

FLEMING COMPANIES, INC.
122 & MACARTHUR SALE
Matter # 11420.08667

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title		Hours	Amount
SARG	JOHN E. SARGENT, JR.	SHAREHOLDER	230.00	4.10	943.00
Totals				4.10	943.00

FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: CHAPTER 11 BANKRUPTCY
Matter# 11420.08705

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/1/03	ADKI	.40	CONFERENCE WITH LOUIS PRICE REGARDING CROSS DEFAULT PROVISION FOR CALIFORNIA FSA (.2); TELEPHONE CONFERENCE WITH MONICA WOODS REGARDING COLLECTION MATTER FOR NASHVILLE DIVISION CUSTOMER (BRENNANS) (.2)	62.00
	HYDE	1.10	REVIEW AND REVISE AUDIT LETTERS; TELEPHONE CONFERENCE WITH JIM SINCOVIC, WATSON WYATT RE: RETIREE BENEFITS AND PBGC GUARANTEED BENEFITS; CONFERENCE WITH PRINCE RE: BENEFIT PLANS/ACCT. LETTER	308.00
7/1/03	HYDE	1.70	TELEPHONE CONFERENCE WITH DEE JEROME RE: MISC. BENEFITS RE: CLOSING; TELEPHONE CONFERENCE WITH VICKI HOOD; TELEPHONE CONFERENCE WITH DANA SAULS; REVIEW PBGC FILING INFORMATION RE: PLAN PARTICIPANTS; TELEPHONE CONFERENCE WITH DEE JEROME RE: C&S DILIGENCE AND OTHER BENEFIT ISSUES	476.00
7/1/03		1.40	CONTINUE DRAFTING FACILITY STANDBY AGREEMENTS FOR MILWAUKEE DIVISION (1.2); EMAIL TO LOUIS STINEBAUGH REGARDING FSA (.1); TELEPHONE DEBBIE WADE RE STATUS (.1)	350.00

Date	Billing Initials	Hours	Description	Amount
7/2/03	ADKI	3.10	TELEPHONE CONFERENCE WITH LOUIS PRICE, WALLY WHITE, DANA BICKFORD, BARRY FOLSE, AND MARK TOYLOY REGARDING FLEMING FSA/LOAN TRANSACTIONS (.8); REVIEW FILES FOR EXAMPLE OF CREDIT REBATE/SUBLEASE TRANSACTION DOCUMENTS FOR MARK TOYLOY (.7); REVIEW LETTER OF INTENT TO DETERMINE IF CONSENT IS NECESSARY TO SEND DEMAND LETTERS TO CERTAIN DEFAULTING CUSTOMERS (.9); TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING DEMAND LETTERS (.4); REVIEW ADDITIONAL LETTERS FROM NASHVILLE DIVISION CUSTOMERS (.3)	480.50
7/2/03	BOCO	1.00	ASSET SALE	245.00
7/2/03	HYDE	.90	DRAFT 204(H) NOTICE; TELEPHONE CONFERENCE WITH DANA SAULS RE: BENEFITS; TELEPHONE CONFERENCE WITH MARY FARLEY RE: DOL; TELEPHONE CONFERENCE WITH DANA SAULS RE: MISC. BENEFIT ISSUES	
7/2/03	MULL	.20	REVIEW MEMO FROM JOE BOCOCK ON FACILITY STANDBY AGREEMENTS	42.00
7/2/03	PRICE	.80	TELEPHONE SHIRLEY CHO RE PREPETITION COLLECTION PROCEEDINGS (.3); EMAIL TO BOCOCK RE PENDING ARBITRATIONS (.2); TELEPHONE WEBB RE BIG BUY ARBITRATION PROCEEDING (.3)	200.00
7/3/03	ADKI	3.40	REVIEW ASSET PURCHASE AGREEMENT AND COMMENT ON COLLECTION MATTERS AND REPRESENTATIONS AND WARRANTIES	527.00
7/5/03		1.40	REVIEW PROPOSED ASSET PURCHASE AGREEMENT PROVISIONS REGARDING COLLECTION MATTERS (.6); DRAFT MEMO TO LOUIS PRICE REGARDING COLLECTION ISSUES (.8)	217.00
7/7/03	ADKI		REVIEW SECTIONS 2.7 AND 2.11 OF DRAFT ASSET PURCHASE AGREEMENT	170.50
7/7/03	ADKI	.70	PURCHASE AGREEMENT	108.50
7/7/03	ADKI	.50	TELEPHONE CONFERENCE WITH TOM STRZELCZYK REGARDING PHOENIX DIVISION CUSTOMER ISSUES (.5);	
7/7/03	NORD	.30	ANALYSIS OF UCC CHOICE OF LAW, COURSE OF DEALING, AND STATUTE OF FRAUDS ISSUES APPLICABLE TO DEDUCTIONS TAKEN BY TARGET	72.00
	KELLE	.20	REVIEW IMS; REQUEST TWO SUBFILE FOLDERS FOR KELLEY LIFT STAY MOTION DOCUMENTS	13.00

