

EXHIBIT A

EXHIBIT A (1)

SUMMARY BY PROJECT CATEGORY OF DISBURSEMENTS BILLED
(APRIL 10, 2003 THROUGH APRIL 30, 2003)

ACTIVITY	AMOUNT
Asset Sales	52.44
Committee Administration	10,554.12
Committee Meetings	2,326.37
Critical Vendor Issues	48.75
DIP and Exit Financing	553.16
Employee Issues	64.86
PACA	12.40
Retention of Professionals	149.15
Constructive Trust Adversary Proceedings	8,774.80
TOTAL DISBURSEMENTS	<u>\$22,536.05</u>

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/ASSET SALES

April 10, 2003 through April 30, 2003

	Date	Description	Hours	Name
8987705	4/16/2003	Review emergency sale motion for pharmacy assets (0.4); Review APA re same (0.6); Draft memo to committee re same (0.7); Confs w/ P. Aronzon re same (0.3).	2.00	Dunne, Dennis F.
8995975	4/16/2003	Draft memo to committee re: debtors' emergency motion for pharmacy asset sales (.4); corresp. w/ D. Dunne re: same (.1).	0.50	MacInnis, James H.
8995976	4/17/2003	TCFW G. Richards & CFW D. Dunne re sale of pharmaceutical assets	0.50	Mandel, Lena
8991059	4/18/2003	Prepare for and attend auction w/ CVS re pharmacy assets (1.2); Confs w/ P.Aronzon re same (0.3)	1.50	Dunne, Dennis F.
8995977	4/18/2003	TCFSW G. Richards & D. Dunne re pharmacy asset auction (.4); prepare documentation for D. Dunne re same (.2).	0.60	Mandel, Lena
8995978	4/20/2003	Review proposed purchase agreements and correspond w/D.Dunne re: pharmacy asset sale.	1.50	Mandel, Lena
9001761	4/25/2003	TCFW G. Richards & J Horowitz & CFW D. Dunne re proposed motions for various asset sales.	0.50	Mandel, Lena
9032945	4/25/2003	TC w/R. Raskin (Schottenstein) re potential interest in purchase of assets.	0.50	Kirpalani, Susheel
9009203	4/30/2003	Review excess inventory sale motion (.2); TCFW M. Hazy re summaries (.1).	0.30	Mandel, Lena
9018670	4/30/2003	Obtain motion re sale of nine California stores (.4).	0.40	Bulow, Alessandra
9137928	4/30/2003	Obtain motion re sale of de minimis assets (.3); Obtain motion re excess inventory (.3).	0.60	Bulow, Alessandra

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/AUTOMATIC STAY ENFORCEMENT & LITIGATION

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9137923	4/14/2003	0.80	Bulow, Alessandra
	Obtain Motion to Vacate the Automatic Stay (.3); Obtain Motion of Afco Credit Corporation for Order Scheduling Expedited Hearing on Motion to Vacate the Automatic Stay (.3); Obtain Memorandum of Law in Support of it's Motion for Relief From the Automatic Stay (.2).		
9007391	4/22/2003	1.60	Lewis, Joshua C.
	Reviewed lift stay pleadings filed (1.6)		
9032990	4/24/2003	1.10	Lewis, Joshua C.
	Summarized certain lift-stay motions filed for L.Mandel.		
9008431	4/29/2003	0.40	Mandel, Lena
	Review lift stay motion re advancing defense costs.		
9137930	4/30/2003	0.60	Bulow, Alessandra
	Obtain motions filed by Placid Refinings (.3); Obtain motion re Directors' and Officers' Insurance (.3).		
9137980	4/30/2003	1.20	Lewis, Joshua C.
	Reviewed certain pleadings moving to lift automatic stay (1.2).		

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CLAIMS ANALYSIS AND ESTIMATION

