EXHIBIT C

EXHIBIT C1

Fleming Companies, Inc., et al.
Cash Collateral/DIP Financing Issues
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	02-Jun-03	Meeting with T. Kreatschman (Alix Partners) and N Barker (KPMG) to discuss the progress of the information request pertaining to cash flows.	0.5	$ 330	$ 165
Dean, Jason	02-Jun-03	Compare the Cash Forecast ended the week of September 13, 2003 to the cash forecast ended the week of August 16, 2003.	1.9	$ 330	$ 627
Barker, Nathaniel	02-Jun-03	Review cash flow latest and analyze to forecast.	1.2	$ 510	$ 612
Barker, Nathaniel	02-Jun-03	Telephone call with M. Cohen (Apollo) on cash flow changes.	0.7	$ 510	$ 357
Barker, Nathaniel	02-Jun-03	Meet with T. Kreatschman (Alix Partners) and J. Dean (KPMG) on information requests on cashflow issues.	0.5	$ 510	$ 255
Barker, Nathaniel	02-Jun-03	Prepare correspondence for Committee on cash flow.	0.3	$ 510	$ 153
Collura, Anthony	02-Jun-03	Revise memorandum to Creditors' Committee counsel, regarding budget versus actual cash flow for the weeks ending May 16 and 23, 2003	1.8	$ 480	$ 864
Collura, Anthony	02-Jun-03	Revise memorandum to Creditors' Committee counsel related to revised cash flow projections for the period from May 30, 2003 to September 19, 2003.	1.1	$ 480	$ 528
Dean, Jason	03-Jun-03	Compare the borrowing base from April 19, 2003 to the borrowing base submitted for the week ended May 24, 2003.	1.6	$ 330	$ 528
Dean, Jason	03-Jun-03	Compare the borrowing base for the week ended May 24, 2003 to the cash forecast submitted May 5, 2003	1.4	$ 330	$ 462
Barker, Nathaniel	03-Jun-03	Review and analyze changes in revised cash flow forecast.	2.3	$ 510	$ 1,173
Collura, Anthony	03-Jun-03	Analyze weekly cash forecast dated from May 30, 2003 to September 15, 2003.	1.3	$ 480	$ 624
Dean, Jason	05-Jun-03	Participate in weekly cash forecast conference call with various professionals from Alix Partners, A&M, KPMG and other representative from Fleming.	0.8	$ 330	$ 264
Dean, Jason	05-Jun-03	Compare the borrowing base from April 19, 2003 to the borrowing base submitted for the week ended May 30, 2003.	1.3	$ 330	$ 429
Dean, Jason	05-Jun-03	Compare the borrowing base for the week ended May 30, 2003 to the cash forecast submitted May 5, 2003	1.1	$ 330	$ 363

EXHIBIT C1

Fleming Companies, Inc., et al.
Cash Collateral/DIP Financing Issues
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Lattig, Larry	09-Jun-03	Read and review the final version of the creditor agreement as negotiated with the DIP lenders.	2.2	$ 570	$ 1,254
Collura, Anthony	10-Jun-03	Compare final DIP loan agreement with information previously presented to Creditors' Committee concerning the terms of the DIP agreement.	1.3	$ 480	$ 624
Barker, Nathaniel	12-Jun-03	Review cash flow and borrowing base issues.	1.1	$ 510	$ 561
Dean, Jason	13-Jun-03	Prepare memo explaining the budget v. actual cash flow variance for the week ended June 6, 2003.	2.1	$ 330	$ 693
Dean, Jason	18-Jun-03	Discuss cash flow/strategy scenarios with L. Leonard and T. Kreatschman (Alix Partners)..	1.1	$ 330	$ 363
Dean, Jason	19-Jun-03	Analyze and prepare comments on "Sale" scenario cash forecast compiled by the Company dated 6/18/03.	1.9	$ 330	$ 627
Dean, Jason	19-Jun-03	Analyze and prepare comments on the "Wind-down" scenario cash forecast compiled by the Company dated 6/18/03.	2.1	$ 330	$ 693
Dean, Jason	19-Jun-03	Analyze and prepare comments on the borrowing base presentation for the week ended June 14, 2003.	0.9	$ 330	$ 297
Dean, Jason	19-Jun-03	Analyze and prepare comments on the budget v. actual cash forecast for the week ended June 13, 2003.	1.1	$ 330	$ 363
Dean, Jason	19-Jun-03	Discuss budget v. actual cash flows with L. Leonard, K. Percy, T. Kreatschman (of Alix Partners) and D. Wills (A&M)	0.4	$ 330	$ 132
Mathews, Cassandra	19-Jun-03	Analyze and prepare comments on Debtor's sale and wind down cashflow scenarios.	1.9	$ 330	$ 627
Mathews, Cassandra	19-Jun-03	Prepare comparison of Debtor's sale and wind down cashflow scenarios.	2.6	$ 330	$ 858
Dean, Jason	20-Jun-03	Prepare a list of questions for L. Leonard (Alix Partners) regarding the "Sale" and "Wind-down" scenarios.	1.1	$ 330	$ 363
Dean, Jason	20-Jun-03	Analyze and prepare comments on comparison of the "Sale" and "Wind-down" scenarios.	1.8	$ 330	$ 594
Dean, Jason	20-Jun-03	Analyze and prepare comments on the budget v. actual cash forecast results for the week ended June 13, 2003.	1.8	$ 330	$ 594
Davies, Brian	20-Jun-03	Review cash flow forecasts for different assumptions and scenarios.	1.8	$ 450	$ 810

EXHIBIT C1

Fleming Companies, Inc., et al.
Cash Collateral/DIP Financing Issues
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Davies, Brian	23-Jun-03	Receive update on liquidity position and cash control and monetary system.	1.4	$ 450	$ 630
Barker, Nathaniel	25-Jun-03	Review cash flow and liquidity issues.	1.2	$ 510	$ 612
Barker, Nathaniel	25-Jun-03	Telephone call with M. Cohen (Apollo) on cash flow changes.	0.5	$ 510	$ 255
Davies, Brian	25-Jun-03	Meet with Alix Partners to discuss changes in cash flow and debt pay down.	1.4	$ 450	$ 630
Dean, Jason	26-Jun-03	Analyze and prepare comments on the budget v. actual cash forecast for the week ended June 20, 2003.	1.1	$ 330	$ 363
Dean, Jason	26-Jun-03	Compare the borrowing base for the week ended June 14, 2003 to the previous weeks.	1.3	$ 330	$ 429
Dean, Jason	26-Jun-03	Discuss budget v. actual cash flows with L. Leonard, K. Percy, T. Kreatschman (of Alix Partners) and D. Wills (A&M).	0.6	$ 330	$ 198
Dean, Jason	26-Jun-03	Analyze and prepare comments on the cash meeting.	2.3	$ 330	$ 759
Davies, Brian	26-Jun-03	Meet with Debtor advisors to discuss week ending July 20 cash report.	0.6	$ 450	$ 270
		Total	53.4		$ 21,003

EXHIBIT C2

Fleming Companies, Inc., et al.
Court Hearings and Committee Meetings
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Lattig, Larry	03-Jun-03	Read and review motions preparation for the court hearing next week.	3.7	$ 570	$ 2,109
Lattig, Larry	04-Jun-03	Meet with counsel to the Committee and the Company to discuss financial performance.	1.8	$ 570	$ 1,026
Lattig, Larry	04-Jun-03	Attend hearing with counsel for the Debtor, counsel for the Committee and several interested parties.	4.5	$ 570	$ 2,565
Barker, Nathaniel	05-Jun-03	Conference Call meeting of the Creditors' Committee.	0.5	$ 510	$ 255
Barker, Nathaniel	06-Jun-03	Conference Call meeting of the Creditors' Committee.	1.8	$ 510	$ 918
Dean, Jason	11-Jun-03	Conference call with the Creditors' Committee and Debtors.	3.6	$ 330	$ 1,188
Lattig, Larry	11-Jun-03	Conference call of the Creditors' Committee together with the Company and of their advisors.	3.6	$ 570	$ 2,052
Dasilva, Tony	11-Jun-03	Call with creditors to discuss proposed severance plan.	1.0	$ 600	$ 600
Nygard, David	11-Jun-03	Call with creditors to discuss Paid Time Off analysis.	2.8	$ 510	$ 1,428
Barker, Nathaniel	11-Jun-03	Prepare for Fleming committee call.	1.3	$ 510	$ 663
Barker, Nathaniel	11-Jun-03	Conference Call meeting of the Creditors' Committee.	3.6	$ 510	$ 1,836
Collura, Anthony	11-Jun-03	Conference Call meeting of the Creditors' Committee.	3.6	$ 480	$ 1,728
Lattig, Larry	19-Jun-03	Conference call meeting of the Creditors' Committee together with the Company and its counsel.	3.5	$ 570	$ 1,995
Lattig, Larry	19-Jun-03	Review and agree the meeting minutes for the 6/11 meeting of the Creditors' Committee.	0.7	$ 570	$ 399
Barker, Nathaniel	19-Jun-03	Conference Call meeting of the Creditors' Committee.	3.5	$ 510	$ 1,785
Dasilva, Tony	26-Jun-03	Attend conference call regarding stay program.	0.7	$ 600	$ 420
Barker, Nathaniel	26-Jun-03	Conference Call meeting of the Creditors' Committee.	2.6	$ 510	$ 1,326
Davies, Brian	26-Jun-03	Conference Call meeting of the Creditors' Committee.	2.6	$ 450	$ 1,170
		Total	45.4		$ 23,463

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Kalinec, Mark	02-Jun-03	Prepare trailing twelve month numbers ending period 3, 2003 for EBITDAL, Gross Margin and Net Sales for PSC's.	2.8	$ 300	$ 840
Collura, Anthony	02-Jun-03	Prepare comments for D. Nygard (KPMG) regarding paid time off request submitted by M. Hazy (Milbank).	0.4	$ 480	$ 192
Collura, Anthony	02-Jun-03	Revise and prepare updated summary of presentation regarding various Company issues for Creditors' Committee.	0.4	$ 480	$ 192
Collura, Anthony	02-Jun-03	Discuss severance program and PACA claims with B. Roof and T. Kreatschman (both of Alix).	0.5	$ 480	$ 240
Collura, Anthony	02-Jun-03	Discuss PACA claims process and amounts with S. Holbert (Pepper Hamilton).	0.3	$ 480	$ 144
Collura, Anthony	02-Jun-03	Discuss Debtors' motion to compromise accounts receivable and establish protocol to analyze Debtors' approach to negotiating the specific receivables with B. Roof (Alix Partners)and D. Bickford (Fleming).	0.6	$ 480	$ 288
Collura, Anthony	02-Jun-03	Prepare comments regarding meeting with B. Roof (Alix) and D. Bickford (Fleming) related to accounts receivable collection.	0.7	$ 480	$ 336
Collura, Anthony	02-Jun-03	Discuss severance and paid time off with M. Hazy (Milbank).	0.6	$ 480	$ 288
Collura, Anthony	02-Jun-03	Prepare comments on updated cash forecast.	0.2	$ 480	$ 96
Kalinec, Mark	02-Jun-03	Prepare trailing twelve month numbers ending period 3, 2003 for average daily A/R and average daily inventory for PSC's.	2.7	$ 300	$ 810
Kalinec, Mark	02-Jun-03	Prepare trailing twelve month numbers ending period 3, 2003 for EBITDAL, Gross Margin and Net Sales for GMD's.	2.4	$ 300	$ 720
Kalinec, Mark	02-Jun-03	Prepare trailing twelve month numbers ending period 3, 2003 for average daily A/R and average daily inventory for GMD's.	2.1	$ 300	$ 630