Date	Billing Initials	Hours	Description	Amount
7/9/03	ADKI	3.00	REVIEW ASSET PURCHASE AGREEMENT REGARDING ABILITY TO COMPROMISE NOTES, TERMINATE FSAS AND ASSIGN LEASES (2.4); DRAFT MEMO RE: SAME (.6)	465.00
7/10/03	HYDE	.60	TELEPHONE CONFERENCE WITH DICK WILLIAMS, RETIREE BENEFIT QUESTION; TELEPHONE CONFERENCE WITH STEVE EATON RE: AUDIT FOOTNOTES FOR RETIREMENT PLANS	168.00
7/10/03	HYDE	1.70	REVIEW NOTES TO 11Q RE: 401(K) PLAN; CONFERENCE WITH KIRSTEN RICHISSON	476.00
7/11/03	HYDE	1.10	REVIEW ERISA 204(H) RULES AND DRAFT NOTICE AND Q&A FOR FREEZING BENEFITS; TELEPHONE CONFERENCE WITH PHIL SCHNEIDER, WATSON WYATT; TELEPHONE CONFERENCE WITH DEE JEROME RE: MISC. BENEFIT AND BENEFIT ISSUES	308.00
7/12/03	HERM	.50	MEETING WITH HYDE REGARDING CLAIMS UNDER FIDUCIARY INSURANCE POLICIES	
7/12/03	HYDE	.50	CONFERENCE WITH JOHN HERMES RE: FIDUCIARY INSURANCE POLICY AND CLAIMS RE: PENSION PLAN AND 401(K) PLAN	140.00
7/14/03	HERM	1.20	REVIEW FIDUCIARY POLICIES	324.00
7/15/03	ADKI	1.00	TELEPHONE CONFERENCE WITH JAMES FITZGERALD REGARDING DILIGENCE OF FSAS (.2); REVIEW EMAIL FROM JAMES FITZGERALD RE: SAME (.1); CONFERENCE WITH LOUIS PRICE REGARDING SAME (.2); REVIEW FILES FOR FSAS REQUESTED BY JAMES FITZGERALD (.5)	155.00
7/15/03	HYDE	2.80	CONFERENCE WITH MARY FARLEY AND JIM PRINCE RE: DOL AUDIT AND DISTRESS TERMINATION OF 4 PENSION PLANS; TELEPHONE CONFERENCE WITH DEE JEROME RE: MISC. BENEFIT ISSUES	784.00
7/16/03	HYDE		REVIEW COBRA LETTER RE: SEVERANCE; CONFERENCE WITH DEE JEROME AND BETSY WOOD RE: SEVERANCE LETTER; TELEPHONE CONFERENCE WITH DEE JEROME	140.00
7/16/03	PRICE	.50	REVIEW AND REVISE LETTER TO OTC WITH SUPPLEMENTAL SCHEDULE OF OFFICERS FOR FRANCHISE RETURN (.2); CONFERENCE MALONE RE INFORMATION REQUESTED BY FORMER OFFICER'S ATTORNEY REGARDING TAX LIABILITIES (.3)	125.00
7/16/03	PRICE	1.00	REVIEW FILES TO LOCATE SIGNED AGREEMENTS WITH VARIOUS RETAILERS FOR C & S DILIGENCE	250.00

