversheet for Agenda Notices	0.70	130.00	\$91.00
06/24/03	BDC	Review and prepare documents filed and served on 6/23/03 and address sending to case files and interested parties	0.70	130.00	\$91.00
06/24/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.30	130.00	\$39.00
06/24/03	RMO	Prepare hearing binder.	1.50	70.00	\$105.00
06/24/03	SLP	Maintain document control.	3.00	65.00	\$195.00
06/24/03	CAK	Maintain document control	0.50	130.00	\$65.00
06/24/03	JSB	Telephone call to Jesse Silverman, Rothman's, re reclamation claim (.1)	0.10	255.00	\$25.50

06/25/03	JSB	Telephone call from Michelle Scarborough, Hibbett's Sporting Goods, re lease issue (.1); martha stevens, Jani-King of Tulsa re administrative claim (.1)	0.20	255.00	\$51.00
06/25/03	MSC	Review documents for critical dates, further handling and distribution	0.10	125.00	\$12.50
06/26/03	BDC	Review pleadings and organize for file maintenance and paperflow	0.60	130.00	\$78.00
06/26/03	CJL	Review and process documents for distribution	0.30	280.00	\$84.00
06/26/03	CAK	Maintain Document Control	0.20	130.00	\$26.00
06/26/03	CAK	Update critical dates memo	0.40	130.00	\$52.00
06/26/03	MSC	Review documents for critical dates, further handling and distribution	0.10	125.00	\$12.50
06/27/03	CJL	Draft email to Laura Davis Jones regarding procedures for ordering while Judge is on vacation	0.20	280.00	\$56.00
06/28/03	BDC	Review Critical Dates memo and check service of documents filed on 6/26/03 and 6/27/03	0.70	130.00	\$91.00
06/30/03	TMO	Add 365(d)(4) order to firm-wide deadlines chart.	0.10	120.00	\$12.00
06/30/03	TMO	Request and receive from C. Knotts the remaining critical deadlines information for firm-wide chart (.10); apply same to chart (.10).	0.20	120.00	\$24.00
06/30/03	CJL	Review and process documents for distribution	0.50	280.00	\$140.00
06/30/03	CAK	Maintain Document Control	0.40	130.00	\$52.00
06/30/03	CAK	Update critical dates memo	0.30	130.00	\$39.00
06/30/03	JSB	Telephone call from Bill Spatz, landlord to Fleming (.1); Kelly McCarthy, Marlin Leasing re leases of security systems (.2); Telephone call from Victoria Sario, atty. for Vasser Realty Group re lease issues (.1)	0.40	255.00	\$102.00
06/30/03	BDC	Review documents filed on 6/27/03, check service and prepare for file maintenance and paperflow	0.70	130.00	\$91.00

Task Code Total**189.20****\$14,671.50****CLAIMS ADMIN/OBJECTIONS [B310]**

05/21/03	SEM	Telephone conference with T. Thompson regarding proof of claim question for Fireman's Fund.	0.10	415.00	\$41.50
06/01/03	LDJ	Correspondence with Jason Pomerantz, Esq. re: claims objections	0.20	560.00	\$112.00
06/02/03	IDK	Telephone conferences with Lischoff re reclamation process and timing of payment for treatment (0.30).	0.30	495.00	\$148.50
06/06/03	CJL	Meeting with Kathleen Wittig regarding document request regarding settlement procedures	0.20	280.00	\$56.00
06/09/03	CJL	Telephone call to Werner Disse regarding motion to approve Verizon settlement	0.20	280.00	\$56.00
06/09/03	SEM	Review email from G. Jennsen regarding Chep's issues with pallet locations and forward same.	0.10	415.00	\$41.50
06/10/03	CJL	Prepare motion for approving omnibus settlement procedures for filing and services	0.70	280.00	\$196.00
06/10/03	CJL	Prepare bar date motion for filing and service	0.80	280.00	\$224.00
06/10/03	CAK	Revise Order Authorizing Omnibus Procedures for Settling Certain Customer Claims	0.10	130.00	\$13.00
06/10/03	CAK	Draft Notice of Motion Authorizing Omnibus Procedures for Settling Certain Customer Claims	0.40	130.00	\$52.00
06/10/03	CAK	Draft certificate of service regarding Motion Authorizing Omnibus Procedures for Settling Certain Customer Claims	0.10	130.00	\$13.00
06/10/03	CAK	Revise Motion Authorizing Omnibus Procedures for Settling Certain Customer Claims	0.50	130.00	\$65.00
06/10/03	CAK	Prepare document and serve Motion Authorizing Omnibus Procedures for Settling Certain Customer Claims	0.40	130.00	\$52.00
06/10/03	CAK	Revise Bar date Motion	0.20	130.00	\$26.00