April 10, 2003 through April 30, 2003

	Date	Description	Hours	Name
9137959	4/16/2003	Review indentures and bank debt and chart subsidiary guarantors (2.1).	2.10	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name	
8984205	4/10/2003	Contact with creditors re holdings and chart same (1.3); confer with D. Dunne re: events at hearing and formation meeting (.4); correspondence and coordination with Pepper Hamilton attys re: new Committee formation and coordinating efforts to avoid duplication (2.1); draft correspondence to Committee Members re: events at hearings and committee formation meeting (.8); Calls with Fleming bondholders re: events and questions from today (12 calls total) (2.6)	7.20	Gautier, Scott F.
8984211	4/10/2003	Research and update contact list	0.40	Ball, Lorie A.
8987706	4/10/2003	Prepare for and attend committee formation meeting (5.6); Confs w/ members thereafter (1.3).	6.90	Dunne, Dennis F.
8991063	4/10/2003	Conference with Bondholders regarding committee administration (.2); Conference with Kirkland & Ellis regarding committee administration (.3); Conference with KMPG/Compass regarding committee administration (.2); Conference with Pepper Hamilton regarding committee administration (.5).	1.20	Aronzon, Paul S.
8984193	4/11/2003	Obtain Flemming case details to prepare new case memo (2.1); review draft new case memo (.3); Corresp. w/ S. Gautier and J. Lewis re: potential conflicts (.1).	2.50	MacInnis, James H.
8984194	4/11/2003	Obtain precedent re securities trading issues.	0.30	Strappazon, Rena
8984198	4/11/2003	Draft Fleming committee bylaws (2.3); review committee bylaws (.5); revise committee bylaws (.7).	3.50	MacInnis, James H.
8984206	4/11/2003	Call with J. Lewis in NY re: bylaws and billing info.	0.50	Gautier, Scott F.
8986668	4/11/2003	Meet with S. Gautier regarding April 14 cte. meeting.	0.40	Ball, Lorie A.
8986669	4/11/2003	DF notice, motion & proposed trading order.	2.80	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name	
8987707	4/11/2003	Confs w/ B. Hertzberg, P. Aronzon, J. Skidmore re by-laws, agenda, committee meetings and related issues (1.3); Review trading order (0.4); Confs w/ L. Mandel re same (0.3); Confs w/ J. MacInnis re by-laws and administrative matters (0.4); Review same (0.8).	3.20	Dunne, Dennis F.
9013052	4/11/2003	Telephone conference with P. Aronzon regarding Committee selection process, first day motions and U.S. Trustee coordination.	0.30	Moore, Robert Jay
9137953	4/11/2003	Review draft trading order (.4); review draft trading motion (.5); review draft committee bylaws (.4).	1.30	Gautier, Scott F.
8987708	4/12/2003	Review housekeeping matters (0.4); Draft e-mails to P. Aronzon, B. Cohen & B. Hertzberg re same (0.4).	0.80	Dunne, Dennis F.
8980573	4/14/2003	Finalize trading motion and trading order (1.0); CFSW D. Dennis re same (0.2); locate various pleadings for D. Dunne (0.3).	1.50	Mandel, Lena
8987709	4/14/2003	Prepare for and attend meeting with Pepper re task lists and related issues.	0.90	Dunne, Dennis F.
8995981	4/14/2003	Obtain signature page of Fournier (.3); Assist in obtaining voluntary petitions (.9); Obtain sample captions of PG&E and Worldcom (.7).	1.90	Bulow, Alessandra
8995989	4/14/2003	Prepared first day pleadings binders for S.Kirpalani and M.Hazy (MTHM) (1.9).	1.90	Lewis, Joshua C.
9140715	4/14/2003	Update contact list (.1); corresp. with P. Aronzon (.3); check on and update call-in information (.2).	0.60	Gautier, Scott F.
8987710	4/15/2003	Review requested revisions to by-laws (0.3); Draft memos re same (0.3).	0.60	Dunne, Dennis F.
8995990	4/15/2003	Reviewed Milbank notice of appearance (.4); Prepared WGL for debtor's counsel (.8)	1.20	Lewis, Joshua C.
9140724	4/15/2003	Research creditor question re representation on committee.	1.10	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