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	02-Jun-03	Meeting with T. Kreatschman (Alix Partners) to discuss the personnel organization charts (as of Petition Date v. 6/2/03).	0.8	$ 330	$ 264
Dean, Jason	02-Jun-03	Analyze and prepare comments on the June 11, 2003 presentation outline.	0.9	$ 330	$ 297
Dean, Jason	02-Jun-03	Analyze and prepare comments on the Period 13, 2002 monthly presentation book to determine performance by distribution center.	2.3	$ 330	$ 759
Dean, Jason	02-Jun-03	Prepare a list of questions for B. White (Fleming) regarding the presentation of information in the Period 13, 2002 and Period 3, 2003 monthly presentation books.	1.8	$ 330	$ 594
Mathews, Cassandra	02-Jun-03	Analyze and prepare comments on Debtors proposed reduction in force.	0.7	$ 330	$ 231
Mathews, Cassandra	02-Jun-03	Prepare summary of Debtors proposed reduction in force for presentation to the Creditors' Committee.	1.2	$ 330	$ 396
Mathews, Cassandra	02-Jun-03	Prepare summary of Debtors proposed real property lease rejections for presentation to the Creditors' Committee.	1.4	$ 330	$ 462
Mathews, Cassandra	02-Jun-03	Prepare summary of the Debtors tax issues for presentation to the Creditors' Committee.	1.6	$ 330	$ 528
Mathews, Cassandra	02-Jun-03	Prepare summary of CoreMark operations for presentation to the Creditors' Committee.	0.9	$ 330	$ 297
Mathews, Cassandra	02-Jun-03	Prepare summary of the Debtor's legal structure for presentation to the Creditors' Committee.	1.7	$ 330	$ 561
Lattig, Larry	02-Jun-03	Meet with the Company and Alix Partners professionals to discuss the critical vendor program, the vendor trade lien, the Alix Partners retention and various motions to be brought before the court at the hearing.	6.8	$ 570	$ 3,876
Kelkar, Purva	02-Jun-03	Prepare maps depicting Fleming distribution centers in the US and Canada.	2.7	$ 210	$ 567

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Kelkar, Purva	02-Jun-03	Revise maps depicting Fleming distribution centers in the US and Canada.	0.3	$ 210	$ 63
Barker, Nathaniel	02-Jun-03	Review information on leases to be rejected.	0.5	$ 510	$ 255
Collura, Anthony	03-Jun-03	Read and revise June 11, 2003 presentation to be made to the Creditors' Committee.	2.8	$ 480	$ 1,344
Collura, Anthony	03-Jun-03	Discuss severance and paid time off issues with M. Hazy (Milbank).	0.8	$ 480	$ 384
Collura, Anthony	03-Jun-03	Revise June 11, 2003 presentation to be made to the Creditors' Committee.	0.9	$ 480	$ 432
Kalinec, Mark	03-Jun-03	Prepare trailing twelve month numbers ending period 3, 2003 for EBITDAL, Gross Margin and Net Sales for Convenience Units.	2.6	$ 300	$ 780
Kalinec, Mark	03-Jun-03	Prepare trailing twelve month numbers ending period 3, 2003 for average daily A/R and average daily inventory for Convenience Units.	2.3	$ 300	$ 690
Kalinec, Mark	03-Jun-03	Create charts depicting results of TTM analysis to be included in presentation to the Creditors' Committee.	1.8	$ 300	$ 540
Kalinec, Mark	03-Jun-03	Research CoreMark's operations, and create summary to be included in presentation to the Creditors' Committee.	1.4	$ 300	$ 420
Kalinec, Mark	03-Jun-03	Create summary for presentation to the Creditors' Committee depicting largest customers of Fleming and CoreMark.	1.9	$ 300	$ 570
Dean, Jason	03-Jun-03	Incorporate the cash forecast comparison described above into the June 11, 2003 presentation to the Creditors' Committee.	1.4	$ 330	$ 462
Dean, Jason	03-Jun-03	Discuss the monthly presentation package for Period 13 of 2002 with T. Kreatschman (Alix Partners) and B. White (Fleming).	0.7	$ 330	$ 231
Dean, Jason	03-Jun-03	Incorporate the borrowing base (4/19 vs. 5/24) comparison into the June 11, 2003 presentation to the Creditors' Committee.	1.3	$ 330	$ 429

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	03-Jun-03	Incorporate the borrowing base comparison (borrowing base v. cash forecast) into the June 11, 2003 presentation to the Creditors' Committee.	0.8	$ 330	$ 264
Dean, Jason	03-Jun-03	Incorporate information on cash flow and borrowing base into the presentation to the Creditors' Committee.	0.7	$ 330	$ 231
Mathews, Cassandra	03-Jun-03	Analyze and prepare comments on the Debtor's PACA proposal for presentation to the Creditors' Committee.	1.2	$ 330	$ 396
Mathews, Cassandra	03-Jun-03	Prepare summary of the Debtor's PACA proposal for presentation to the Creditors' Committee.	0.9	$ 330	$ 297
Mathews, Cassandra	03-Jun-03	Update summary of Debtors proposed real property lease rejections for presentation to the Creditors' Committee.	1.3	$ 330	$ 429
Mathews, Cassandra	03-Jun-03	Provide direction on Wholesale analysis for presentation to the Creditors' Committee.	0.9	$ 330	$ 297
Mathews, Cassandra	03-Jun-03	Update summary of Debtors proposed reduction in force for presentation to the Creditors' Committee.	0.8	$ 330	$ 264
Mathews, Cassandra	03-Jun-03	Update presentation to the Creditors' Committee for the comments provided.	1.7	$ 330	$ 561
Mathews, Cassandra	03-Jun-03	Prepare summary of subleases proposed for rejection by the Debtor.	2.2	$ 330	$ 726
Kelkar, Purva	03-Jun-03	Prepare maps depicting PSC distribution centers located in the US and Canada.	1.4	$ 210	$ 294
Kelkar, Purva	03-Jun-03	Prepare maps depicting GMD distribution centers located in the US and Canada.	0.9	$ 210	$ 189
Kelkar, Purva	03-Jun-03	Prepare maps depicting convenience and closing distribution centers located in the US and Canada.	1.5	$ 210	$ 315
Kelkar, Purva	03-Jun-03	Prepare maps differentiating between closed and open GMD and PSC distribution centers located in the US and Canada.	2.5	$ 210	$ 525

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Kelkar, Purva	03-Jun-03	Revise maps differentiating between closed and open GMD and PSC distribution centers located in the US and Canada.	0.4	$ 210	$ 84
Barker, Nathaniel	03-Jun-03	Review PACA information and program.	1.5	$ 510	$ 765
Barker, Nathaniel	03-Jun-03	Prepare memo on PACA.	0.6	$ 510	$ 306
Barker, Nathaniel	03-Jun-03	Prepare memo on severance and recommendation.	0.5	$ 510	$ 255
Barker, Nathaniel	03-Jun-03	Review leases to be rejected on 6/4/03 and KPMG's analysis.	1.5	$ 510	$ 765
Barker, Nathaniel	03-Jun-03	Review KPMG report to Committee and edit.	0.9	$ 510	$ 459
Lattig, Larry	03-Jun-03	Meet with various Company employees and representatives of Alix Partners to discuss critical vendor and trade lien programs.	3.4	$ 570	$ 1,938
Lattig, Larry	03-Jun-03	Meet with T. Stenger (Alix Partners) to discuss the loss of customers and the impact of the losses on the business.	2.6	$ 570	$ 1,482
Collura, Anthony	04-Jun-03	Revise sections of the June 11, 2003 Creditors' Committee presentation related to the borrowing base and customers.	0.9	$ 480	$ 432
Collura, Anthony	04-Jun-03	Provide guidance on revisions for presentation to the Creditors' Committee.	1.1	$ 480	$ 528
Collura, Anthony	04-Jun-03	Prepare questions regarding the collection of accounts receivable for T. Kreatschman (Alix Partners) and D. Bickford (Fleming).	0.6	$ 480	$ 288
Collura, Anthony	04-Jun-03	Discuss recent significant factors influencing Fleming and Core-Mark operations with representatives of the Company.	1.3	$ 480	$ 624
Collura, Anthony	04-Jun-03	Discuss additional PACA vendor payments and claim details to be tested by Alvarez & Marsal with A. Hede (A&M) and C. Cipione (Alix Partners).	0.9	$ 480	$ 432
Collura, Anthony	04-Jun-03	Revise presentation to the Creditors' Committee using updated information received from T. Stenger (Alix Partners).	0.8	$ 480	$ 384

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Kalinec, Mark	04-Jun-03	Research and create company overview for Fleming to be included as introductory summary in the presentation to the Creditors' Committee.	1.8	$ 300	$ 540
Kalinec, Mark	04-Jun-03	Research and create operational overview for Fleming to be included as introductory summary in the presentation to the Creditors' Committee.	1.3	$ 300	$ 390
Kalinec, Mark	04-Jun-03	Analyze and prepare comments on the certain facility closures and their potential impact on the operations of Fleming to be included in the presentation to the Creditors' Committee.	0.7	$ 300	$ 210
Kalinec, Mark	04-Jun-03	Revise vendor credit program summary for the presentation to the Creditors' Committee.	1.9	$ 300	$ 570
Kalinec, Mark	04-Jun-03	Revise borrowing base summary for the presentation to the Creditors' Committee.	1.2	$ 300	$ 360
Kalinec, Mark	04-Jun-03	Revise tax issues and PACA Claims summary for the presentation to the Creditors' Committee.	1.1	$ 300	$ 330
Dean, Jason	04-Jun-03	Receive comments and edit presentation to the Creditors' Committee.	1.3	$ 330	$ 429
Dean, Jason	04-Jun-03	Revise borrowing base summary for the presentation to the Creditors' Committee.	1.6	$ 330	$ 528
Dean, Jason	04-Jun-03	Revise the cash forecast information for the presentation to the Creditors' Committee.	1.4	$ 330	$ 462
Dean, Jason	04-Jun-03	Analyze and prepare comments on the PSC information compiled for the presentation to the Creditors' Committee.	0.9	$ 330	$ 297
Dean, Jason	04-Jun-03	Analyze and prepare comments on the CoreMark information to be included in the presentation to the Creditors' Committee.	1.3	$ 330	$ 429

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	04-Jun-03	Analyze and prepare comments on the lease rejection information for the presentation to the Creditors' Committee.	0.4	$ 330	$ 132
Dean, Jason	04-Jun-03	Analyze and prepare comments on the severance information for the presentation to the Creditors' Committee.	1.1	$ 330	$ 363
Dean, Jason	04-Jun-03	Analyze and prepare comments on the PACA procedure summary for the presentation to the Creditors' Committee.	0.9	$ 330	$ 297
Mathews, Cassandra	04-Jun-03	Update presentation to the Creditors' Committee for the comments provided.	1.5	$ 330	$ 495
Mathews, Cassandra	04-Jun-03	Update summary of Debtors proposed real property lease rejections for presentation to the Creditors' Committee.	0.8	$ 330	$ 264
Mathews, Cassandra	04-Jun-03	Provide direction on CoreMark maps for presentation to the Creditors' Committee.	0.7	$ 330	$ 231
Mathews, Cassandra	04-Jun-03	Update summary of Debtors proposed reduction in force for presentation to the Creditors' Committee.	1.8	$ 330	$ 594
Mathews, Cassandra	04-Jun-03	Analyze Debtor's PACA data.	1.6	$ 330	$ 528
Mathews, Cassandra	04-Jun-03	Update summary of the Debtor's PACA proposal for presentation to the Creditors' Committee.	1.2	$ 330	$ 396
Mathews, Cassandra	04-Jun-03	Prepare summary of Debtors wholesale operations for presentation to the Creditors' Committee.	1.4	$ 330	$ 462
Kelkar, Purva	04-Jun-03	Prepare a map depicting the seven states with closed distribution centers.	2.2	$ 210	$ 462
Kelkar, Purva	04-Jun-03	Analyze and prepare comments on the closed distribution centers with captions describing the location and name of the center.	2.4	$ 210	$ 504
Kelkar, Purva	04-Jun-03	Revise map depicting the seven states with closed distribution centers.	1.7	$ 210	$ 357
Kelkar, Purva	04-Jun-03	Receive guidance on preparing maps depicting Fleming distribution centers in the US and Canada.	0.4	$ 210	$ 84
Barker, Nathaniel	04-Jun-03	Analyze and prepare comments on cash flow and PSC closures.	0.9	$ 510	$ 459