Date	Billing Initials	Hours	Description	Amount
7/16/03	PETE	.70	CONFERENCE WITH STINER RE APPLICATION AND OBJECTIONS; REVIEW BANKRUPTCY FILINGS AND OBTAIN COPIES OF PLEADINGS	56.00
7/16/03	PETE	2.30	CONFERENCE WITH PRICE REGARDING FLEMING REAL ESTATE SCHEDULES AND REVIEW AND OBTAIN SPECIFIC SCHEDULES FILED	184.00
7/16/03	PETE	.80	REVIEW DOCKETS AND UPDATE FLEMING NOTEBOOK	64.00
7/17/03		.20	CHECK STATUS OF MAY FEE APPLICATION AND CONFERENCE STINER RE CONO (.2)	50.00
7/17/03	PLOU	.60	CONFERENCE WITH LOUIS PRICE REGARDING STRUCTURE OF ANTICIPATED SALE OF CONVENIENCE STORE BUSINESS	123.00
7/18/03	HYDE	.40	GEORGE WARD RE: FIDUCIARY INSURANCE; TELEPHONE CONFERENCE WITH SARA EAGLE, PBGC	112.00
7/18/03	PETE	1.80	CONFERENCE WITH STINER REGARDING BANKRUPTCY FILINGS; RESEARCH BANKRUPTCY DOCKETS AND OBTAIN FLEMING PLEADINGS AND FILINGS	
7/19/03	PRICE	1.00	DRAFT SETTLEMENT PROPOSAL TO STOPNGO FOR DAN WYMAN	250.00
7/20/03	HYDE	.80	401(K) ISSUES. PHONE CONFERENCE DEE JEROME RE MISC. PENSION PLAN TERMINATION AND MISC. TERMINATION; PHONE CONFERENCE WITH MARY BETH MCCORMICH RE 401(K)	224.00
7/21/03	HYDE	.30	TELEPHONE CONFERENCE WITH DAVID ALMOND RE: RETIREE BENEFITS	84.00
7/21/03		1.30	REVIEW 401(K) PLAN RE: PARTIAL TERMINATION ISSUES AND TELEPHONE CONFERENCE WITH SARA EAGLE, PBGC	364.00
7/21/03	HYDE	.30	TELEPHONE CONFERENCE WITH MARY FARLEY RE: ADMINISTRATION AND PARTIAL TERMINATION ISSUES	84.00
7/21/03	SALA	2.60	CONFERENCE CALL REGARDING REVIEW OF FACILITY STANDBY AGREEMENTS. (1.5). REVIEW INFORMATION PROVIDED BY DOUG PLUMMER RE UCC SEARCHES (0.8). CONFERENCE WITH K. MCWILLIAMS RE UCC SEARCHES (0.3).	377.00