April 10, 2003 through April 30, 2003

<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Name</u>
8987711	4/16/2003 Review docket and new emergency filings (1.1); CFSW D. Dunne, J. MacInnis and J. Lewis re same (.5).	1.60	Mandel, Lena
8988905	4/16/2003 Send confidentiality agreements and correspondence to Committee Members and professionals (.2); Read and review confi. agreements (.4); Edit and revise confi. agreements (1.3)	1.90	Gautier, Scott F.
8995987	4/16/2003 Revise committee bylaws per committee comments (.5); corresp. w/ D. Dunne re: same (.1).	0.60	MacInnis, James H.
8995992	4/16/2003 T/c with S.Gautier re: case administration (.2)	0.20	Lewis, Joshua C.
9140716	4/16/2003 Review and revise committee by-laws.	0.40	Dunne, Dennis F.
8988906	4/17/2003 Further edits and revisions to confi. agreement (.5); correspondence to T. Kreller and P. Aronzon re: same (.3)	0.80	Gautier, Scott F.
8995984	4/17/2003 Create email distribution lists.	0.70	Strappazon, Rena
8995993	4/17/2003 Met with L.Mandel re: docket review tasks (.4); Drafted pro hac vice motions for D.Dunne and S.Kirpalani (.7);	1.10	Lewis, Joshua C.
8995996	4/17/2003 Review motion coverage (.3); CFSW J. Lewis re docket monitoring re: pro hac motions (.4); review pending motions and responses (1.2); correspond w/D.Dunne re same (.4); TCFSW S. Cho re same (.3).	2.60	Mandel, Lena
9126221	4/17/2003 Revise creditors' committee bylaws (1.0); correp. w/ D. Dunne re: same (.1).	1.10	MacInnis, James H.
9137964	4/17/2003 Reviewed indentures and committee holdings to determine notes represented (.8)	0.80	Lewis, Joshua C.
8991067	4/18/2003 Review memos to committee re Monday's hearings and positions re same (0.8); Confs w/ PAronzon re same (0.3)	1.10	Dunne, Dennis F.
8995994	4/18/2003 Email with Pepper re: filing and case status (.6); Discuss with L.Mandel (MTHM) corporate structure of debtors (.2).	0.80	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
8995997	4/18/2003 Review docket update (.2); attention to organizational chart (.3); CFW J. Lewis re assignments (.2); TCFW D. Dunne & correspond w. R. Wynne re trading order (.4).	1.10	Mandel, Lena
9126222	4/18/2003 Communicate with M. Vito and S. Eagle re: status of PBGC comments to the committee bylaws (.1); Corresp. w/ D. Dunne re: same (.1).	0.20	MacInnis, James H.
8995988	4/21/2003 Call with Joshua Lewis re: internal organization and responsibilities on case (.4); conf. call with J. Lewis and J. Skidmore (pepper hamilton), re: inter-firm coordination of responsibilities to committee/admin. matters (.7); draft memorandum to Milbank atty's re: admin. matters and responsibilities/coordination (.3)	1.40	Gautier, Scott F.
9001763	4/21/2003 Draft memo to committee re results of today's court hearing	0.40	Dunne, Dennis F.
9007388	4/21/2003 Revise committee bylaws per comments of the PBGC (.5); review the revised committee bylaws (.2); Draft corresp. to D. Dunne re: same (.2).	0.90	MacInnis, James H.
8998051	4/23/2003 Review & markup draft of legal due diligence request list.	0.30	Mandel, Lena
9001764	4/23/2003 Confs w/ USTrustee (J. Compton) re membership issues and requests for service (0.3); Review BONY letter re same (0.2); Draft memo to committee re same (0.2)	0.70	Dunne, Dennis F.
9001765	4/23/2003 Review and revise by-laws per committee member comments (0.8); Review subcommittee issues (0.3)	1.10	Dunne, Dennis F.
9001769	4/23/2003 Edits to Committee Member confidentiality agreement (.8); correspondence to Ashley Anderson at K&E re: proposed changes to confi agreements (.3).	1.10	Gautier, Scott F.
9128632	4/23/2003 Revise committee bylaws.	0.20	MacInnis, James H.
8999278	4/24/2003 Attention to updating WGL (.3); TCFW U.S. Trustee's office re trading order (.2).	0.50	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9001762	4/24/2003 Review case administration and projects	0.60	Aronzon, Paul S.
9001766	4/24/2003 Confs w/ BONY re request for inclusion on committee (0.2); Review issues re same (0.3)	0.50	Dunne, Dennis F.
9001770	4/24/2003 Call and confer with A. Anderson at K&E re: confi. agreement changes and procedure for obtaining signatures (.4); meet and confer with L. Ball re: confi. agreements and changes (.4).	0.80	Gautier, Scott F.
9001783	4/24/2003 Review and revise by-laws (0.3); Review issues w/ PBGC re same (0.2); Review issues to be addressed by Debtor (0.4)	0.90	Dunne, Dennis F.
9001787	4/24/2003 Review pleadings and filings and correspondence	0.80	Aronzon, Paul S.
9007393	4/24/2003 Reviewed docket for recent activity (.3); Prepared and circulated email list of recent docket activity to Milbank team (.5).	0.80	Lewis, Joshua C.
8999277	4/25/2003 Calls from S. Gautier regarding confidentiality agreements (.4); call from A. Anderson re: same (.2); call to A. Anderson re: same (.2); review confidentiality agreements (.4); draft correspondence to Committee members(.3); draft correspondence to professionals (.2); review numerous correspondence from committee members (.3); contact P. Aronzon regarding same (.2)	2.20	Ball, Lorie A.
9001767	4/25/2003 Confs w/ JCompton (USTrustee) re AIG resignation and successor issues (0.2); Review same (0.2); Review trading order issues (0.3)	0.70	Dunne, Dennis F.
9001771	4/25/2003 Calls with L. Ball re: confi. agreement changes from K&E (.8); Call with K. Lockridge and draft correspondence to A. Anderson at K&E re: K&E response to Committee's proposed changes (.4)	1.20	Gautier, Scott F.
9001773	4/25/2003 Correspond w/U.S. Trustee re trading order (.2); TCFWS L. Binder & CFSW D. Dunne re new indenture trustee's participation in committee meeting (.4).	0.60	Mandel, Lena
9001788	4/25/2003 Review pleadings, papers filed, case administration	1.60	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9001768	4/27/2003 Review issues for committee consideration at Dallas meeting (0.8); Review pleadings re same (0.7)	1.50	Dunne, Dennis F.
9001772	4/28/2003 Followup with P. Aronzon re: failure of Debtor's counsel to provide comments on confi. agreements (.4)	0.40	Gautier, Scott F.
9009205	4/28/2003 Review and revise by-laws (0.3); Confs w/ J. MacInnis and PBGC re same (0.4); Confs w/ J. Compton, S. Yacktmann & T. Barns re successor member for AIG (1.6); Review issues re BONY's request for appointment to committee (0.3); Confs /w J. Compton, B. Cohen & B. Hertzberg re same (0.7).	3.30	Dunne, Dennis F.
9032946	4/28/2003 Review draft bylaws' confidentiality provisions (.4); TC w/S. Eagle (PBGC) re modifications to same (.9).	1.30	Kirpalani, Susheel
9128633	4/28/2003 Draft memo summary of Fleming bylaws for ex-officio issue for D. Dunne (.9); prepare marked bylaws for committee meeting review (.4); revise committee bylaws for committee meeting (.5); corresp. w/ S. Eagle (PBGC) re: revised comments to bylaws (.3); review further revised bylaws (.7).	2.80	MacInnis, James H.
9007389	4/29/2003 Corresp. w/ D. Dunne re: committee bylaw revisions (.3); revise committee bylaws re: ex officio provision (.4); corresp. w/ D. Dunne re: same (.2).	0.90	MacInnis, James H.
9009206	4/30/2003 Meet and confer with P. Aronzon re: changes to confi. agreement (.4); edits and revisions to confi. agreement (.8); call and correspondence with A. Anderson at K&E re: further changes to confi. agreement (.5); Review K&E comments and further proposed changes to confi. agrmnt. (.4)	2.10	Gautier, Scott F.
9009207	4/30/2003 TCFSW LA office & Pepper re task allocation.	0.50	Mandel, Lena
9018672	4/30/2003 Conference with Pepper regarding projects and pleadings and OCC meeting	0.60	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