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	05-Jun-03	Update June 6, 2003 Creditors' Committee with most recent information.	2.6	$ 480	$ 1,248
Collura, Anthony	05-Jun-03	Attend meeting regarding PACA evaluation with A. Hede and D. Wills(both of Alvarez & Marsal).	0.4	$ 480	$ 192
Collura, Anthony	05-Jun-03	Attend meeting with D. Backford (Fleming) regarding proposed accounts receivable procedures to be used to collect and negotiate these accounts.	0.2	$ 480	$ 96
Collura, Anthony	05-Jun-03	Update June 6, 2003 Creditors' Committee presentation as required from most recent data obtained.	1.8	$ 480	$ 864
Collura, Anthony	05-Jun-03	Attend meeting to discuss cash use during the previous three weeks with various personnel from Alix Partners and KPMG.	1.1	$ 480	$ 528
Collura, Anthony	05-Jun-03	Attend meeting to discuss cash forecast revisions with various personnel from Alix Partners, A&M and KPMG.	0.5	$ 480	$ 240
Collura, Anthony	05-Jun-03	Attend meeting with D. Bickford (Fleming) and T. Kreatschman (both of Alix) to discuss cash forecast modification.	1.9	$ 480	$ 912
Collura, Anthony	05-Jun-03	Analyze Debtors' customer defection list to assess customer losses.	0.8	$ 480	$ 384
Collura, Anthony	05-Jun-03	Prepare comments on revised PACA data received from the Debtor.	0.6	$ 480	$ 288
Collura, Anthony	05-Jun-03	Prepare comments regarding the severance program and the WARN Act.	0.7	$ 480	$ 336
Kalinec, Mark	05-Jun-03	Create consolidated balance sheets summary to be included in financial information section of presentation to the Creditors' Committee.	1.4	$ 300	$ 420
Kalinec, Mark	05-Jun-03	Create income statement summary to be included in financial information section of presentation to be submitted to the Creditors' Committee.	1.6	$ 300	$ 480
Kalinec, Mark	05-Jun-03	Revise severance summary for the presentation to the Creditors' Committee.	2.2	$ 300	$ 660

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Kalinec, Mark	05-Jun-03	Revise lease rejection summary for the presentation to the Creditors' Committee.	0.4	$ 300	$ 120
Kalinec, Mark	05-Jun-03	Revise presentation to the Creditors' Committee for comments provided.	2.8	$ 300	$ 840
Kalinec, Mark	05-Jun-03	Revise presentation to the Creditors' Committee for comments received from N. Barker (KPMG).	2.6	$ 300	$ 780
Dean, Jason	05-Jun-03	Update presentation to Creditors' Committee with the vendor information provided as of June 4, 2003.	2.2	$ 330	$ 726
Dean, Jason	05-Jun-03	Update the presentation to Creditors' Committee with cumulative budget v. actual information for the weeks from May 3, 2003 to May 30, 2003.	1.7	$ 330	$ 561
Dean, Jason	05-Jun-03	Update presentation to the Creditors' Committee to reflect the changes from the May 24 to the May 30 borrowing base comparison.	1.6	$ 330	$ 528
Dean, Jason	05-Jun-03	Finalize presentation to the Creditor's Committee.	1.5	$ 330	$ 495
Mathews, Cassandra	05-Jun-03	Analyze copies of invoices for a sample of PACA claims.	1.0	$ 330	$ 330
Mathews, Cassandra	05-Jun-03	Prepare summary of performance by PSC.	1.6	$ 330	$ 528
Mathews, Cassandra	05-Jun-03	Update presentation to the Creditors' Committee for the comments provided.	1.9	$ 330	$ 627
Mathews, Cassandra	05-Jun-03	Update summary of Debtors proposed reduction in force for presentation to the Creditors' Committee.	1.4	$ 330	$ 462
Mathews, Cassandra	05-Jun-03	Prepare summary of Debtors revised cashflow forecast for presentation to the Creditors' Committee.	1.1	$ 330	$ 363
Mathews, Cassandra	05-Jun-03	Update summary of the Debtor's PACA proposal for presentation to the Creditors' Committee.	0.9	$ 330	$ 297
Mathews, Cassandra	05-Jun-03	Analyze and prepare comments on Debtors PCS shutdown proposal for presentation to the Creditors' Committee.	0.6	$ 330	$ 198
Lattig, Larry	05-Jun-03	Conference call with T. Stenger (Alix Partners) and B. Spector (Committee member) to discuss the Alix Partners retention agreement.	0.7	$ 570	$ 399

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Fleming Companies, Inc., et al.
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Name	Date	Description	Time	Hourly Rate	Amount
Kelkar, Purva	05-Jun-03	Revise maps differentiating between closed and open GMD and PSC distribution centers located in the US and Canada.	2.1	$ 210	$ 441
Kelkar, Purva	05-Jun-03	Revise analysis depicting the seven states with closed distribution centers.	0.2	$ 210	$ 42
Kelkar, Purva	05-Jun-03	Prepare a summary analysis depicting both PSC and GMD distribution centers and highlighting those that are to be closed.	0.7	$ 210	$ 147
Barker, Nathaniel	05-Jun-03	Analyze and prepare comments on presentation to Creditors' Committee.	4.5	$ 510	$ 2,295
Barker, Nathaniel	05-Jun-03	Review PSC closure analysis performed by debtor.	1.1	$ 510	$ 561
Barker, Nathaniel	05-Jun-03	Provide guidance on changes to committee report regarding wholesale.	2.1	$ 510	$ 1,071
Collura, Anthony	06-Jun-03	Perform Critical Vendor Analysis to determine amount paid and credit obtained from trade creditors.	2.4	$ 480	$ 1,152
Collura, Anthony	06-Jun-03	Discuss dormant companies held by Debtor and not included in the Chapter 11 filing with T. Kreatschman (Alix Partners).	0.9	$ 480	$ 432
Collura, Anthony	06-Jun-03	Attend meeting to discuss the disposition of assets with M. Sharp (Alix Partners).	1.1	$ 480	$ 528
Dean, Jason	06-Jun-03	Analyze and prepare comments on vendor terms and summary memos.	0.7	$ 330	$ 231
Mathews, Cassandra	06-Jun-03	Analyze copies of invoices for a sample of PACA claims.	2.8	$ 330	$ 924
Mathews, Cassandra	06-Jun-03	Prepare summary of analysis of copies of invoices for a sample of PACA claims.	1.2	$ 330	$ 396
Lattig, Larry	06-Jun-03	Read, review and comment on the KPMG presentation to the Creditors' Committee.	4.3	$ 570	$ 2,451
Barker, Nathaniel	06-Jun-03	Review analysis on critical vendor credit.	1.7	$ 510	$ 867
Barker, Nathaniel	06-Jun-03	Review lease motions and issues.	1.4	$ 510	$ 714
Barker, Nathaniel	06-Jun-03	Review PSC analysis.	0.9	$ 510	$ 459
Collura, Anthony	09-Jun-03	Analyze bid procedures to be used in the auction performed by DoveBid.	0.4	$ 480	$ 192
Collura, Anthony	09-Jun-03	Prepare comments regarding lease rejection process.	0.5	$ 480	$ 240

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Fleming Companies, Inc., et al.
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Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	09-Jun-03	Analyze the Blackstone Report related to PSC locations.	0.9	$ 480	$ 432
Collura, Anthony	09-Jun-03	Read and analyze research related to PACA program of other wholesalers.	0.6	$ 480	$ 288
Collura, Anthony	09-Jun-03	Draft question regarding PACA for T. Kreatshman (Alix Partners).	0.3	$ 480	$ 144
Collura, Anthony	09-Jun-03	Analyze the final DIP loan agreement.	2.3	$ 480	$ 1,104
Collura, Anthony	09-Jun-03	Discuss recent PSC closures with T. Kreatschman (Alix Partners).	1.1	$ 480	$ 528
Dean, Jason	09-Jun-03	Analyze and prepare comments on the PSC analysis compiled by Blackstone.	1.4	$ 330	$ 462
Dean, Jason	09-Jun-03	Compare the information presented in the Blackstone analysis to the information contained in the Period 13, 2002 monthly presentation book.	0.7	$ 330	$ 231
Dean, Jason	09-Jun-03	Compare the information presented in the Blackstone analysis to the information contained in the June 6, 2003 presentation.	1.1	$ 330	$ 363
Dean, Jason	09-Jun-03	Analyze and prepare comments on vendor information as of 6/5/03.	2.2	$ 330	$ 726
Dean, Jason	09-Jun-03	Analyze and prepare comments on the lost customer presentation compiled by Fleming dated 6/5/03.	1.1	$ 330	$ 363
Dean, Jason	09-Jun-03	Read the credit agreement between Fleming and the senior lenders dated May 6, 2003.	0.4	$ 330	$ 132
Dean, Jason	09-Jun-03	Discuss information request with T. Kreatschman (Alix Partners).	0.8	$ 330	$ 264
Mathews, Cassandra	09-Jun-03	Analyze and prepare summary of Debtor's motion to reject real property leases.	2.0	$ 330	$ 660
Barker, Nathaniel	09-Jun-03	Review customer defection analysis.	0.4	$ 510	$ 204
Barker, Nathaniel	09-Jun-03	Review vendor trade credit issues.	1.5	$ 510	$ 765
Collura, Anthony	10-Jun-03	Prepare comments on lease rejection motion to be heard per docket # 1383 and #1115.	0.4	$ 480	$ 192
Collura, Anthony	10-Jun-03	Analyze updated documents from Debtor related to Critical Vendor Credit program.	0.9	$ 480	$ 432
Collura, Anthony	10-Jun-03	Attend meeting with B. Roof (Alix Partners) regarding motions and press release to be made by Debtor.	0.9	$ 480	$ 432

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Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	10-Jun-03	Analyze draft of press release related to restructuring of PSCs and GMDs.	0.4	$ 480	$ 192
Collura, Anthony	10-Jun-03	Prepare additional comments on lease rejections.	0.7	$ 480	$ 336
Collura, Anthony	10-Jun-03	Evaluate updated analysis of leases motions for inclusion in the presentation to the Creditors' Committee.	0.4	$ 480	$ 192
Collura, Anthony	10-Jun-03	Attend meeting with T. Kreatschman (Alix Partners) to discuss methodology and strategy used to determine distribution centers (PSCs) going forward strategy.	1.1	$ 480	$ 528
Collura, Anthony	10-Jun-03	Develop a list of questions regarding certain customer programs for submission to T. Kreatschman (Alix Partners).	0.9	$ 480	$ 432
Collura, Anthony	10-Jun-03	Attend meeting with T. Kreatschman (Alix Partners) to discuss the current status of various issues facing the Company.	0.5	$ 480	$ 240
Collura, Anthony	10-Jun-03	Assess information received from the Company regarding changes in PACA claims since June 4, 2003.	1.2	$ 480	$ 576
Dean, Jason	10-Jun-03	Analyze and prepare comments on the contents for the data room for the CoreMark division.	1.2	$ 330	$ 396
Dean, Jason	10-Jun-03	Analyze differences in the Credit Agreement dated May 5, 2003 and the term sheet provided as of April 14, 2003.	1.3	$ 330	$ 429
Dean, Jason	10-Jun-03	Analyze and prepare comments on motion related to Fleming's request for the Court to authorize and approve procedures for the assumption, assignment or rejection or certain executory contracts and unexpired leases of non-residential property.	1.1	$ 330	$ 363
Dean, Jason	10-Jun-03	Analyze and prepare comments on the June 10, 2003 proposed Fleming press release stating the Company's future plans.	1.5	$ 330	$ 495