Date	Billing Initials	Hours	Description	Amount
7/21/03	SALA	2.20	REVIEW CORRESPONDENCE RE PHASE III ASSETS SALE (0.3). TELEPHONE CONFERENCE WITH L. PRICE RE C & S DILIGENCE REVIEW. (0.2). REVIEW PROPOSED DILIGENCE ITEMS FOR C&S SALE (0.4). DRAFT LETTER TO LANDLORD OF STORE 73 RE TERMINATION OF LEASE (0.3). REVIEW ORDER FOR TERMINATION OF LEASE FOR STORE 73 (0.4). UPDATE J. EMANUEL RE STORE 73 LEASE TERMINATION (0.2).	319.00
7/21/03	PETE	.80	CONFERENCE WITH STINER REGARDING BANKRUPTCY FILINGS REVIEW FLEMING BANKRUPTCY DOCKET AND DOWNLOAD PLEADINGS AND ASSEMBLE DOCUMENTS FOR STINER	64.00
7/21/03	MCWI	.40	CONFERENCE WITH R. SALAMY RE UCC SEARCHES.	28.00
7/22/03	BOCO	.50	REVIEW OF MEMOS RE: DEMAND LETTERS AND PROCEDURES TO BE USED TO COLLECT ACCOUNTS RECEIVABLE	122.50
7/22/03		.50	TELEPHONE CONFERENCE WITH VICKI HOOD RE: BANKRUPTCY ISSUES; CONFERENCE WITH DEE JEROME RE: BANKRUPTCY ISSUES	140.00
7/22/03	HYDE		DRAFT 204(H) NOTICE AND Q&A RE: PENSION PLAN TERMINATION; DRAFT LETTER TO PARTICIPANTS AND BOARD RESOLUTIONS	308.00
7/22/03	HYDE	2.30	REVIEW/REVISE MEMO RE: 204(H) NOTICE AND Q&A; CONFERENCE WITH BOB RYAN, JIM SINCOVEC, MARK LANDIS, KELLY FLAUTT, WATSON WYATT AND DEE JEROME RE: PENSION PLAN TERMINATION AND PENSION PLAN COMMUNICATION	644.00
7/22/03	MCWI	6.20	UCC SEARCHES IN VARIOUS STATES RE FLEMING AND SUBSIDIARIES FOR R. SALAMY. CONFERENCE WITH L. PRICE AND C. ADKINS RE THE SAME. PREPARE CHART OF SEARCH RESULTS FOR F. MCKEOWN. CALLS TO R. SALAMY AND F. MCKEOWN.	434.00
7/23/03	BOCO	1.00	CONFERENCE WITH ALIX PARTNERS, FLEMING AND PRICE RE: DETAILS OF ACCOUNT RECEIVABLE COLLECTION PLAN	245.00
	HERM	3.30	REVIEW FIDUCIARY POLICIES FOR 02/03 AND 03/04, TELEPHONE WARD, CONFERENCE HYDE REGARDING CLAIM ISSUES, DRAFTING CLAIM LETTER, DRAFTING MEMO ON CLAIM ISSUES	891.00
7/23/03	HYDE	.40	CONFERENCE WITH HERMES RE: FIDUCIARY INSURANCE; REVIEW DOL NOTICE OF INVESTIGATION	112.00

Date	Billing Initials	Hours	Description	Amount
7/23/03	HYDE	1.10	TELEPHONE CONFERENCE WITH VICKI HOOD, KIRKLAND & ELLIS RE: MISC. PENSION AND BENEFIT ISSUES; REVIEW MISC. DISTRESS TERMINATION ISSUES; TELEPHONE CONFERENCE WITH MARY FARLEY RE: PARTIAL PLAN TERMINATIONS AND DATA	308.00
7/23/03	HYDE	.90	CONFERENCE WITH HERMES RE: INSURANCE FIDUCIARY COVERAGE; TELEPHONE CONFERENCE WITH DEE JEROME RE: FIDUCIARY COVERAGE AND OTHER BENEFIT ISSUES; CONFERENCE WITH HERMES	252.00
7/23/03	HYDE	.60	REVIEW LETTER FROM ROGER STRONG, CROWE & DUNLEVY RE: SERP PARTICIPANTS; TELEPHONE CONFERENCE WITH BOB RYAN, ACTUARY, RE: PENSION PLAN	168.00
7/23/03	PRICE	.50	REVIEW GREENSBURG, PA CUSTOMER LETTER REGARDING SUBLEASE TERMINATION AND TELEPHONE BRUCE KAMPH RE SAME (.5)	125.00
7/24/03	HERM	1.10	WORK ON MEMO	297.00
7/24/03	HYDE	.30	TELEPHONE CONFERENCE WITH DEE JEROME RE: MISC. BENEFITS	84.00
7/24/03	HYDE	1.00	REVIEW HEALTH PLAN AND WELFARE PLANS FOR TERMINATION; CONFERENCE WITH DEE JEROME RE: SAME; TELEPHONE CONFERENCE WITH SARA EAGLE, PBGC RE: VOLUNTARY TERMINATION	280.00
7/25/03	HERM	1.70	REVIEW POLICIES, REVISE MEMO ON FIDUCIARY COVERAGES	459.00
7/25/03	HYDE	2.20	REVIEW HEALTH AND WELFARE PLANS RE: TERMINATION; TELEPHONE CONFERENCE WITH DEE JEROME RE: MISC. BENEFITS; REVIEW FIDUCIARY LIABILITY INSURANCE ISSUES; REVIEW PBGC ISSUES; TELEPHONE CONFERENCE WITH SARA EAGLE, ERISA, BOB RYAN AND VICKI HOOD RE: PENSION PLAN	616.00
7/28/03	SALA	.20	REQUEST INFORMATION RE NORTH ROCHESTER RAINBOW SALE.	29.00
7/29/03	HERM	.40	TELEPHONE PRICE REGARDING AFFIDAVIT	108.00
7/29/03	HYDE	.30	TELEPHONE CONFERENCE WITH JIM SINCOVIC RE PBGC AUDIT; TELEPHONE CONFERENCE WITH JIM SINCOVIC AND DEE JEROME RE PBGC AUDIT	84.00
7/29/03	PETE	.20	CONFERENCES WITH RIGGS REGARDING LETTERS FROM PENNSYLVANIA CUSTOMER REGARDING LEASE AND SUBLEASE MATTER	16.00