06/10/03	CAK	Revise Order to Bar date Motion	0.10	130.00	\$13.00
06/10/03	CAK	Draft Notice to Bar date Motion	0.40	130.00	\$52.00
06/10/03	CAK	Draft certificate of service regarding Bar date Motion	0.10	130.00	\$13.00
06/11/03	CJL	Telephone call from J. Silverman regarding status of reclamation demand	0.20	280.00	\$56.00
06/11/03	SEM	Review situation and respond to email request from S. Cho regarding Universal Services claim not being against any Fleming entities.	0.20	415.00	\$83.00
06/12/03	IDK	Telephone conferences with John Middleton Company re its reclamation claim and desire for junior lien status (0.40).	0.40	495.00	\$198.00
06/12/03	CJL	Telephone call to Tyler Refrigeration regarding prepetition invoices	0.20	280.00	\$56.00
06/12/03	CAK	Coordinate efilng of Affidavit of Service regarding Notice of Commencement	0.10	130.00	\$13.00
06/13/03	IDK	Telephone conferences with PACA creditors re PACA procedure and report and how to file claim (0.30); review e-mail from Kotarba re draft report (0.10).	0.40	495.00	\$198.00
06/13/03	CJL	Telephone call from B. Cataline regarding PACA trust claim	0.20	280.00	\$56.00
06/13/03	CJL	Telephone call from Joseph Bolnick regarding research regarding reclamation claim	0.20	280.00	\$56.00
06/13/03	MSC	Research file room for proof of delivery of reclamation claim of Jesse Silverman on behalf of Rothman's Benson Hedges	0.70	125.00	\$87.50
06/13/03	MSC	Correspondence to Joseph S. Bolnick, enclosing proof of delivery of reclamation claim of Jesse Silverman on behalf of Rothman's Benson Hedges	0.10	125.00	\$12.50
06/15/03	JSB	Research law on PACA trusts (.6), email to Ken Brown re PACA trusts (.3); Research law on offset, recoupment, and statute of limitations (1.4)	2.30	255.00	\$586.50
06/16/03	IDK	E-mails with Geoff R. and Becky R. re Morgan Stanley motion for substantial contributions and deal Committee struck with Morgan Stanley (0.30).	0.30	495.00	\$148.50
06/16/03	CJL	Prepare PACA report for filing and service	1.10	280.00	\$308.00
06/16/03	SEM	Draft email to C. Mooney regarding Chep's pallets	0.10	415.00	\$41.50
06/16/03	SEM	Telephone conference with H. Cohen regarding chep pallets	0.30	415.00	\$124.50
06/16/03	BDC	Review and prepare PACA Report (.4) address efilng and service (.7)	1.10	130.00	\$143.00
06/17/03	CJL	Telephone call from E. Alexander regarding reclamation claims status	0.10	280.00	\$28.00
06/17/03	SEM	Voice message to and from D. Goudy regarding Chep pallet issues	0.10	415.00	\$41.50
06/17/03	SEM	Advise C. Knotts of extension for lenders to object to bar date motion and Customer Programs motion	0.10	415.00	\$41.50
06/17/03	IDK	E-mails with Andy G. re status of Kroger complaint re reclamation (0.20).	0.20	495.00	\$99.00
06/17/03	CJL	Telephone call from R. Serrares regarding bondholder question regarding payment of interest on bonds	0.30	280.00	\$84.00
06/17/03	IDK	E-mails with Chris Lhulier re inquiries from bondholders re interest payment and sale inquiries (0.20).	0.20	495.00	\$99.00
06/18/03	IDK	Telephone conferences with Morcaldi at U.S. Department of Agriculture re potential "PASA" claims against Company and USDA role in same (0.40).	0.40	495.00	\$198.00
06/18/03	SEM	Telephone conference with attorney for Resources for Living regarding postpetition payments (.10); telephone conference with D. Jerome regarding same (.10)	0.20	415.00	\$83.00
06/18/03	IDK	E-mails and telephone conferences with Eva Davis and Kortarba re issues on potential "Supply Agreement" with potential bidders and issues of PACA claims for same and	0.40	495.00	\$198.00