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Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	10-Jun-03	Analyze and prepare comments the Company's motion requesting authorization and approval of procedures to settle accounts receivable and notes receivable.	1.7	$ 330	$ 561
Dean, Jason	10-Jun-03	Analyze and prepare comments on the organization charts and pension information contained in the CoreMark data room.	0.7	$ 330	$ 231
Dean, Jason	10-Jun-03	Analyze and prepare comments on the monthly financial statements for CoreMark (2000 - 2002).	0.9	$ 330	$ 297
Mathews, Cassandra	10-Jun-03	Analyze and prepare summary of Debtor's motion for rejection of leases.	2.0	$ 330	$ 660
Barker, Nathaniel	10-Jun-03	Meet with T. Kreatschman (Alix Partners) on PSC closure issues.	1.1	$ 510	$ 561
Barker, Nathaniel	10-Jun-03	Meet with A. Hede (A&M) on severance and PSC issues.	0.4	$ 510	$ 204
Barker, Nathaniel	10-Jun-03	Review and analyze lease rejection issues.	2.3	$ 510	$ 1,173
Barker, Nathaniel	10-Jun-03	Review procedures on lease rejections.	0.3	$ 510	$ 153
Barker, Nathaniel	10-Jun-03	Review A/R settlement procedures motion.	0.4	$ 510	$ 204
Collura, Anthony	11-Jun-03	Discuss agenda items with T. Kreatschman (Alix Partners) prior to the meeting with the Creditors' Committee.	0.6	$ 480	$ 288
Collura, Anthony	11-Jun-03	Analyze additional information related to the severance program.	1.3	$ 480	$ 624
Collura, Anthony	11-Jun-03	Analyze lease rejections scheduled for hearing on June 24, 2003.	1.1	$ 480	$ 528
Collura, Anthony	11-Jun-03	Evaluate information related to leases to be assumed and assigned.	1.3	$ 480	$ 624
Collura, Anthony	11-Jun-03	Evaluate and edit request for severance information to T. Kreatschman (Alix Partners).	0.6	$ 480	$ 288
Dean, Jason	11-Jun-03	Analyze and prepare comments on motion related to Fleming's request for the Court to authorize and approve an extension of time to coordinate procedures for the assumption, assignment or rejection of certain executory contracts and unexpired leases of non-residential property.	0.7	$ 330	$ 231

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Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	11-Jun-03	Call with T. Morrow (Alix Partners) to discuss Hershey credit limit.	0.1	$ 330	$ 33
Mathews, Cassandra	11-Jun-03	Analyze and prepare summary of Debtor's motion to assume and assign real property leases with O'Mail and Fresh Brands.	3.0	$ 330	$ 990
Lattig, Larry	11-Jun-03	Meet with Company management and Alix Partnersto discuss the possible conclusions to the case and the options to be explored.	4.4	$ 570	$ 2,508
Lattig, Larry	11-Jun-03	Conference call with representatives of Alix Partners and Blackstone to discuss options.	0.4	$ 570	$ 228
Lattig, Larry	11-Jun-03	Conference call with Blackstone and Alix Partners representatives to discuss earlier meeting results.	0.6	$ 570	$ 342
Barker, Nathaniel	11-Jun-03	Review data on CoreMark from data room on historical performance.	1.4	$ 510	$ 714
Barker, Nathaniel	11-Jun-03	Review and analyze lease data on assume and assign leases and rejection leases.	1.7	$ 510	$ 867
Barker, Nathaniel	11-Jun-03	Review press release on closures of PSC.	0.1	$ 510	$ 51
Collura, Anthony	12-Jun-03	Analyze severance information received from T. Kreatschman (Alix Partners).	1.2	$ 480	$ 576
Collura, Anthony	12-Jun-03	Attend meeting with T. Kreatscham (Alix Partners) to discuss accounts receivable motion to compromise receivables.	1.5	$ 480	$ 720
Collura, Anthony	12-Jun-03	Attend meeting with T. Kreatscham (Alix Partners) to discuss various revisions made to severance plan.	0.9	$ 480	$ 432
Collura, Anthony	12-Jun-03	Analyze information regarding prior weeks cash sources and uses.	0.6	$ 480	$ 288
Collura, Anthony	12-Jun-03	Prepare an economic analysis of hiring DMC as broker for real property marketing.	1.3	$ 480	$ 624
Kalinec, Mark	12-Jun-03	Analyze CoreMark financial information in the data room.	0.4	$ 300	$ 120
Kalinec, Mark	12-Jun-03	Analyze CoreMark auto leases in data room.	0.6	$ 300	$ 180
Kalinec, Mark	12-Jun-03	Analyze and prepare comments on various CoreMark litigation matters.	1.8	$ 300	$ 540

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Name	Date	Description	Time	Hourly Rate	Amount
Kalinec, Mark	12-Jun-03	Prepare summary of CoreMark litigation matters.	2.2	$ 300	$ 660
Dean, Jason	12-Jun-03	Analyze and prepare comments on presentations compiled by Bain consulting.	1.3	$ 330	$ 429
Dean, Jason	12-Jun-03	Analyze and prepare comments on the customer loss presentation for each of the PSC's as of 6/11/03.	1.3	$ 330	$ 429
Dean, Jason	12-Jun-03	Analyze and prepare comments on the customer loss presentation for CoreMark presented weekly through the week ended June 9, 2003.	1.1	$ 330	$ 363
Mathews, Cassandra	12-Jun-03	Analyze and prepare summary of Debtor's motion to assume and assign real property leases with Yes Less stores.	2.0	$ 330	$ 660
Lattig, Larry	12-Jun-03	Meet on-site with the Debtor, representatives of Alix Partners and representatives of Blackstone to discuss supply agreements and other options.	4.3	$ 570	$ 2,451
Barker, Nathaniel	12-Jun-03	Meet with T. Kreatschman (Alix Partners), A. Head (A&M) on cash flow and tax issues.	1.5	$ 510	$ 765
Barker, Nathaniel	12-Jun-03	Attend Dovebid auction for store assets.	1.2	$ 510	$ 612
Barker, Nathaniel	12-Jun-03	Review and analyze A/R and notes data from Debtor.	0.5	$ 510	$ 255
Collura, Anthony	13-Jun-03	Analyzed asset disposition and lease information provided by M. Sharp (Alix Partners).	1.8	$ 480	$ 864
Collura, Anthony	13-Jun-03	Attend meeting with M. Sharp (Alix Partners) to discuss asset sales including pharmacy sales, real estate sales, retail site sales and assignment of leases.	2.6	$ 480	$ 1,248
Collura, Anthony	13-Jun-03	Analyze economic impact of assignment of leases identified as YESLESS, IN-179, WI-320 and TX-322.	2.5	$ 480	$ 1,200
Dean, Jason	13-Jun-03	Discuss various PACA issues with S. Kotroba (K&E) and C. Cioba (Alix Partners).	0.3	$ 330	$ 99

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Fleming Companies, Inc., et al.
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Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	13-Jun-03	Attend asset sale update meeting with M. Sharp and T. Kreatschman (Alix Partners), D. Willis (A&M), B. Lake and C. H (Fleming)	1.8	$ 330	$ 594
Dean, Jason	13-Jun-03	Meeting with L. Leonard and T. Kreatschman (Alix Partners) to discuss preliminary thoughts for the assessment of the Company (liquidation v. going concern).	0.8	$ 330	$ 264
Dean, Jason	13-Jun-03	Analyze and prepare comments on the A/R and N/R information by PSC.	2.3	$ 330	$ 759
Mathews, Cassandra	13-Jun-03	Conference call with M Sharp (AlixPartners) regarding lease proposed for assume and assign or rejection.	1.0	$ 330	$ 330
Mathews, Cassandra	13-Jun-03	Analyze and prepare summary of Debtor's standby facility agreement.	2.0	$ 330	$ 660
Lattig, Larry	13-Jun-03	Meet on-site with representatives of Alix Partners and Blackstone to work on creating a deal with regard to the Supply Agreement and a letter of intent.	7.1	$ 570	$ 4,047
Barker, Nathaniel	13-Jun-03	Telephone call with T. Kreatschman (Alix Partners), A. Hede (A&M) on leases and liquidation issues.	1.6	$ 510	$ 816
Barker, Nathaniel	13-Jun-03	Review and analyze lease rejection motions and issues.	1.2	$ 510	$ 612
Barker, Nathaniel	13-Jun-03	Analyze lost sale report.	0.4	$ 510	$ 204
Barker, Nathaniel	13-Jun-03	Review motion summaries and outstanding issues for KPMG to resolve.	0.3	$ 510	$ 153
Collura, Anthony	16-Jun-03	Determine and analyze information contained in the "Blackstone" data room.	0.6	$ 480	$ 288
Collura, Anthony	16-Jun-03	Evaluate lease assignment information requested by Pepper Hamilton for motions scheduled for hearing the week of June 16, 2003.	0.3	$ 480	$ 144
Collura, Anthony	16-Jun-03	Discuss open items including but not limited to severance, accounts receivables and assignment of leases with T. Kreatschman (Alix Partners).	0.6	$ 480	$ 288
Collura, Anthony	16-Jun-03	Assess economic impact of the C&S Supply Agreement letter.	0.6	$ 480	$ 288

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Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	16-Jun-03	Attend meeting with A&M and Alix Partners to discuss severance, cash liquidation analysis and compromising of accounts receivable.	2.0	$ 480	$ 960
Collura, Anthony	16-Jun-03	Analyze and assess economic impact of lease assignments to O'Malley and FreshMart in certain sales transactions.	0.9	$ 480	$ 432
Collura, Anthony	16-Jun-03	Analyze initial receivable data to assesses collection of those accounts.	0.7	$ 480	$ 336
Collura, Anthony	16-Jun-03	Prepare an analysis of the PACA motion being presented by Debtor and assessed economic and financial impact as modified.	1.1	$ 480	$ 528
Dean, Jason	16-Jun-03	Analyze Blackstone data room contents for the PSC information.	0.6	$ 330	$ 198
Dean, Jason	16-Jun-03	Analyze PSC information received from L. Leonard (Alix Partners) including staffing costs, inventory levels, P&L's, and A/R.	1.8	$ 330	$ 594
Dean, Jason	16-Jun-03	Review information from Blackstone regarding the PSC/GMD information.	2.4	$ 330	$ 792
Dean, Jason	16-Jun-03	Analyze and prepare comments on P&L information provided by PSC.	1.7	$ 330	$ 561
Dean, Jason	16-Jun-03	Analyze and prepare comments on inventory and A/R levels by PSC.	1.1	$ 330	$ 363
Dean, Jason	16-Jun-03	Analyze and prepare comments on staffing costs by department.	0.8	$ 330	$ 264
Mathews, Cassandra	16-Jun-03	Update recovery analysis for updated cashflow and borrowing base information.	0.9	$ 330	$ 297
Mathews, Cassandra	16-Jun-03	Update recovery analysis for estimated 502(b)6 calculation.	0.9	$ 330	$ 297
Mathews, Cassandra	16-Jun-03	Update recovery analysis for estimated administration claims.	0.4	$ 330	$ 132
Mathews, Cassandra	16-Jun-03	Update recovery analysis for estimated unsecured claims.	0.8	$ 330	$ 264
Lattig, Larry	16-Jun-03	Review and comment on the pleadings filed for hearing on the 25th.	0.4	$ 570	$ 228
Barker, Nathaniel	16-Jun-03	Review correspondence on PACA and revisions.	0.6	$ 510	$ 306
Barker, Nathaniel	16-Jun-03	Meet with T. Kreatschman (Alix Partners), A. Hede (A&M) on severance and customer programs.	2.0	$ 510	$ 1,020