April 10, 2003 through April 30, 2003

	Date	Description	Hours	Name
9137981	4/30/2003	Drafted and had filed pro hac vice motion for M.Morris (.9).	0.90	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE MEETINGS

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9137950	4/11/2003 Correspondence with Pepper Hamilton re: coordinating April 14 cte. call (.6); draft agenda for monday conf. call (1.2); edit and revise agenda for Monday conf. call (.5);	2.30	Gautier, Scott F.
8984207	4/14/2003 Prepare for conference call: read and review correspondence sent by NY and Pepper Hamilton (.8); Attend conf. call with Committee and Counsel to discuss current first-day motions, Committee coordination, PACA, Reclamation, DIP Financing, Debtor's professionals, Financial Advisors (1.9).	2.70	Gautier, Scott F.
8991068	4/14/2003 Conference with Kirkland & Ellis regarding committee meetings (0.2); conference with OCC members regarding same (0.8)	1.00	Aronzon, Paul S.
8996002	4/14/2003 Preparation for April 14 committee call	1.20	Lewis, Joshua C.
9140714	4/14/2003 Prepare for and attend committee meeting.	1.30	Dunne, Dennis F.
8991070	4/15/2003 Conference with Milbank team regarding committee meetings (0.1); Conference with Pepper HAmilton regarding same (0.2)	0.30	Aronzon, Paul S.
9140725	4/15/2003 Coordinate call with Pepper attorneys (.3); edits and revisions to agenda items and communicate to Pepper atty. (.5).	0.80	Gautier, Scott F.
8986671	4/16/2003 Prepare for and attend conf. call with Comittee re: DIP issues and interview financial advisors (2.5)	2.50	Gautier, Scott F.
8987712	4/16/2003 Prepare for and attend committee meeting.	2.40	Dunne, Dennis F.
8991072	4/16/2003 Attend OCC meeting with OCC/OCC members regarding committee meetings (2.5); conferences with OCC members re: same (2.0); conference with Pepper HAmilton regarding same (0.3)	4.80	Aronzon, Paul S.
8988907	4/17/2003 Prepare for and attend committee meeting (0.9); Review open issues (0.2).	1.10	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE MEETINGS

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
8988908	4/17/2003 Prepare for (.2) and attend Committee conference call regarding emergency Motion and other motions to be heard on Monday, formation of subcommittee, agreement with FA's (.9).	1.10	Gautier, Scott F.
8991074	4/17/2003 Conference with OCC (0.9); prepare for same (1.8).	2.70	Aronzon, Paul S.
8996000	4/21/2003 Prepare for, incl. review financial and reclamation info. sent by company (1.0); attend conference call with committee and representatives of Debtors, incl. Gleacher (.5)	1.50	Gautier, Scott F.
9001774	4/21/2003 Prepare for (2.0) and attend (0.5) Official Creditors Committee meeting	2.50	Aronzon, Paul S.
8996001	4/22/2003 Prepare for (.6) and attend Committee conf. call to discuss results of DIP hearing and next actions by Committee (1.5)	2.10	Gautier, Scott F.
9001775	4/22/2003 Conference with Pepper and Milbank team in preparation for meeting (0.5); Conference with various OCC members in preparation for meeting (0.6); Prepare for (1.5) and attend (1.5) OCC meeting.	4.10	Aronzon, Paul S.
9001782	4/22/2003 Prepare for (.4) and attend (.9) committee meeting re DIP hearing	1.30	Dunne, Dennis F.
9001778	4/23/2003 Conference with Milbank team regarding OCC meeting (0.4); conference w/ Pepper regarding same (0.6)	1.00	Aronzon, Paul S.
9001780	4/24/2003 Conference with OCC professionals regarding DIP issues, OCC meetings, case administration and objections and filings for May 6.	1.20	Aronzon, Paul S.
9001781	4/25/2003 Conference with Milbank team regarding OCC issues and meetings	0.50	Aronzon, Paul S.
9001784	4/28/2003 Read and review Compass materials for tomorrow's meeting (1.1); review KPMG materials for tomorrow's meeting (1.3); Review new pleadings received in preparation for tomorrow's meeting (2.2)	4.60	Gautier, Scott F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE MEETINGS