		how to eliminate liability (0.40).			
06/18/03	LDJ	Correspondence with Steven Kartaba, Esq. re: PACA claims	0.20	560.00	\$112.00
06/19/03	SEM	Attend to correcting mistake regarding administrative claim that is not against Fleming	0.10	415.00	\$41.50
06/20/03	IDK	Telephone conferences with Bobby Shire re claims bar date motion (0.20); Telephone conferences with counsel for reclamation claimant re reclamation process (0.20).	0.40	495.00	\$198.00
06/22/03	IDK	E-mails with Kotarba re PACA summary (0.10).	0.10	495.00	\$49.50
06/24/03	IDK	Review and consider extension of first PCA posture sumamry, memo - SK for tomorrow's hearing re report status, funding issues, claims still to be reconciled, etc. (0.40).	0.40	495.00	\$198.00
06/25/03	IDK	Review and consider extensive PACA claim - report - payment - strategy memos with questions and answers for hearing preparation today re potential PACA concerns along with Cipeoni support re same and list of open issues and questions (0.40); e-mails and telephoen conferences with Kotarba and Cipeoni re further information re same and \$40 million funding, resolution of first two objections - report, reconciliation and delays (0.70); preparation of sumamry of same for court - oral argument if called (0.70).	1.80	495.00	\$891.00
06/25/03	RMS	Review case law regarding multi-employer pension plans and transmit to R. Werkheiser regarding PIUMPF claim.	0.40	390.00	\$156.00
06/25/03	SEM	Telephone conference with D. Goudy regarding Chep and its pallets.	0.10	415.00	\$41.50
06/26/03	IDK	E-mails and telephone conferences with Kotarba and Cipeoni re PACA claimants and 6/25 hearing and coordiantion of replies to incoming objections to PACA report (0.40); e-mails with Joe Bolnick and Rob Saunders re same (0.20).	0.60	495.00	\$297.00
06/26/03	IDK	E-mails with Joe Bolnick re memos on research on PACA background and general issues and briefly review (0.40); office conference with Joe Bolnick re same (0.20); Telephone conferences and office conference with Gillian Brown re organization of assistance for reply (0.20).	0.80	495.00	\$396.00
06/26/03	RMS	E-mail exchange with V. Wales regarding PACA claims.	0.20	390.00	\$78.00
06/26/03	SEM	Voicemail to D. Goudy regarding Chep pallets.	0.10	415.00	\$41.50
06/26/03	SEM	Voicemail to H. Cohen regarding status of Chep pallets.	0.10	415.00	\$41.50
06/26/03	SEM	Telephone conference with H. Cohen regarding Chep pallets.	0.10	415.00	\$41.50
06/27/03	IDK	Office conferences and telephone conferences with Joe Bolnick, Gillian Brown re timing of responses to memos to PACA objections (0.30); e-mails with Kotorba re same and strategy (0.20).	0.50	495.00	\$247.50
06/27/03	IDK	Office conference with Joe Bolnick and Angela H. re coordiantion of PACA responses to objections and issues re canned goods and PACA and general background and consider (0.40); review memorandum from Joe Bolnick re research on PACA (0.100).	0.50	495.00	\$247.50
06/27/03	JSB	Conference with Ira D. Kharasch , Gillian N. Brown re PACA research assignment (.1); Conference with Ira D. Kharasch, Angela Howe re PACA research assignment (.3); Review and analysis of PACA research memoranda and trelated materials (.3); email Angela Howe re PACA research materials (.2)	0.90	255.00	\$229.50
06/30/03	IDK	E-mails with Chris Lhulier and Scotta McFarland re PACA objections and next hearing re same and who is handling (0.30); review signed order re bar date (0.10); office conferences with Angela and Joe Bolnick re PACA issues,	0.80	495.00	\$396.00