Date	Billing Initials	Hours	Description	Amount
7/29/03	PETE	2.60	RESEARCH FLEMING BANKRUPTCY PLEADINGS AND ORDERS REGARDING UNEXPIRED LEASES AND DOWNLOAD VARIOUS PLEADINGS AND REVIEW AND UPDATE FLEMING BANKRUPTCY NOTEBOOK REGARDING REJECTED LEASES AND SUBLEASES	208.00
7/30/03	HERM	.40	CONFERENCE PRICE REGARDING OPERATIONAL ISSUES	108.00
7/30/03	HYDE	.30	TELEPHONE CONFERENCE WITH RUTH FALCK, PHIL SNEIDER, WATSON WYATT RE ASSET ALLOCATION /PBGC TAKE-OVER OF PLAN	84.00
7/31/03	HYDE	.90	REVIEW FUNDING STATUS RE PBGC TERMINATION; TELEPHONE CONFERENCE JIM SINCOVIC, FALCK, AND PHIL SCHNEIDER OF WATSON WYATT RE PENSION PLAN ALLOCATION. TELEPHONE CONFERENCE WITH DEE JEROME RE PBGC AUDIT AND RON BEAM RE SECURITY ISSUES..	252.00
Totals		79.10		15,972.50

EXPENSES

Total Current Fees **15,972.50**

Total Current Expenses **172.32**

Net Current Billing for this Matter **16,144.82**

Thank you for the opportunity to provide service to you.

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	14.60	
BOCO	JOSEPH H. BOCKOCK	SHAREHOLDER	245.00	2.50	
HERM	JOHN N. HERMES	SHAREHOLDER	270.00	8.60	
HYDE	J. DUDLEY HYDE	SHAREHOLDER	280.00	25.90	
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.20	13.00
MCWI	KAREN MCWILLIAMS	LEGAL ASSISTANT	70.00	6.60	462.00
MULL	M. RICHARD MULLINS	SHAREHOLDER	210.00	0.20	42.00
NORD	J. MICHAEL NORDIN	SHAREHOLDER		0.30	72.00
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	9.20	736.00
PLOU	ROSS A. PLOURDE	SHAREHOLDER	205.00	0.60	
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	5.40	1,350.00
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	5.00	725.00
Totals				79.10	15,972.50

FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: TN-092 SUBLEASE ASSIGNMENT
Matter# 11420.08707

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/7/03	SALA	1.70	REVISE PROPOSED ASSIGNMENT.	246.50
7/8/03	SALA	.60	REVIEW CORRESPONDENCE FROM KENT FERREN (0.2). UPDATE ATTORNEY FOR DAN ALLEN. (0.2). TELEPHONE CONFERENCE WITH ATTORNEY FOR DAN ALLEN (0.2).	87.00
Totals		2.30		333.50

Cost Code	Date	Description	Quantity	Unit Cost	Amount
Total Expenses					0.00

Total Current Fees 333.50

Total Current Expenses 0.00

Net Current Billing for this Matter 333.50

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
TN-092 SUBLEASE ASSIGNMENT
Matter # 11420.08707

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	2.30	333.50
Totals				2.30	333.50

FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: CUSTOMER DEFAULT CLAIMS
Matter# 11420.08709