April 10, 2003 through April 30, 2003

	Date	Description	Hours	Name
9018678	4/28/2003	Conference with OCC members and co-counsel regarding OCC meeting and case issues (1.3); Review pleadings, memo and financial review in preparation for OCC meeting (2.7)	4.00	Aronzon, Paul S.
9009209	4/29/2003	Attend Committee/Debtor meeting via conference call (6.5)	6.50	Gautier, Scott F.
9009212	4/29/2003	Prepare for and attend portion of committee meeting in Dallas.	5.70	Dunne, Dennis F.
9018680	4/29/2003	Prepare for and attend OCC meeting	7.00	Aronzon, Paul S.
9018681	4/30/2003	Conference with OCC members regarding DIP and trade issues	1.40	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COURT HEARINGS

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9140720	4/10/2003 Analyze courts' rulings re constructive trust holdbacks and related issues.	0.70	Dunne, Dennis F.
8991076	4/11/2003 Conference with Official Creditors Committee/OCC members regarding court hearings (0.6); Conference with Pepper Hamilton regarding same (0.3).	0.90	Aronzon, Paul S.
8991078	4/16/2003 Conference with Pepper Hamilton regarding court hearings (.4); Review pleadings and documents regarding court hearings (.5)	0.90	Aronzon, Paul S.
8988909	4/17/2003 Review objections, agenda and related pleadings re Monday's hearing.	1.30	Dunne, Dennis F.
8991080	4/17/2003 Conference with Pepper Hamilton regarding court hearings	0.30	Aronzon, Paul S.
9013059	4/17/2003 Incoming pleadings review.	0.80	Moore, Robert Jay
9137965	4/17/2003 TCFSW S. McFarland re Monday agenda.	0.40	Mandel, Lena
8991081	4/18/2003 Conference with Kirkland & Ellis regarding court hearings (0.4); Conference with Milbank team regarding same (0.2).	0.60	Aronzon, Paul S.
8991084	4/19/2003 Review contested matter pleadings for Monday's hearing	1.70	Dunne, Dennis F.
8991083	4/21/2003 Review pleadings and documents regarding court hearings	2.00	Aronzon, Paul S.
8996003	4/21/2003 Follow up with Committee member calls re: results of today's hearings (.5); Call with D. Dunne and P. Aronzon re: results of hearings (1.0); draft correspondence to Committee re: results of hearings (.5); edit, revise and send same (.3)	2.30	Gautier, Scott F.
9001785	4/21/2003 Conference with Official Creditors Committee members regarding hearing (1.3); Conference with Pepper and Milbank team regarding same (0.5)	1.80	Aronzon, Paul S.
9001789	4/21/2003 Prepare for and attend DIP hearings	6.80	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COURT HEARINGS

April 10, 2003 through April 30, 2003

	Date	Description	Hours	Name
9001790	4/22/2003	Prepare for and attend continued hearing on DIP financing	1.80	Dunne, Dennis F.
9137989	4/24/2003	Review and revise agenda (0.7).	0.70	Dunne, Dennis F.
9137976	4/25/2003	Review agenda issues (0.3).	0.30	Dunne, Dennis F.
9018673	4/30/2003	Review current filings and pleadings	1.80	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CRITICAL VENDOR ISSUES

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
8987713	4/10/2003	Review critical vendor motion (0.8); Confs w/ creditors re same (0.9).	1.70 Dunne, Dennis F.
8991086	4/10/2003	Conference with Kirkland & Ellis regarding vendor issues (0.4); Conference with KMPG/Compass regarding vendor issues (0.2); Conference with Pepper Hamilton regarding vendor issues (0.5); Review pleadings and documents regarding vendor issues (0.9)	2.00 Aronzon, Paul S.
8991090	4/11/2003	Conference with Bondholders regarding vendor issues	0.30 Aronzon, Paul S.
8991091	4/11/2003	Conference with Official Creditors Committee/OCC members regarding vendor issues (0.6); Conference with Pepper Hamilton regarding vendor issues (0.3); Review pleadings and documents regarding vendor issues (0.4).	1.30 Aronzon, Paul S.
8987714	4/12/2003	Review critical vendor documents.	0.90 Dunne, Dennis F.
8991094	4/14/2003	Conference with Kirkland & Ellis regarding critical vendor issues (0.2); Conference with OCC members regarding critical vendor issues (0.9); Conference with Pepper Hamilton regarding critical vendor issues (0.5)	1.60 Aronzon, Paul S.
8991097	4/15/2003	Conference with Kirkland & Ellis regarding vendor issues (0.2); Conference with Milbank team regarding vendors (0.1); Conference with Pepper Hamilton regarding vendor issues (0.3); Review pleadings and documents regarding vendor issues (0.6)	1.20 Aronzon, Paul S.
8987715	4/16/2003	Review critical vendor issues (0.4); Confs w/ P. Aronzon re same (0.1).	0.50 Dunne, Dennis F.
8991101	4/16/2003	Conference with Kirkland & Ellis regarding vendor issues (0.3); Conference with Pepper Hamilton regarding vendor issues (0.3)	0.60 Aronzon, Paul S.
8991103	4/17/2003	Conference with bank representatives regarding vendor issues (0.2); Conference with KMPG/Compass regarding vendor issues (1.0); Conference with Pepper Hamilton regarding vendor issues (0.4)	1.60 Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CRITICAL VENDOR ISSUES