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Name	Date	Description	Time	Hourly Rate	Amount
Barker, Nathaniel	16-Jun-03	Review claims and recovery calculation.	2.6	$ 510	$ 1,326
Barker, Nathaniel	16-Jun-03	Telephone call with H. Tepner and B. Kaufman (Compass) on status of motions and outstanding analysis.	0.4	$ 510	$ 204
Barker, Nathaniel	16-Jun-03	Review draft of the C and S supply agreement.	0.9	$ 510	$ 459
Barker, Nathaniel	16-Jun-03	Review summary of pleadings for outstanding analysis required of KPMG.	0.2	$ 510	$ 102
Collura, Anthony	17-Jun-03	Analyze additional information regarding asset sales in preparation for a meeting with M. Sharp (Alix Partners).	0.7	$ 480	$ 336
Collura, Anthony	17-Jun-03	Discuss specific critical vendor payments which were past due with T. Kreatschman (Alix Partners).	0.5	$ 480	$ 240
Collura, Anthony	17-Jun-03	Analyze information provided by the Debtors related to various warehouses.	4.3	$ 480	$ 2,064
Collura, Anthony	17-Jun-03	Attend meeting with B. Roof (Alix Partners) to discuss collection of receivables motion and financial impact of this motion.	0.9	$ 480	$ 432
Collura, Anthony	17-Jun-03	Attend meeting with M. Sharp (Alix Partners) to discuss asset sale documentation, appraisals and cash impact of various sales.	1.1	$ 480	$ 528
Collura, Anthony	17-Jun-03	Attend meeting with T. Kreatschman (Alix Partners) to dicuss modification of severance program and its impact on the Debtors' cash situation.	0.8	$ 480	$ 384
Collura, Anthony	17-Jun-03	Analyze a copy of the borrowing base schedule and the impact upon Debtors' current cash position.	0.6	$ 480	$ 288
Collura, Anthony	17-Jun-03	Attend meeting with B. Kauffman (Compass) regarding data room and coordinated approach to assess data being provided by Debtor regarding warehousing operations.	0.6	$ 480	$ 288
Collura, Anthony	17-Jun-03	Analyze a copy of the June 7,2003 cash report.	0.4	$ 480	$ 192
Collura, Anthony	17-Jun-03	Evaluate summary for Elm Grove real estate sale.	0.4	$ 480	$ 192

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Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	17-Jun-03	Evaluate summary for 1826 Sycamore, Memphis, TN real estate sale.	0.3	$ 480	$ 144
Collura, Anthony	17-Jun-03	Evaluate summary for York, PA real estate sale.	0.4	$ 480	$ 192
Collura, Anthony	17-Jun-03	Evaluate summary for Oklahoma City,OK real estate sale and assessed financial impact.	0.3	$ 480	$ 144
Collura, Anthony	17-Jun-03	Evaluate summary for Peoria, IL real estate sale.	0.4	$ 480	$ 192
Collura, Anthony	17-Jun-03	Analyze receivable matrix to determine various alternatives.	1.3	$ 480	$ 624
Collura, Anthony	17-Jun-03	Assess cash flow template regarding liquidation analysis provide by L. Leonard (Alix Partners).	0.5	$ 480	$ 240
Dean, Jason	17-Jun-03	Analyze summary of professionals and associated fees involved in the Fleming bankruptcy.	1.3	$ 330	$ 429
Dean, Jason	17-Jun-03	Analyze and prepare comments on current data included in the Blackstone data room.	2.6	$ 330	$ 858
Dean, Jason	17-Jun-03	Compile list of information needed from the Blackstone data room.	0.6	$ 330	$ 198
Dean, Jason	17-Jun-03	Analyze and prepare comments on top 50 customer information by PSC from the Blackstone information.	0.9	$ 330	$ 297
Dean, Jason	17-Jun-03	Analyze and prepare comments on the presentations by PSC.	1.3	$ 330	$ 429
Mathews, Cassandra	17-Jun-03	Analyze and prepare summary of Debtor's motion with regard lease TX 322.	0.7	$ 330	$ 231
Mathews, Cassandra	17-Jun-03	Discuss lease motions with J Skidmore (Pepper Hamilton)	0.5	$ 330	$ 165
Mathews, Cassandra	17-Jun-03	Update recovery analysis for estimated 502(b)6 calculation.	1.6	$ 330	$ 528
Mathews, Cassandra	17-Jun-03	Update recovery analysis for estimated administration claims.	2.3	$ 330	$ 759
Mathews, Cassandra	17-Jun-03	Update recovery analysis for estimated unsecured claims.	1.9	$ 330	$ 627
Lattig, Larry	17-Jun-03	On-site meetings with representatives of Blackstone and Alix Partners regarding the financial impacts of a proposed supply agreement.	6.6	$ 570	$ 3,762

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Name	Date	Description	Time	Hourly Rate	Amount
Barker, Nathaniel	17-Jun-03	Meet with T. Kreatschman, B. Roof, M. Sharp (Alix Partners), A. Hede (A&M) on asset sales and accounts receivables.	2.1	$ 510	$ 1,071
Barker, Nathaniel	17-Jun-03	Review issues on workers comp insurance and motion.	1.3	$ 510	$ 663
Barker, Nathaniel	17-Jun-03	Review task list from attorneys on analysis needed by KPMG.	0.6	$ 510	$ 306
Barker, Nathaniel	17-Jun-03	Review reconciliation of A/R.	0.3	$ 510	$ 153
Barker, Nathaniel	17-Jun-03	Review draft alternative DIP term sheet.	0.3	$ 510	$ 153
Barker, Nathaniel	17-Jun-03	Review information on settlement terms for A/R.	1.3	$ 510	$ 663
Barker, Nathaniel	17-Jun-03	Review motion on settlement.	0.3	$ 510	$ 153
Barker, Nathaniel	17-Jun-03	Review and update claims analysis.	2.1	$ 510	$ 1,071
Collura, Anthony	18-Jun-03	Evaluate a copy of the revised receivable settlement matrix.	0.8	$ 480	$ 384
Collura, Anthony	18-Jun-03	Determine assessment procedures being utilized in payment of PACA claims.	0.3	$ 480	$ 144
Collura, Anthony	18-Jun-03	Evaluate the status of PACA claims.	0.7	$ 480	$ 336
Collura, Anthony	18-Jun-03	Analyze the following appraisals to assure the value of certain sales of assets were reasonable in relationship to appraised or market value: Waukesha, WI; Malone property in Missouri; and Warsaw, N.C. property.	1.4	$ 480	$ 672
Collura, Anthony	18-Jun-03	Discuss Kellogg's assertion of late payments on critical vendor payments with M. Scott (Alix Partners).	1.5	$ 480	$ 720
Collura, Anthony	18-Jun-03	Assess the financial impact of worker's compensation related to Republic Insurance letter of credit requirements.	0.4	$ 480	$ 192
Collura, Anthony	18-Jun-03	Determine structure and content of matrix containing severance costs by PSC.	0.9	$ 480	$ 432
Collura, Anthony	18-Jun-03	Analyze various distressed receivables to acess value.	0.7	$ 480	$ 336
Collura, Anthony	18-Jun-03	Assess report from Debtors regarding revsion of real estate sales and effect on the cash forecast.	0.3	$ 480	$ 144
Collura, Anthony	18-Jun-03	Evaluate tentative potential offers to purchase specific assets of Fleming.	1.2	$ 480	$ 576

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Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	18-Jun-03	Attend meeting with C. Cipione (Alix Partners) regarding PACA claims' reconcilation procedures to be utilized by Debtor.	0.8	$ 480	$ 384
Collura, Anthony	18-Jun-03	Attend meeting with T. Kreatschman and L. Leonard (both of Alix Partners) regarding liquidation via winddown or sell off of various assets as a going concern.	1.2	$ 480	$ 576
Collura, Anthony	18-Jun-03	Analyze projections received regarding winddown or sale of assets of Fleming.	1.8	$ 480	$ 864
Collura, Anthony	18-Jun-03	Assess memorandum discussing the Company's workers compensation issues.	0.6	$ 480	$ 288
Dean, Jason	18-Jun-03	Review workers compensation motion to be heard on June 25, 2003.	0.7	$ 330	$ 231
Dean, Jason	18-Jun-03	Analyze the Facility Service Agreement Notes information provided by PSC to determine aging and average receivable size.	0.7	$ 330	$ 231
Dean, Jason	18-Jun-03	Analyze the Forgiveness Notes information provided by PSC to determine aging and average receivable size.	0.7	$ 330	$ 231
Dean, Jason	18-Jun-03	Analyze the Promissory Notes information provided by PSC to determine aging and average receivable size.	1.2	$ 330	$ 396
Dean, Jason	18-Jun-03	Analyze the A/R information provided by PSC to determine aging and average receivable size.	1.4	$ 330	$ 462
Mathews, Cassandra	18-Jun-03	Update summary analysis of copies of invoices for a sample of PACA claims.	1.8	$ 330	$ 594
Mathews, Cassandra	18-Jun-03	Update recovery analysis for estimated administration claims.	1.2	$ 330	$ 396
Mathews, Cassandra	18-Jun-03	Update recovery analysis for estimated unsecured claims.	0.9	$ 330	$ 297
Mathews, Cassandra	18-Jun-03	Analyze and prepare comments on Bain presentation of Debtor.	1.6	$ 330	$ 528

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Lattig, Larry	18-Jun-03	On-site meetings and analysis of the proposed supply agreement and its financial impact including meetings with Alix Partners, Blackstone and financial advisors to the secured lenders.	7.4	$ 570	$ 4,218
Barker, Nathaniel	18-Jun-03	Analyze and prepare comments on workers' compensation issues.	1.3	$ 510	$ 663
Barker, Nathaniel	18-Jun-03	Prepare correspondence on severance analysis.	0.5	$ 510	$ 255
Barker, Nathaniel	18-Jun-03	Analyze and prepare comments on settlement matrix issues.	0.6	$ 510	$ 306
Barker, Nathaniel	18-Jun-03	Prepare correspondence to Debtor on settlement matrix.	1.7	$ 510	$ 867
Barker, Nathaniel	18-Jun-03	Meet with B. Roof and T. Kreatschman (Alix Partners) on settlement matrix.	0.6	$ 510	$ 306
Barker, Nathaniel	18-Jun-03	Analyze PSC data by location for bid comparison.	2.6	$ 510	$ 1,326
Barker, Nathaniel	18-Jun-03	Review bids and analyze actual value to estate.	3.4	$ 510	$ 1,734
Collura, Anthony	19-Jun-03	Prepare a memorandum to B. Kauffman (Compass) regarding customer continuation programs.	1.1	$ 480	$ 528
Collura, Anthony	19-Jun-03	Assess revised receivable collection matrix and related impact upon cash collection.	0.7	$ 480	$ 336
Collura, Anthony	19-Jun-03	Assess winddown and sale scenerio assumptions provided with projections.	1.1	$ 480	$ 528
Collura, Anthony	19-Jun-03	Analyse revised Serverance Report prepared by KPMG to determine open items prior to meeting with T. Kreatschman (Alix Partners).	0.4	$ 480	$ 192
Collura, Anthony	19-Jun-03	Analyze "Task List" prepared by Pepper Hamilton to determine priorities and open issues related to motions to be heard on June 25, 2003.	0.3	$ 480	$ 144
Collura, Anthony	19-Jun-03	Evaluate copy of Borrowing Base Certificate and associated schedules in preparation for meeting with Debtors and A&M.	1.0	$ 480	$ 480