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/1/03	ADKI	1.30	TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING MAL ENTERPRISES (.3); TELEPHONE CONFERENCE WITH PAUL CANNON, COUNSEL FOR MAL ENTERPRISES (.2); TELEPHONE CONFERENCE WITH DANA BICKFORD REGARDING SAME (.2); DRAFT EMAIL TO JOHN GOLDTHWAIT TRANSMITTING LOAN DOCUMENTS (.6)	
7/1/03	ADKI	.20	REVIEW CORRESPONDENCE FROM NASHVILLE DIVISION CUSTOMERS REGARDING FSAS	31.00
7/1/03	ADKI	2.70	TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING SCANNING LOAN DOCUMENTS FOR MAL ENTERPRISES TRANSACTION (.2); PREPARE DOCUMENTS TO BE SCANNED (.2); REVISE TERMINATION AGREEMENT AND RELEASE FOR MAL ENTERPRISES (1.0); TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING NATIONAL COOPERATIVE BANK (.2); TELEPHONE DANA BICKFORD RE: SAME (.1); EMAIL REVISED DRAFT TERMINATION AGREEMENT TO BARRY FOLSE (.2); REVIEW LOAN DOCUMENTS (.8)	418.50
7/1/03	ADKI	.50	REVIEW LOAN DOCUMENTS FOR MILK & COOKIES, INC.	77.50
7/2/03	ADKI	1.40	REVIEW LOAN DOCUMENTS FOR MILK AND COOKIES, INC.	217.00
7/2/03	PRICE	.70	TELEPHONE CONFERENCE WHITE, BICKFORD AND C & S RE DILIGENCE OF CUSTOMER NOTES AND CLAIMS	175.00
7/2/03	PRICE	.40	CONFERENCE ADKINS REGARDING MAL, ASR	100.00

FLEMING COMPANIES, INC.
CUSTOMER DEFAULT CLAIMS
Matter # 11420.08709

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/3/03	ADKI	1.50	REVIEW LOAN DOCUMENTS FOR MILK AND COOKIES, INC. (.4); DRAFT DEMAND LETTER TO SAME (1.1)	232.50
7/3/03	PRICE	.20	REVIEW CORRESPONDENCE FROM SCOZIO'S (DEFAULT LETTER)	50.00
7/7/03	ADKI	2.50	REVIEW CORRESPONDENCE FROM RETAILERS AT NASHVILLE AND MASSILLON (.7); DRAFT LETTER TO HALEH RAHJOO (.2); REVIEW CUSTOMER COLLECTION MATTERS FROM JEFF MINSTER (.3); CONFERENCE WITH LOUIS PRICE REGARDING LIST OF CUSTOMER DEFAULT CLAIMS (.1); UPDATE LIST OF CUSTOMER DEFAULT CLAIMS (1.2)	387.50
7/7/03	PRICE	.80	TELEPHONE BECKY ROOF REGARDING CUSTOMER DEFAULT CLAIMS (.3); ATTENTION TO CUSTOMER DEFAULT CLAIMS AND RELATED SCHEDULES (.5)	200.00
7/8/03	ADKI	1.00	REVIEW AND UPDATE STATUS ON EXISTING COLLECTION MATTERS	155.00
7/8/03	ADKI	.40	REVIEW FAXED CUSTOMER LETTERS (.4)	62.00
7/8/03	ADKI	1.30	REVIEW CUSTOMER COLLECTION MATTERS (1.2); TELEPHONE MARK MOLL, COUNSEL FOR THE CORNER LTD REGARDING LIEN RELEASES FOR FORMER LOCATION OF MARVIN'S IGA (.1);	201.50
7/8/03	PRICE	.20	EXCHANGE VOICE MAIL MESSAGES WITH DAN WOMAN REGARDING NEGOTIATION OF CUSTOMER DISPUTE	50.00
7/8/03	PETE	.80	CONFERENCES WITH CRAIG ADKINS RE CUSTOMER COMPLAINTS; REVIEW K&E SPREADSHEETS	64.00
7/8/03	PETE	4.30	REVIEW NEW CUSTOMER LETTERS AND INCORPORATE LETTERS AND UPDATE INDICES AND STATUS OF RESPONSES TO CUSTOMERS	344.00
7/9/03	ADKI	.50	TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING SETTLEMENT WITH DIETEL'S, INC. (.2); REVIEW DIETEL'S FSA (.3)	77.50
7/9/03	ADKI	1.30	TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING TERMINATION OF FSA FOR DIETEL'S, INC. (.4); TELEPHONE CONFERENCE WITH JASON FREEMAN RE: SAME (.2); REVIEW FAX FROM JASON FREEMAN (.3); DRAFT TERMINATION AGREEMENT AND RELEASE (.4)	201.50
7/9/03	PRICE	.60	REVIEW MEMORANDUM FROM STINER REGARDING FSA CLAIMS	150.00