April 10, 2003 through April 30, 2003

	Date	Description	Hours	Name
8991106	4/18/2003	Conference with Kirkland & Ellis regarding vendor issues (0.6); Conference with Milbank team regarding vendor issues (0.1); Conference with OCC/OCC members regarding vendor issues (0.2); Conference with Pepper Hamilton regarding vendor issues (1.0).	1.90	Aronzon, Paul S.
9001791	4/22/2003	Conference with OCC co-chair regarding trade issues	0.40	Aronzon, Paul S.
9009210	4/28/2003	Review issues re trade and critical vendor program.	0.80	Dunne, Dennis F.
9009211	4/29/2003	Prepare for and attend meeting of critical vendors & JAYALIX to discuss and negotiate critical vendor program.	2.90	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CUSTOMER PROGRAMS

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
8991110	4/10/2003 Review pleadings and documents regarding customer programs	0.80	Aronzon, Paul S.
8991111	4/11/2003 Conference with Bondholders regarding customer programs	0.30	Aronzon, Paul S.
8991112	4/11/2003 Conference with Official Creditors Committee/OCC members regarding customer programs (.6); Conference with Pepper Hamilton regarding customer programs (.3); Review pleadings and documents regarding customer programs (.4).	1.30	Aronzon, Paul S.
8991115	4/15/2003 Conference with Kirkland & Ellis regarding cusomter programs (.2); Conference with Milbank team regarding customer programs (.1); Conference with Pepper Hamilton regarding customer programs (.3); Review pleadings and documents regarding customer programs (.6).	1.20	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/DEBTOR-IN-POSSESSION MEETINGS & COMMUNICA

April 10, 2003 through April 30, 2003

	Date	Description	Hours	Name
9140721	4/11/2003	Conference with Kirkland & Ellis regarding DIP financing; vendor issues; customer programs; court hearings.	0.50	Aronzon, Paul S.
9001793	4/24/2003	Conference with Kirkland & Ellis regarding DIP and trade issues; case administration and OCC meeting	1.10	Aronzon, Paul S.
9001792	4/25/2003	Conference with Rick Wynne regarding meeting with OCC, debtor professionals, financing and trade issues	0.70	Aronzon, Paul S.
9009213	4/30/2003	Conference call w/debtors' counsel re agenda items for next court hearings.	1.00	Mandel, Lena
9011937	4/30/2003	Prepare for and attend call w/ K&E (S. Cho) re pending motions and debtors proposed responses to same (0.9); Review motions re same (0.8).	1.70	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/DIP AND EXIT FINANCING

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name	
8987716	4/10/2003	Prepare for and attend DIP financing hearing.	1.80	Dunne, Dennis F.
8991119	4/10/2003	Conference with Bondholders regarding DIP financing (.2); Conference with Kirkland & Ellis regarding DIP financing (.4).	0.60	Aronzon, Paul S.
8991121	4/10/2003	Conference with KMPG/Compass regarding DIP financing (.2); Conference with Pepper Hamilton regarding DIP financing (.5); Review pleadings and documents regarding DIP financing (.9).	1.60	Aronzon, Paul S.
8991124	4/11/2003	Conference with Bondholders regarding DIP financing	0.40	Aronzon, Paul S.
8991125	4/11/2003	Conference with Milbank team regarding DIP financing (.3); Conference with Official Creditors Committee/OCC members regarding DIP financing (.6); Conference with Pepper Hamilton regarding DIP financing (.4); Review pleadings and documents regarding DIP financing (.3).	1.60	Aronzon, Paul S.
8987717	4/12/2003	Review financing documents.	2.20	Dunne, Dennis F.
8987718	4/14/2003	Review DIP term sheet, trade lien statement and related documents (0.9); Draft memo to P. Aronzon re same (0.6).	1.50	Dunne, Dennis F.
8991130	4/14/2003	Conference with bank representatives regarding DIP financing (.5); Conference with Kirkland & Ellis regarding DIP and exit financing (.2); Conference with OCC/OCC members regarding DIP financing (.9); Conference with Pepper Hamilton regarding DIP financing (.6).	2.20	Aronzon, Paul S.
9013057	4/14/2003	Review DIP documents, prepared follow up correspondence.	0.40	Moore, Robert Jay
8987719	4/15/2003	Confs w/ R. Wynne re status of financing and liquidity (0.4); Review issues re same (0.3); Review trade lien and related issues (0.2); Confs w/ D. Kayes & L. Myers re same (0.3); Review documents (1.2).	2.40	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/DIP AND EXIT FINANCING