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	19-Jun-03	Attend meeting with T. Kreatschman and K. Percy (both of Alix Partners) to discuss cash and borrowing base activity for week of June 7, 2003.	0.9	$ 480	$ 432
Collura, Anthony	19-Jun-03	Attend meeting with Fleming Controllers to discuss intercompany analysis for the previous four years as requested by Pepper Hamilton.	1.0	$ 480	$ 480
Collura, Anthony	19-Jun-03	Attend meeting with T. Kreatschman and R. Stovall (both of Alis Partners) regardng workers compensation bond requirements.	0.4	$ 480	$ 192
Collura, Anthony	19-Jun-03	Prepare comments concerning conclusions reached in workers compensation meeting and bonding requirements.	0.8	$ 480	$ 384
Collura, Anthony	19-Jun-03	Discuss additional detail needed regarding workers' compensation insurance with R. Stovall (Alix Partners) and R. Weller (Fleming).	0.9	$ 480	$ 432
Collura, Anthony	19-Jun-03	Prepare comments on Fleming's workers compensation issues.	0.6	$ 480	$ 288
Dean, Jason	19-Jun-03	Discuss Workers Compensation Motion with T. Kreatschman and R. Stoval (Alix Partners).	0.8	$ 330	$ 264
Dean, Jason	19-Jun-03	Prepare summary of the workers compensation motion and conversation with Alix Partners.	2.1	$ 330	$ 693
Barker, Nathaniel	19-Jun-03	Review severance and WARN issues.	0.6	$ 510	$ 306
Barker, Nathaniel	19-Jun-03	Review wind-down analysis from debtor.	1.1	$ 510	$ 561
Barker, Nathaniel	19-Jun-03	Analyze and prepare comments on workers comp and lease issues and analysis.	0.3	$ 510	$ 153
Barker, Nathaniel	19-Jun-03	Correspond on preference analysis for attorneys.	0.3	$ 510	$ 153
Barker, Nathaniel	19-Jun-03	Review analysis of preliminary bids.	0.8	$ 510	$ 408
Barker, Nathaniel	19-Jun-03	Review summary of SOFA and schedules from Debtors for claims.	0.7	$ 510	$ 357
Barker, Nathaniel	19-Jun-03	Review draft motion to assume on lease for counsel.	0.4	$ 510	$ 204
Collura, Anthony	20-Jun-03	Evaluate asset sales and assigned leases provided by M. Sharp (Alix Partners).	1.1	$ 480	$ 528

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	20-Jun-03	Discuss the Creditors Committee position on workers compensation with T. Kreatschman (Alix Partners).	1.4	$ 480	$ 672
Collura, Anthony	20-Jun-03	Determine the proces by which Old Republic was selected as the underwriter for workers compensation insurance through discussions with R. Weller (Fleming) and T. Kreatschman (Alix Partners)	1.6	$ 480	$ 768
Collura, Anthony	20-Jun-03	Prepare comments discussing the financial implications of the renewal of the workers compensation policy.	1.8	$ 480	$ 864
Dean, Jason	20-Jun-03	Discuss the workers compensation insurance initiatives with T. Kreatschman (Alix Partners) and R. Weller (Fleming)	0.6	$ 330	$ 198
Dean, Jason	20-Jun-03	Update workers compensation summary with information discussed during meeting with the Company.	2.1	$ 330	$ 693
Dean, Jason	20-Jun-03	Discuss workers compensation payment to the state of Washington of $116,000 with T. Kreatschman and B. Loose (Alix Partners).	0.3	$ 330	$ 99
Mathews, Cassandra	20-Jun-03	Analyze and prepare summary of Citicorp and citicapital motions.	0.5	$ 330	$ 165
Mathews, Cassandra	20-Jun-03	Prepare summary of comparison of Debtor's sale and wind down cashflow scenarios.	0.7	$ 330	$ 231
Mathews, Cassandra	20-Jun-03	Conference call with B Porter (AlixPartners) regarding schedules and SOFA preparation.	0.8	$ 330	$ 264
Barker, Nathaniel	20-Jun-03	Review analysis on surety bond issues.	1.1	$ 510	$ 561
Barker, Nathaniel	20-Jun-03	Review updated recovery analysis.	0.7	$ 510	$ 357
Barker, Nathaniel	20-Jun-03	Review KPMG summary of workers comp issues and motion to assume executory contract with Old Republic.	1.2	$ 510	$ 612
Barker, Nathaniel	20-Jun-03	Review motion on wages as requested by counsel.	0.5	$ 510	$ 255
Davies, Brian	20-Jun-03	Review various real property lease rejection claim.	1.1	$ 450	$ 495
Davies, Brian	20-Jun-03	Review data related to asset dispositions.	0.7	$ 450	$ 315
Collura, Anthony	23-Jun-03	Discuss borrowing base information with T. Kreatschman (Alix Partners).	0.6	$ 480	$ 288

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Collura, Anthony	23-Jun-03	Discussed workers compensation and the accounts receivable matrix with T. Kreatschman (Alix Partners).	1.1	$ 480	$ 528
Dean, Jason	23-Jun-03	Analyze and prepare comments on surety bond information for cigarette taxes.	1.6	$ 330	$ 528
Dean, Jason	23-Jun-03	Discuss open items with T. Kreatschman (Alix Partners) including customer retention, vendor updates, accounts receivable information and the CoreMark visit scheduled for June 24, 2003.	0.4	$ 330	$ 132
Dean, Jason	23-Jun-03	Prepare a list of questions regarding outstanding issues on the worker's compensation motion.	0.7	$ 330	$ 231
Dean, Jason	23-Jun-03	Discuss the workers compensation insurance initiatives with R. Weller (Fleming) and R. Cook (Marsh USA).	0.4	$ 330	$ 132
Dean, Jason	23-Jun-03	Prepare a summary of information from workers compensation meeting into correspondence for the files	2.6	$ 330	$ 858
Dean, Jason	23-Jun-03	Analyze and prepare comments on the C&S letter of interest.	2.4	$ 330	$ 792
Mathews, Cassandra	23-Jun-03	Update summary of comparison of Debtor's sale and wind down cashflow scenarios.	1.0	$ 330	$ 330
Mathews, Cassandra	23-Jun-03	Update recovery analysis for estimated administration claims.	1.1	$ 330	$ 363
Mathews, Cassandra	23-Jun-03	Update recovery analysis for estimated unsecured claims.	0.5	$ 330	$ 165
Mathews, Cassandra	23-Jun-03	Analyze lease rejection and asset sale binder from prior weeks meeting.	0.9	$ 330	$ 297
Barker, Nathaniel	23-Jun-03	Review revised supply agreement and purchase offer.	1.7	$ 510	$ 867
Barker, Nathaniel	23-Jun-03	Review summary of asset sales for recovery analysis.	0.3	$ 510	$ 153
Barker, Nathaniel	23-Jun-03	Review correspondence on liquidity issues.	0.6	$ 510	$ 306
Barker, Nathaniel	23-Jun-03	Correspond on workers comp insurance issues.	0.7	$ 510	$ 357
Davies, Brian	23-Jun-03	Receive update on various case related issues.	1.1	$ 450	$ 495

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Davies, Brian	23-Jun-03	Meet with T. Kreatschman (Alix Partners) to discuss the accounts receivable settlement agreement.	0.5	$ 450	$ 225
Davies, Brian	23-Jun-03	Review schedule and timeline of open items tax.	1.3	$ 450	$ 585
Collura, Anthony	24-Jun-03	Participate in Core-Mark meeting in San Fransisco , CA to recieve an update on operations.	5.2	$ 480	$ 2,496
Dean, Jason	24-Jun-03	Discuss the workers compensation insurance initiatives with R. Weller (Fleming).	0.3	$ 330	$ 99
Dean, Jason	24-Jun-03	Analyze and prepare comments on the information concerning the Fleming engagement, including specific tasks performed for the Creditors' Committee.	1.1	$ 330	$ 363
Dean, Jason	24-Jun-03	Discuss the workers compensation insurance initiatives with R. Cook (Marsh USA).	0.3	$ 330	$ 99
Dean, Jason	24-Jun-03	Analyze and prepare comments on the C&S letter of interest.	3.0	$ 330	$ 990
Dean, Jason	24-Jun-03	Analyze and prepare comments on the C&S supply agreement.	3.1	$ 330	$ 1,023
Mathews, Cassandra	24-Jun-03	Attend meeting with T Morrow (Alix Partners), T Kretchman (Alix Partners), and A&M professionals with regard financial position of CoreMark.	1.5	$ 330	$ 495
Mathews, Cassandra	24-Jun-03	Attend meeting with T Morrow (Alix Partners), T Kretchman (Alix Partners) and A&M professionals with regard operational position of CoreMark.	0.9	$ 330	$ 297
Mathews, Cassandra	24-Jun-03	Attend meeting with T Morrow (Alix Partners), T Kretchman (Alix Partners), and A&M professionals regarding the customer position of CoreMark.	1.1	$ 330	$ 363
Mathews, Cassandra	24-Jun-03	Attend meeting with T Morrow (Alix Partners), T Kretchman (Alix Partners), and A&M professionals regarding the vendor position of CoreMark.	0.6	$ 330	$ 198

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	24-Jun-03	Attend meeting with T Morrow (Alix Partners), T Kretchman (Alix Partners), and A&M professionals regarding the CoreMark tax issues.	0.9	$ 330	$ 297
Lattig, Larry	24-Jun-03	Review the financial terms of the bid letter.	0.7	$ 570	$ 399
Lattig, Larry	24-Jun-03	Review the financial terms of the supply agreement document proposed by C&S.	0.9	$ 570	$ 513
Barker, Nathaniel	24-Jun-03	Telephone call with B. Hertzberg (Pepper Hamilton) on workers comp issues.	0.1	$ 510	$ 51
Barker, Nathaniel	24-Jun-03	Provide guidance on workers comp issues and analysis needed.	0.8	$ 510	$ 408
Barker, Nathaniel	24-Jun-03	Correspond with counsel on workers comp.	0.9	$ 510	$ 459
Davies, Brian	24-Jun-03	Review draft of the APA.	1.8	$ 450	$ 810
Davies, Brian	24-Jun-03	Review and comment on the proposed supply agreement.	1.7	$ 450	$ 765
Davies, Brian	24-Jun-03	Provide guidance on supply agreement summary.	0.9	$ 450	$ 405
Davies, Brian	24-Jun-03	Review notes pertaining to the workers' compensation insurance renewal issues.	1.2	$ 450	$ 540
Davies, Brian	24-Jun-03	Draft and send update and correspondence in relation to workers compensation renewal information.	1.2	$ 450	$ 540
Davies, Brian	24-Jun-03	Review customer defection log to estimate cars impact to the estate.	0.7	$ 450	$ 315
Davies, Brian	24-Jun-03	Review motion outlining workers' compensation renewal process.	1.1	$ 450	$ 495
Dean, Jason	25-Jun-03	Complete the summary of the C&S supply agreement.	1.6	$ 330	$ 528
Dean, Jason	25-Jun-03	Read and analyze the customer retention spreadsheet dated June 23, 2003.	2.2	$ 330	$ 726
Dean, Jason	25-Jun-03	Analyze and prepare comments on the vendor update provided as of June 19, 2003 for the trade lien vendors.	1.8	$ 330	$ 594
Dean, Jason	25-Jun-03	Analyze and prepare comments on the vendor update provided as of June 19, 2003 for the other vendors.	2.6	$ 330	$ 858
Dean, Jason	25-Jun-03	Discuss the workers compensation insurance initiatives with R. Stovall (Alix Partners) and R. Wer (Fleming).	0.2	$ 330	$ 66