FLEMING COMPANIES, INC.
CUSTOMER DEFAULT CLAIMS
Matter # 11420.08709

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/9/03	PRICE	.30	CONFER WITH ADKINS REGARDING STATUS OF CUSTOMER A/R, EFFECT OF APA AND COLLECTION/SURRENDER OF ASSETS	75.00
7/9/03	PRICE	.80	REVIEW SETTLEMENT OFFER FROM STOPNGO AND TELEPHONE CONFERENCE COUNSEL FOR RETAILER REGARDING SAME	200.00
7/9/03	PETE	4.50	CONTINUE UPDATE TO CUSTOMER COMPLAINT INDICES AND FILES AND NOTEBOOKS;	360.00
7/10/03	ADKI	4.30	DRAFT TERMINATION AGREEMENT AND RELEASE FOR DIETEL'S, INC. (1.1); TELEPHONE CONFERENCE WITH WALLY WHITE RE: SAME (.3); REVIEW ASSIGNMENT AND ASSUMPTION OF LEASE AND BANKRUPTCY ORDER RE: SAME FROM JASON FRIEDMAN (.9); REVISE TERMINATION AGREEMENT (.3); TELEPHONE CONFERENCE WITH MONICA WOODS REGARDING SETTLEMENT AMOUNT (.2); REVIEW ASSET PURCHASE AGREEMENT TO DETERMINE AUTHORITY FOR TERMINATION AGREEMENT (.9); TELEPHONE CONFERENCE WITH WALLY WHITE RE: SAME (.2); TELEPHONE CONFERENCE WITH WALLY WHITE AND BARRY FOLSE (.4)	666.50
7/10/03	PRICE	.40	TELEPHONE DANA BICKFORD (LEFT MESSAGE) RE CUSTOMER COLLECTIONS (.1); CONFERENCE CALL WITH FOLSE, C & S LAWYERS REGARDING CUSTOMER AGREEMENTS (.3)	100.00
7/10/03	PRICE	.30	CONFERENCE CRAIG ADKINS REGARDING PENDING MATTERS	75.00
7/10/03	KELLE	.30	SEARCH CT RE: DIETEL'S, INC.	19.50
7/11/03	ADKI	.60	TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING SETTLEMENT WITH ASR ENTERPRISES (.2); REVIEW ASSET PURCHASE AGREEMENT BETWEEN ASR ENTERPRISES AND R&M FOODS (.4)	93.00
7/11/03	ADKI	1.10	TELEPHONE CONFERENCE WITH DANA BICKFORD AND BARRY FOLSE REGARDING PROPOSED TERMINATION OF FSA FOR DIETEL'S INC. (.2); TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING PROPOSED TERMINATION OF FSA WITH MAL ENTERPRISES (.3); TELEPHONE CONFERENCE WITH DAVID BUHRMANN REGARDING SAME (.2); REVIEW ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT FOR DIETEL'S INC. (.4)	170.50