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name	
8991134	4/15/2003	Conference with Kirkland & Ellis regarding DIP financing (.1); Conference with Milbank team regarding DIP financing (.1); Conference with Pepper Hamilton regarding DIP financing (.2); Review pleadings and documents regarding DIP financing (.6)	1.00	Aronzon, Paul S.
8991138	4/16/2003	Conference with Kirkland & Ellis regarding DIP financing (.3); Conference with Pepper Hamilton regarding DIP financing (.3).	0.60	Aronzon, Paul S.
9013058	4/16/2003	Review A. DeNatale correspondence and attachments regarding DIP; correspondence to D. Dunne regarding same (.5); Review and analyze DIP documents. (.4).	0.90	Moore, Robert Jay
8988910	4/17/2003	Prepare for and attend meeting with banks re trade lien and related issues (0.9).	0.90	Dunne, Dennis F.
8991140	4/17/2003	Conference with bank representatives regarding DIP financing (.3); Conference with Kirkland & Ellis regarding DIP financing (1.5); Conference with KMPG/Compass regarding DIP financing (1.0); Conference with Pepper Hamilton regarding DIP financing (.4).	3.20	Aronzon, Paul S.
8991144	4/18/2003	Conference with bank representatives regarding DIP financing (.4); Conference with Kirkland & Ellis regarding DIP financing (.6); Conference with Milbank team regarding DIP financing (.2); Conference with OCC/OCC members regarding DIP financing (.3); Conference with Pepper Hamilton regarding DIP financing (1.0)	2.50	Aronzon, Paul S.
8991149	4/18/2003	Finalize response re Sara Lee objection to DIP	1.10	Dunne, Dennis F.
8996004	4/18/2003	Review numerous objections to DIP financing Motion and correspondence re: same (3.8); draft responses to correspondence from Committee members re: DIP and objections filed (.8)	4.60	Gautier, Scott F.
8991150	4/19/2003	Review Sara Lee objection (0.3); Outline oral argument re same (0.8)	1.10	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/DIP AND EXIT FINANCING

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name	
9001795	4/21/2003	Review adequate protection and cash flow issues re same (0.7); Attempt to negotiate settlements re same w/ MBranzberg (Hershey), RWynn, BHertzberg, and AGreen (0.9); COnfs w/ BCohen & PAronzon re same (0.4)	2.00	Dunne, Dennis F.
8997120	4/23/2003	Read and Review final Interim DIP Order	3.20	Gautier, Scott F.
9001796	4/23/2003	Review latest drafts of financing documents.	0.90	Dunne, Dennis F.
9018660	4/23/2003	Telephone conversation J. Gordon regarding Barclays inquiry regarding DIP	0.10	Moore, Robert Jay
8999279	4/24/2003	Review & markup draft of committee's reply to reclamation claimants' objections to the DIP motion.	0.50	Mandel, Lena
9001794	4/25/2003	Conference with Milbank team and Pepper regarding DIP financing and trade issues	0.60	Aronzon, Paul S.
9001797	4/25/2003	Finalize & distribute comments on draft response to objection of reclamation claimants to DIP liens.	0.40	Mandel, Lena
9009214	4/28/2003	Review latest issues w/ DIP Facility (0.7); Review cash flow and borrowing base issues (0.9); Confs w/ N. Barker, B. Hertzberg & B. Cohen re same (0.5).	2.10	Dunne, Dennis F.
9137926	4/29/2003	Obtain and review DIP credit agreement (.4).	0.40	Bulow, Alessandra
9137987	4/29/2003	Review DIP credit agreement (.2).	0.20	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/EMPLOYEE ISSUES

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9007396	4/28/2003 TCFSW R. Wickland (former employee) & E. Rayner re severance claim (.4)	0.40	Mandel, Lena
9007384	4/29/2003 Researched pleadings re: Senior Executive Retirement Plan (.9).	0.90	Fabsik, Paul
9008433	4/29/2003 Review SERP provisions & CFW M. Hazy re objection (.3); TCFW E. Rayner re severance claims (.2).	0.50	Mandel, Lena
9018691	4/29/2003 Review dockets re objections to SERP motion.	0.40	Strappazon, Rena
9009215	4/30/2003 TCFSW debtor & M. Hazy re potential objection to portions of wages motion.	0.30	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/EXECUTORY CONTRACTS