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	25-Jun-03	Analyze and prepare comments on the information from workers compensation meeting.	0.4	$ 330	$ 132
Mathews, Cassandra	25-Jun-03	Analyze data provided by CoreMark Management.	2.2	$ 330	$ 726
Mathews, Cassandra	25-Jun-03	Prepare summary of CoreMark meetings and information provided by CoreMark Management.	2.8	$ 330	$ 924
Barker, Nathaniel	25-Jun-03	Review latest customer defection report.	0.3	$ 510	$ 153
Barker, Nathaniel	25-Jun-03	Review trade lien report.	0.5	$ 510	$ 255
Barker, Nathaniel	25-Jun-03	Review terms report.	0.4	$ 510	$ 204
Davies, Brian	25-Jun-03	Review CoreMark April performance data.	0.8	$ 450	$ 360
Davies, Brian	25-Jun-03	Draft informational memorandum regarding CoreMark's performance, fill rates and customer volume losses.	0.6	$ 450	$ 270
Davies, Brian	25-Jun-03	Review and edit CoreMark informational memo.	0.4	$ 450	$ 180
Davies, Brian	25-Jun-03	Review summary memorandum outlining the supply agreement.	1.8	$ 450	$ 810
Davies, Brian	25-Jun-03	Review customer and vendor retention data and YTD performance.	2.0	$ 450	$ 900
Davies, Brian	25-Jun-03	Receive update on the CoreMark site visit and performance meeting.	1.1	$ 450	$ 495
Dean, Jason	26-Jun-03	Discuss workers compensation negotiations with R. Wer (Fleming) and R. Stovall (Alix Partners).	0.4	$ 330	$ 132
Dean, Jason	26-Jun-03	Research Fleming pension information from data room.	1.9	$ 330	$ 627
Mathews, Cassandra	26-Jun-03	Conference call with M Sharp (AlixPartners) regarding lease proposed for assume and assign or rejection.	1.0	$ 330	$ 330
Mathews, Cassandra	26-Jun-03	Update summary of CoreMark meetings and information provided by CoreMark Management.	0.8	$ 330	$ 264
Mathews, Cassandra	26-Jun-03	Analyze and prepare summary of CoreMark cost cutting efforts.	0.7	$ 330	$ 231
Barker, Nathaniel	26-Jun-03	Review data on CoreMark performance.	0.6	$ 510	$ 306
Barker, Nathaniel	26-Jun-03	Review issues on critical trade terms.	0.8	$ 510	$ 408
Barker, Nathaniel	26-Jun-03	Review updated CoreMark capex requirements.	0.6	$ 510	$ 306

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Barker, Nathaniel	26-Jun-03	Review summary memo on CoreMark visit and prepare comments.	0.8	$ 510	$ 408
Davies, Brian	26-Jun-03	Provide materials for the conference call scheduled for 5/26.	0.8	$ 450	$ 360
Davies, Brian	26-Jun-03	Review the wholesale divisions performance, fill rates and service level data for the committee conference call.	1.3	$ 450	$ 585
Dean, Jason	27-Jun-03	Discuss asset sales with M. Sharp (Alix Partners) and D. Stegman (Fleming).	1.1	$ 330	$ 363
Dean, Jason	27-Jun-03	Analyze and prepare comments on previous asset sales included in the summary information provided weekly by M. Sharp (Alix Partners).	1.4	$ 330	$ 462
Dean, Jason	27-Jun-03	Discuss lease rejections (Retail) with D. Stegman (Fleming).	0.6	$ 330	$ 198
Dean, Jason	27-Jun-03	Analyze and prepare comments on previous motions which included the rejection, assumption, or assignment of leases.	1.6	$ 330	$ 528
Dean, Jason	27-Jun-03	Discuss retail leases which will be rejected with D. Stegman (Fleming).	0.4	$ 330	$ 132
Dean, Jason	27-Jun-03	Read and analyze list of leases forwarded to Staubach for valuation.	1.8	$ 330	$ 594
Barker, Nathaniel	27-Jun-03	Telephone call with B. Kaufman (Compass) on claims and recovery.	0.3	$ 510	$ 153
Barker, Nathaniel	27-Jun-03	Review Hays motion and prepare comments.	0.9	$ 510	$ 459
Barker, Nathaniel	27-Jun-03	Review issues on leases to be rejected.	0.6	$ 510	$ 306
Davies, Brian	27-Jun-03	Review the C and S draft agreement.	1.1	$ 450	$ 495
Davies, Brian	27-Jun-03	Review and comment on the revised C and S bid letter.	1.7	$ 450	$ 765
Dean, Jason	30-Jun-03	Update recovery analysis to include revised estimate for CoreMark asset sale.	0.6	$ 330	$ 198
Dean, Jason	30-Jun-03	Update recovery analysis to include revised estimate for asset balances using the most recent borrowing base.	1.1	$ 330	$ 363
Dean, Jason	30-Jun-03	Update the recovery analysis to include revised estimates for notes receivable.	0.9	$ 330	$ 297
Dean, Jason	30-Jun-03	Update the recovery analysis to include new debt balances from the most recent borrowing base.	0.7	$ 330	$ 231

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	30-Jun-03	Update the recovery analysis to include pre-petition notes payable and pre-petition accounts payable.	1.8	$ 330	$ 594
Dean, Jason	30-Jun-03	Prepare a list of follow-up items to be discussed with T. Kreatschman (Alix Partners).	0.8	$ 330	$ 264
Dean, Jason	30-Jun-03	Update the recovery analysis to include the June 16, 2003 cash information compiled by Alix Partner (Sale v Wind-Down)	1.3	$ 330	$ 429
Dean, Jason	30-Jun-03	Analyze and prepare comments on the proposed stipulations of the Stay Program for CoreMark.	0.8	$ 330	$ 264
Mathews, Cassandra	30-Jun-03	Prepare summary of lease rejections and assign and assume motions.	1.8	$ 330	$ 594
Mathews, Cassandra	30-Jun-03	Prepare a summary update of the PACA claim process.	1.2	$ 330	$ 396
		Total	539.3		$ 220,794

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Barker, Nathaniel	02-Jun-03	Telephone calls with M. Hazy (Milbank) on severance plan and issues.	0.8	$ 510	$ 408
Barker, Nathaniel	02-Jun-03	Review severance analysis information from the debtor.	1.0	$ 510	$ 510
Barker, Nathaniel	02-Jun-03	Telephone call with M. Hazy (Milbank) on severance issues.	0.4	$ 510	$ 204
Barker, Nathaniel	02-Jun-03	Meet with B. Roof (Alix Partners) and T. Kreatschman (Alix Partners) on severance plan.	0.3	$ 510	$ 153
Nygard, David	02-Jun-03	Analyze and prepare comments on an objection to be filed regarding the severance plan.	1.8	$ 510	$ 918
Barker, Nathaniel	03-Jun-03	Meet with D. Jerome (FLM) and T. Kreatschman (Alix Partners) on severance plan.	1.1	$ 510	$ 561
Barker, Nathaniel	03-Jun-03	Provide guidance on analysis of compensation and severance proposal of Debtor.	0.5	$ 510	$ 255
Barker, Nathaniel	03-Jun-03	Review severance analysis information from the debtor.	0.9	$ 510	$ 459
Becker, Irving	03-Jun-03	Analyze and prepare comments on Fleming's proposed severance program.	1.0	$ 510	$ 510
Nygard, David	03-Jun-03	Conference call with Fleming personnel regarding Paid Time Off.	2.4	$ 510	$ 1,224
Wu, Tony	03-Jun-03	Evaluate Fleming's proposed severance plan.	1.2	$ 240	$ 288
Wu, Tony	03-Jun-03	Obtain and evaluate surveyed data on severance practices.	1.8	$ 240	$ 432
Wu, Tony	03-Jun-03	Compare Fleming's proposed severance provisions with survey data.	1.3	$ 240	$ 312
Wu, Tony	03-Jun-03	Draft KPMG's analysis report on Fleming's proposed severance provision.	2.1	$ 240	$ 504
Wu, Tony	03-Jun-03	Update KPMG's analysis report on Fleming's proposed severance provision.	1.6	$ 240	$ 384
Barker, Nathaniel	04-Jun-03	Analyze and prepare comments on severance report to Committee.	0.8	$ 510	$ 408
Barker, Nathaniel	04-Jun-03	Analyze data on severance.	1.6	$ 510	$ 816
Barker, Nathaniel	04-Jun-03	Telephone call with M. Hazy (Milbank) on severance and motion.	0.7	$ 510	$ 357

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Nygard, David	04-Jun-03	Analyze and prepare comments on Paid Time Off document.	1.3	$ 510	$ 663
Wu, Tony	04-Jun-03	Research motions regarding accrued vacation pay within company severance provisions.	2.5	$ 240	$ 600
Wu, Tony	04-Jun-03	Obtain and evaluate survey data on Paid Time Off provisions.	1.5	$ 240	$ 360
Barker, Nathaniel	05-Jun-03	Telephone call with A. Hede (A&M), T. Kreatschman (Alix Partners) on cash flow and notes collection.	1.0	$ 510	$ 510
Barker, Nathaniel	05-Jun-03	Review and analyze cash flow and liquidity issues.	1.3	$ 510	$ 663
Dasilva, Tony	05-Jun-03	Assist in preparation of report to committee concerning proposed severance plan.	1.0	$ 600	$ 600
Nygard, David	05-Jun-03	Discuss revised information with FLM personnel and incorporate into report.	2.7	$ 510	$ 1,377
Wu, Tony	05-Jun-03	Evaluate Fleming's Paid Time Off provisions, which includes paid vacation days and paid sick days.	1.6	$ 240	$ 384
Nygard, David	06-Jun-03	Discuss revised Paid Time Off cost projections with FLM personnel.	0.6	$ 510	$ 306
Dasilva, Tony	09-Jun-03	Review and edit report on severance program.	1.0	$ 600	$ 600
Nygard, David	09-Jun-03	Prepare report for Creditors' Committee presentation.	2.2	$ 510	$ 1,122
Wu, Tony	09-Jun-03	Revise KPMG's draft analysis report to incorporate updated Paid Time Off analysis.	1.8	$ 240	$ 432
Barker, Nathaniel	10-Jun-03	Review severance report and suggest changes.	1.5	$ 510	$ 765
Becker, Irving	10-Jun-03	Analyze severance and paid time off policy and provisions.	1.0	$ 510	$ 510
Nygard, David	10-Jun-03	Prepare report for Creditors' Committee presentation.	4.6	$ 510	$ 2,346
Wu, Tony	10-Jun-03	Revise KPMG's draft analysis report to incorporate further detail regarding Fleming's estimated severance costs and additional survey severance data.	0.8	$ 240	$ 192
Wu, Tony	10-Jun-03	Finalize report based on KPMG's draft severance and Paid Time Off analysis.	1.8	$ 240	$ 432