		memo and background and consider tasks (0.40).			
06/30/03	SEM	Review and consider motion regarding administrative claim from Minnesota Twins.	0.30	415.00	\$124.50
06/30/03	SEM	Telephone conference with H. Cohen regarding coping of contract (.10); telephone conference with D. Goudy regarding issues with Chep and pallets (.20); telephone conference with H. Cohen regarding Chep pallets.	0.60	415.00	\$249.00
06/30/03	SEM	Voice message to Exponets regarding contract with Food 4 Less.	0.10	415.00	\$41.50
06/30/03	SEM	Telephone conference with H. Cowen and co-counsel regarding Chep pallets.	0.30	415.00	\$124.50
06/30/03	SEM	Voicemail to D. Goudy regarding list of distribution centers in Chep pallet program.	0.10	415.00	\$41.50

Task Code Total**24.30****\$8,499.00****COMPENSATION PROF. [B160]**

06/06/03	IDK	E-mails with Bill Ramseyer re need for fee application and short background (0.10); e-mail to Laura Davis Jones re same and cutting of bill (0.10).	0.20	495.00	\$99.00
06/08/03	WLR	Review correspondence from Ira D. Kharasch regarding fee application procedure.	0.10	375.00	\$37.50
06/08/03	WLR	Review correspondence from Ira D. Kharasch regarding fee application procedure.	0.20	375.00	\$75.00
06/09/03	WLR	Review correspondence from Cheryl Knotts regarding case background.	0.10	375.00	\$37.50
06/09/03	CAK	Email request from Bill Ramseyer for PSZYJW Retention Motion signed Order and Signed Administrative Order	0.10	130.00	\$13.00
06/09/03	CAK	Search for documents and email to Bill Ramseyer regarding Retention Motion signed Order and signed Administrative Order	0.10	130.00	\$13.00
06/09/03	IDK	Brief review of 4/03 prebil and office conference with Scotta McFarland re first fee application re same and category issues (0.30).	0.30	495.00	\$148.50
06/10/03	SEM	Preparing PSZYJ April bill for fee application.	4.30	415.00	\$1,784.50
06/10/03	SEM	Draft email to PSZYJ timekeepers regarding format for billing.	0.10	415.00	\$41.50
06/10/03	SEM	Review and respond to Ira D. Kharasch regarding issues with billing (.10); telephone conference with Ira D. Kharasch regarding same (.20).	0.30	415.00	\$124.50
06/10/03	SEM	Draft email to PSZYJW timekeepers re billing requirements.	0.10	415.00	\$41.50
06/10/03	IDK	E-mails with Scotta McFarland and Michael Seidl re 4/03 application issues, categorization and revisions.	0.30	495.00	\$148.50
06/11/03	IDK	E-mails and telephone conferences with Michael Seidl re fee application, billing issues and contact (0.20).	0.20	495.00	\$99.00
06/16/03	WLR	Correspondence to Ira D. Kharasch and Cheryl Knotts regarding case background information.	0.20	375.00	\$75.00
06/16/03	WLR	Prepare form fee application.	1.10	375.00	\$412.50
06/17/03	WLR	Review correspondence from Ira D. Kharasch regarding April 2003 fee application.	0.10	375.00	\$37.50
06/18/03	IDK	E-mails with Bill Ramseyer, Scotta McFarland and Michael Seidl re issues - timing of 4/03 - 5/03 applications and 1st Quarterly and administrative order language.	0.40	495.00	\$198.00
06/18/03	SEM	Draft PSZYJW April fee app	3.30	415.00	\$1,369.50
06/19/03	WLR	Telephone call from Ira D. Kharasch (3x) regarding first fee application.	0.40	375.00	\$150.00
06/19/03	WLR	Telephone call to Ira D. Kharasch regarding first fee application (April 2003).	0.10	375.00	\$37.50