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9137924	4/14/2003 Obtain Motion of The Minnesota Twins For An Order Compelling Immediate Assumption or Rejection of Sponsorship Agreement (.1).	0.10	Bulow, Alessandra
8986670	4/15/2003 Review Twins' and AFCO's motions to compel assumption/rejection (.3); TCFSW S. Cho and CFSW D. Dunne re same (.3).	0.60	Mandel, Lena
8991151	4/15/2003 Conference with Kirkland & Ellis regarding executory contracts (.1); Conference with Milbank team regarding executory contracts (.1); Conference with Pepper Hamilton regarding executory contracts (.3); Review pleadings and documents regarding executory contracts (.6).	1.10	Aronzon, Paul S.
9137955	4/15/2003 Draft memo to committee re Minnesota Twins motion, Afco motion, and Sara Lee objection (0.8); Review pleadings re same (0.7).	1.50	Dunne, Dennis F.
8991155	4/16/2003 Review pleadings and documents regarding executory contracts	0.50	Aronzon, Paul S.
9137958	4/16/2003 TCFW S. Cho re AFCO and Twins (.4).	0.40	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/FILE, DOCKET & CALENDAR MAINTENANCE

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9137949	4/11/2003 Prepare first day binders, obtain first day pleadings re same.	3.90	Strappazon, Rena
8986667	4/14/2003 Preparation of first day documents for attorney review as per S. Kipalani.	2.20	Fabsik, Paul
8995983	4/14/2003 Prepare first day binders (2.4); obtain voluntary petitions and pleadings in connection with same (2.6).	5.00	Strappazon, Rena
9137957	4/15/2003 Email and t/c with Pepper (Delaware) re: electronic docket notification.	0.50	Lewis, Joshua C.
8995982	4/16/2003 Obtain pleadings filed on April 15, 2003.	1.30	Bulow, Alessandra
9137961	4/16/2003 Review docket for recent pleadings scheduled for Monday's hearing (1.3).	1.30	Lewis, Joshua C.
8991061	4/17/2003 Obtained and circulated docket sheet with pleadings ranging from 4/16/2003 through 4/17/2003.	0.20	Fabsik, Paul
9137962	4/17/2003 Reviewed docket to determine items up for hearing on April 21, 2003 (2.6).	2.60	Lewis, Joshua C.
8995985	4/18/2003 Review docket, corresp. w/J. Lewis re distribution of same.	0.20	Strappazon, Rena
8996005	4/18/2003 Organize pleadings received to date and coordinate for file clerk (1.0); review procedures (.5); calls to J. Lewis re: filing issues (.2)	1.70	Gautier, Scott F.
9137967	4/18/2003 Reviewed docket and emailed activity to D.Dunne and P.Aronzon (.9).	0.90	Lewis, Joshua C.
8991062	4/21/2003 Composed list of recently filed pleadings ranging from 4/17/2003 through 4/21/2003 as per J. Lewis (1.9); Updated pleading database as per L. Mandel (.4).	2.30	Fabsik, Paul
9007390	4/21/2003 Docket review and pulled certain filing for L.Mandel (MTHM)	1.20	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/FILE, DOCKET & CALENDAR MAINTENANCE

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
8995980	4/22/2003 Review and assemble pleadings (5.0); Composed list of recently filed pleadings ranging from 4/21/2003 through 4/22/2003 as per J. Lewis (0.6).	5.60	Fabsik, Paul
8997121	4/22/2003 Follow up with NY attys on file maintenance issue (.4); confer with R. Randall re: LA master file (.3); confer with D. Creed and K. Lockridge re: documents, service list, pleadings (.4); review and filing pleadings received today (.6)	1.70	Gautier, Scott F.
9137970	4/22/2003 Reviewed docket (.4); Prepared email list of substantive docket entries for Milbank team (.2).	0.60	Lewis, Joshua C.
8997119	4/23/2003 Review docket and assemble pleadings.	2.10	Fabsik, Paul
9007386	4/23/2003 Obtain listing of pleadings filed from 4/22/2003 to 4/23/2003 (.3); Send same to J. Lewis (.1).	0.40	Bulow, Alessandra
9007392	4/23/2003 Reviewed docket for activity (.2); Prepared email of recent docket activity and circulated to Milbank team (.4)	0.60	Lewis, Joshua C.
9007397	4/23/2003 Maintain case files.	0.20	Strappazon, Rena
8998050	4/24/2003 Composed list of recently filed pleadings ranging from 4/23/2003 through 4/24/2003 as per J. Lewis (.3); Review docket and certain pleadings (.1).	0.40	Fabsik, Paul
9137974	4/24/2003 CFSW J. Lewis re docket (.2).	0.20	Mandel, Lena
9007394	4/25/2003 Reviewed docket activity (.3); Drafted and circulated email to Milbank team re: recent substantive docket activity (.3)	0.60	Lewis, Joshua C.
8999276	4/27/2003 Collected and assembled pleadings per L. Mandel.	1.20	Fabsik, Paul
9137925	4/29/2003 Review docket (1.7); Assemble pleadings for attorney review (1.8).	3.50	Fabsik, Paul

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/FILE, DOCKET & CALENDAR MAINTENANCE

April 10, 2003 through April 30, 2003

Date	Description	Hours	Name
9137977 4/29/2003	Pulled certain docket items for review by L.Mandel (MTHM) (.4); Reviewed docket for new filings (.2).	0.60	Lewis, Joshua C.
9137979 4/30/2003	Reviewed docket (.4).	0.40	Lewis, Joshua C.