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Wu, Tony	10-Jun-03	Analyze correspondence and spreadsheets regarding severance proposal and WARN issues.	1.4	$ 240	$ 336
Wu, Tony	10-Jun-03	Analyze and revise KPMG's draft report on severance and Paid Time Off.	0.6	$ 240	$ 144
Barker, Nathaniel	11-Jun-03	Review and analyze severance detail.	0.9	$ 510	$ 459
Dean, Jason	11-Jun-03	Analyze and prepare comments on severance information data by PSC provided by the Company.	1.2	$ 330	$ 396
Dean, Jason	11-Jun-03	Begin compiling severance information by PSC to show severance amounts for PSC which may be closed/sold.	2.1	$ 330	$ 693
Wu, Tony	11-Jun-03	Research offset of WARN amount by severance.	1.5	$ 240	$ 360
Wu, Tony	11-Jun-03	Calculate incremental costs of severance by business unit.	3.2	$ 240	$ 768
Wu, Tony	11-Jun-03	Create exhibit of incremental cost of severance in addition to WARN in various outcomes.	1.8	$ 240	$ 432
Barker, Nathaniel	12-Jun-03	Review severance stratification and PSC analysis.	1.4	$ 510	$ 714
Dean, Jason	12-Jun-03	Discuss severance questions with T. Kreatschman (Alix Partners).	0.4	$ 330	$ 132
Dean, Jason	12-Jun-03	Complete compilation of severance information by PSC to show severance amounts for PSC which may be closed/sold.	2.7	$ 330	$ 891
Dean, Jason	12-Jun-03	Analyze and prepare comments on severance presentation compiled by D. Nygard (KPMG).	1.1	$ 330	$ 363
Nygard, David	12-Jun-03	Prepare Paid Time Off analysis follow up from suggestions made at the Committee presentation.	0.3	$ 510	$ 153
Barker, Nathaniel	13-Jun-03	Prepare correspondence on severance analysis.	0.6	$ 510	$ 306
Barker, Nathaniel	13-Jun-03	Telephone call with M. Hazy (Milbank) on severance.	0.2	$ 510	$ 102
Barker, Nathaniel	13-Jun-03	Review issues on WARN act and severance.	1.3	$ 510	$ 663
Dean, Jason	13-Jun-03	Analyze and prepare comments on Company's severance plan.	0.8	$ 330	$ 264

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Nygard, David	13-Jun-03	Prepare analysis of updated proposed severance payments.	2.8	$ 510	$ 1,428
Nygard, David	13-Jun-03	Prepare analysis of the relationship of severance to the requirements of the WARN Act regarding facility.	3.6	$ 510	$ 1,836
Shaw, Adam	13-Jun-03	Prepare correspondence and spreadsheets of severance proposal and WARN issues.	2.0	$ 510	$ 1,020
Nygard, David	14-Jun-03	Update analysis and report revisions regarding severance/Paid Time Off.	2.7	$ 510	$ 1,377
Dasilva, Tony	16-Jun-03	Read WARN act for applicability to Fleming. Read and reply to email correspondence regarding the same.	1.0	$ 600	$ 600
Dasilva, Tony	16-Jun-03	Prepare correspondence regarding the WARN.	0.5	$ 600	$ 300
Dean, Jason	16-Jun-03	Research location information for severance payments.	0.4	$ 330	$ 132
Nygard, David	16-Jun-03	Update analysis and report revisions regarding severance/Paid Time Off.	1.6	$ 510	$ 816
Shaw, Adam	16-Jun-03	Research regarding WARN requirements.	2.0	$ 510	$ 1,020
Shaw, Adam	16-Jun-03	Analyze and update comments on WARN requirements.	2.5	$ 510	$ 1,275
Wu, Tony	16-Jun-03	Analyze and prepare comments on Fleming's proposed stay bonus plan.	1.1	$ 240	$ 264
Wu, Tony	16-Jun-03	Research KPMG's bankruptcy database regarding stay bonus plans implemented by similarly situated companies.	1.2	$ 240	$ 288
Barker, Nathaniel	17-Jun-03	Review additional debtor information on severance.	1.1	$ 510	$ 561
Dean, Jason	17-Jun-03	Analyze and prepare comments on updated severance information provided by the Company dated 6/17/03.	2.4	$ 330	$ 792
Nygard, David	17-Jun-03	Update analysis and report revisions regarding severance/Paid Time Off.	2.3	$ 510	$ 1,173
Shaw, Adam	17-Jun-03	Research appropriate WARN case law.	2.0	$ 510	$ 1,020
Shaw, Adam	17-Jun-03	Determine locations of Debtor's sites to determine sites effected by WARN.	2.0	$ 510	$ 1,020
Shaw, Adam	17-Jun-03	Update June 17 severance report.	0.5	$ 510	$ 255
Becker, Irving	18-Jun-03	Analyze severance proposal.	0.5	$ 510	$ 255

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	18-Jun-03	Sort severance information by PSC into Closures, Keepers, On the Fence, and Closed.	2.6	$ 330	$ 858
Dean, Jason	18-Jun-03	Update severance analysis.	0.3	$ 330	$ 99
Mathews, Cassandra	18-Jun-03	Analyze and prepare comments on Debtor's updated severance.	2.0	$ 330	$ 660
Nygard, David	18-Jun-03	Follow up analysis and report revisions regarding severance/Paid Time Off	2.8	$ 510	$ 1,428
Shaw, Adam	18-Jun-03	Research offset of WARN amount by severance.	3.5	$ 510	$ 1,785
Wu, Tony	18-Jun-03	Research KPMG's bankruptcy database regarding stay bonus plans implemented by similarly situated companies.	0.8	$ 240	$ 192
Barker, Nathaniel	19-Jun-03	Analyze and prepare comments on WARN issues.	0.4	$ 510	$ 204

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Nygard, David	19-Jun-03	Review case issues and notes from N Barker (KPMG) prior to presentation to Committee.	1.1	$ 510	$ 561
Shaw, Adam	19-Jun-03	Update analysis and report revisions regarding severance/Paid Time Off.	0.5	$ 510	$ 255
Wu, Tony	19-Jun-03	Review additional census information as to employees and locations.	0.8	$ 240	$ 192
Dasilva, Tony	20-Jun-03	Analyze Paid Time Off policy proposals.	1.0	$ 600	$ 600
Shaw, Adam	20-Jun-03	Prepare correspondence regarding severance proposal.	0.5	$ 510	$ 255
Davies, Brian	23-Jun-03	Review the proposed severance policy.	1.4	$ 450	$ 630
Shaw, Adam	23-Jun-03	Analyze additional correspondence regarding severance proposal.	0.5	$ 510	$ 255
Shaw, Adam	24-Jun-03	Analyze and prepare comments on final severance report.	2.5	$ 510	$ 1,275
Wu, Tony	24-Jun-03	Analyze and prepare comments of KERP plans from bankruptcy motions.	1.4	$ 240	$ 336
Shaw, Adam	25-Jun-03	Analyze additional correspondence regarding the Debtor's severance proposal.	0.5	$ 510	$ 255
Wu, Tony	25-Jun-03	Update comments of KERP plans from bankruptcy motions.	1.2	$ 240	$ 288
Becker, Irving	26-Jun-03	Analyze and prepare comments on Fleming's pension documents.	1.0	$ 510	$ 510
Davies, Brian	26-Jun-03	Meet with Debtor advisors to discuss preliminary stay program.	0.6	$ 450	$ 270
Nygard, David	26-Jun-03	Analyze KERP proposal and retirement funding.	2.8	$ 510	$ 1,428
Becker, Irving	27-Jun-03	Review proposed stay bonus plan.	0.5	$ 510	$ 255
Dasilva, Tony	27-Jun-03	Review data concerning stay program and review peer data on the subject.	1.0	$ 600	$ 600
Davies, Brian	27-Jun-03	Review data relating to the proposed stay program.	1.4	$ 450	$ 630
Davies, Brian	27-Jun-03	Conference call with the debtor to discuss the company pension plan.	0.9	$ 450	$ 405
Nygard, David	27-Jun-03	Analyze stay plan and prepare correspondence on analysis.	1.3	$ 510	$ 663
Senecoff, Dan	27-Jun-03	General research and write-up of PBGC benefit guarantee information.	2.0	$ 510	$ 1,020
		Total	138.5		$ 59,082

EXHIBIT C4

Fleming Companies, Inc., et al.
Travel
June 1, 2003 through June 30, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	02-Jun-03	Travel from Chicago, IL to Dallas, TX	2.0	$ 330	$ 660
Barker, Nathaniel	02-Jun-03	Travel from Boston, MA to Dallas, TX.	4.0	$ 510	$ 2,040
Collura, Anthony	02-Jun-03	Travel from Phoenix, AZ to Dallas, TX	2.0	$ 480	$ 960
Barker, Nathaniel	04-Jun-03	Travel to Boston, MA from Dallas, TX.	4.0	$ 510	$ 2,040
Mathews, Cassandra	05-Jun-03	Travel from Dallas, TX to Chicago, IL	2.0	$ 330	$ 660
Collura, Anthony	06-Jun-03	Travel from Dallas, TX to Phoenix, AZ	2.0	$ 480	$ 960
Collura, Anthony	09-Jun-03	Travel to Dallas, TX from Phoenix, AZ	2.0	$ 480	$ 960
Barker, Nathaniel	10-Jun-03	Travel from Boston, MA to Dallas, TX.	4.0	$ 510	$ 2,040
Barker, Nathaniel	12-Jun-03	Travel from Dallas to Boston.	4.0	$ 510	$ 2,040
Mathews, Cassandra	16-Jun-03	Travel from Chicago, IL to Dallas, TX	2.0	$ 330	$ 660
Barker, Nathaniel	16-Jun-03	Travel from Boston to Dallas.	4.0	$ 510	$ 2,040
Barker, Nathaniel	18-Jun-03	Travel Dallas, TX to Boston, MA.	4.0	$ 510	$ 2,040
Mathews, Cassandra	20-Jun-03	Travel from Dallas, TX to Chicago, IL	2.0	$ 330	$ 660
Collura, Anthony	20-Jun-03	Travel from Dallas, TX to Phoenix, AZ	2.0	$ 480	$ 960
Mathews, Cassandra	23-Jun-03	Travel from Chicago IL to Dallas, TX	2.0	$ 330	$ 660
Davies, Brian	23-Jun-03	Travel from Boston, MA to Dallas, TX	4.0	$ 450	$ 1,800
Collura, Anthony	23-Jun-03	Travel from Phoenix, AZ to Dallas, TX and then to San Fransisco, CA to attend meeting ragarding Core-Mark.	6.0	$ 480	$ 2,880
Mathews, Cassandra	24-Jun-03	Travel from Dallas, TX to San Fransico, CA	3.0	$ 330	$ 990
Collura, Anthony	24-Jun-03	Travel from San Fransciso, CA to Phoenix, AZ.	3.0	$ 480	$ 1,440
Mathews, Cassandra	25-Jun-03	Travel from San Fransico CA to Dallas TX	3.0	$ 330	$ 990
Mathews, Cassandra	26-Jun-03	Travel from Dallas, TX to Chicago, IL	2.0	$ 330	$ 660
Davies, Brian	26-Jun-03	Travel from Dallas, TX to Boston, MA.	4.0	$ 450	$ 1,800
Mathews, Cassandra	30-Jun-03	Travel from Chicago, IL to Dallas, TX	2.0	$ 330	$ 660
		Sub-Total	69.0		$ 30,600
		Less: 50% of charges incurred			$ (15,300)
		Total			$ 15,300