06/19/03	WLR	Telephone call to Scotta E. McFarland regarding April 203 fee application.	0.20	375.00	\$75.00
06/19/03	WLR	Review correspondence from Scotta E. McFarland regarding April 2003 fee application.	0.40	375.00	\$150.00
06/19/03	WLR	Review correspondence from Ira D. Kharasch (2x) regarding April 2003 fee application.	0.20	375.00	\$75.00
06/19/03	WLR	Draft April 2003 fee application.	2.20	375.00	\$825.00
06/19/03	WLR	Review correspondence from Kathy Wittig regarding April 2003 fee application (0.2) and reply regarding same (0.1).	0.30	375.00	\$112.50
06/19/03	WLR	Review correspondence from Kathy Wittig regarding April 2003 fee application.	0.10	375.00	\$37.50
06/19/03	IDK	Telephone conferences and e-mails with Bill Ramseyer, Scotta McFarland, and Michael seidl re issues - timing on 4/03 draft today and 5/03 prebills.	0.40	495.00	\$198.00
06/19/03	SEM	Review order on interim compensation and email to Ira D. Kharasch regarding quarterly fee requirement	0.20	415.00	\$83.00
06/19/03	SEM	Revise PSZYJ&W April fee application	0.70	415.00	\$290.50
06/20/03	WLR	Review correspondence from Ira D. Kharasch regarding May 2003 fee application and reply regarding same.	0.20	375.00	\$75.00
06/20/03	IDK	E-mails with Bill Ramseyer and Scotta McFarland re 5/03 application preparation and pre-bills.	0.20	495.00	\$99.00
06/20/03	LAG	Email and telephone conferences regarding issues and timing of fee application.	0.20	135.00	\$27.00
06/20/03	CJL	Prepare PSZYJW's first fee application for filing	0.20	280.00	\$56.00
06/20/03	BDC	Edit Notice (.2) review and prepare First Application for Compensation of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. (.6) address efilng and service [very slow efilng due to technical problems] (1.1)	1.90	130.00	\$247.00
06/20/03	LDJ	Review and finalize interim fee app (April 2003)	0.30	560.00	\$168.00
06/21/03	WLR	Review correspondence from Scotta E. McFarland regarding November 2003 fee application.	0.10	375.00	\$37.50
06/21/03	WLR	Prepare May 2003 fee application.	0.50	375.00	\$187.50
06/22/03	WLR	Review correspondence from Scotta E. McFarland regarding May 2003 fee application.	0.10	375.00	\$37.50
06/23/03	WLR	Prepare May 2003 fee application.	1.50	375.00	\$562.50
06/23/03	IDK	E-mails and telephone conferences with Laura Davis Jones and Scotta McFarland and Accounting re UST requirements on electronic service of fee applications and timing (0.50).	0.50	495.00	\$247.50
06/24/03	WLR	Prepare May 2003 fee application.	4.00	375.00	\$1,500.00
06/24/03	WLR	Review correspondence (2x) from Scotta E. McFarland regarding May 2003 fee application and reply regarding same.	0.30	375.00	\$112.50
06/24/03	WLR	Correspondence to Ira D. Kharasch regarding May 2003 fee application.	0.20	375.00	\$75.00
06/24/03	WLR	Review correspondence from Ira D. Kharasch regarding May 2003 fee application.	0.20	375.00	\$75.00
06/24/03	WLR	Prepare May 2003 fee application.	1.40	375.00	\$525.00
06/25/03	WLR	Correspondence to Liliana Gardiazabal regarding May 2003 fee application.	0.10	375.00	\$37.50
06/25/03	WLR	Telephone call from Liliana Gardiazabal regarding May 2003 fee application.	0.10	375.00	\$37.50
06/25/03	WLR	Telephone call to Liliana Gardiazabal regarding May 2003 fee application.	0.10	375.00	\$37.50
06/26/03	WLR	Review correspondence from Liliana Gardiazabal regarding May 2003 fee application.	0.10	375.00	\$37.50
06/26/03	WLR	Review correspondence from Liliana Gardiazabal regarding May 2003 fee application.	0.10	375.00	\$37.50
06/26/03	WLR	Prepare May 2003 fee application.	1.30	375.00	\$487.50
06/26/03	WLR	Correspondence to Liliana Gardiazabal regarding May 2003 fee application.	0.20	375.00	\$75.00