FLEMING COMPANIES, INC.
CUSTOMER DEFAULT CLAIMS
Matter # 11420.08709

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Date	Billing Initials	Hours	Description	Amount
7/14/03	ADKI	2.10	REVIEW A/R COLLECTION PROCEDURES MEMO FROM DANA BICKFORD AND PREPARE FOR CONFERENCE CALL (1.1); TELEPHONE CONFERENCE WITH DANA BICKFORD, BARRY FOLSE, ADAM SANDERSON, AND LOUIS PRICE REGARDING PROCEDURES FOR A/R COLLECTION EFFORTS (1.0)	325.50
7/14/03	PRICE	2.10	WORK ON CUSTOMER COLLECTION PROCEDURES (1.2); REVIEW PROPOSED ORDER ON ARBITRATION PROCEEDINGS (.3); TELEPHONE BICKFORD, FOLSE, ADKINS REGARDING COLLECTION MATTERS (.4); CONFERENCE BOCKOCK REGARDING DISCOVERY OF ARBITRATION PLEADINGS (.2)	525.00
7/16/03	ADKI	3.40	REVIEW FILES FOR WHITE FRESH FOODS, INC. AND R-RANCH MARKETS, INC. FOR DOCUMENTS REQUIRED FOR DILIGENCE BY C&S (2.2); REVIEW FILES AND RESPOND TO REQUEST FOR DILIGENCE MATERIALS FROM JAMES FITZGERALD (1.4)	527.00
7/16/03	PRICE	.20	REVIEW AND REVISE DEMAND LETTER	50.00
7/17/03	ADKI	.50	TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING AGREEMENT WITH ASR ENTERPRISES FOR SALE OF 5 STORES (.2); REVIEW ASSET PURCHASE AGREEMENT FOR SALE OF 5 STORES BY ASR ENTERPRISES TO R&M FOODS (.3)	77.50
7/17/03	PRICE	.20	TELEPHONE BRUCE KAMPH AT MASSILLON REGARDING CUSTOMER DEFAULT CLAIMS	50.00
7/18/03	ADKI	2.30	TELEPHONE CONFERENCE WITH JAY CASHION, MARK TOYLOY, BARRY FOLSE, AND LOUIS PRICE REGARDING RESOLUTION OF ISSUES INVOLVING COLLECTION MATTERS (1.0); TELEPHONE CONFERENCE WITH WALLY WHITE RE: SAME (.2); REVIEW ISSUES REGARDING ASSIGNABILITY OF FSAS (1.1)	356.50
7/18/03	ADKI	1.10	TELEPHONE CONFERENCE WITH WALLY WHITE REGARDING ASR ENTERPRISES SETTLEMENT (.3); REVIEW ASR ASSET PURCHASE AGREEMENT (.8)	170.50
7/18/03	ADKI	2.20	TELEPHONE PAUL CANNON REGARDING MAL ENTERPRISES SETTLEMENT (.1); TELEPHONE DANA BICKFORD RE: SAME (.1); TELEPHONE CONFERENCE WITH DANA BICKFORD REGARDING MAL ENTERPRISES (.3); TELEPHONE CONFERENCE WITH PAUL CANNON RE: MAL ENTERPRISES (.3); REVIEW AND REVISE TERMINATION AGREEMENT AND RELEASE (1.4)	341.00
7/25/03	PETE	.30	CONFERENCE WITH CRAIG REGARDING NEW CUSTOMER CLAIMS LETTERS AND REVIEW	24.00

FLEMING COMPANIES, INC.
CUSTOMER DEFAULT CLAIMS
Matter # 11420.08709

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
Totals		49.60		7,602.50

EXPENSES

Total Current Fees 7,602.50

Total Current Expenses 65.26

Net Current Billing for this Matter 7,667.76

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
CUSTOMER DEFAULT CLAIMS
Matter # 11420.08709

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	32.20	4,991.00
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	0.30	19.50
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	9.90	792.00
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	7.20	1,800.00
Totals				49.60	7,602.50

McAfee & Taft

A PROFESSIONAL CORPORATION

Leaders in Creating Legal Solutions®

FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: SALE OF YORK PA WAREHOUSE - KINSLEY EQUITIES
Matter# 11420.08712

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/7/03	RIGG	.30	REVIEW FILE FOR CALL TO MEE	75.00
7/16/03	LATH	.10	E-MAIL MEMOS TO/FROM BILL MEE RE: TITLE COMMITMENT	21.00
7/16/03	LATH	1.50	REVIEW TITLE COMMITMENT, LOCATE AND FORWARD MERGER DOCUMENTS TO CHICAGO TITLE WITH REQUEST TO CLARIFY CURRENT OWNERSHIP AND ELIMINATE CERTAIN REQUIREMENTS AND EXCEPTIONS SPECIFIED IN COMMITMENT	315.00
7/16/03	LATH	.10	TELEPHONE TITLE COMPANY RE: STATUS OF TITLE COMMITMENT	21.00
7/24/03	LATH	.30	E-MAIL MEMOS TO/FROM KIRKLAND & ELLIS, BILL MEE, TITLE COMPANY, BUYER'S COUNSEL RE: STATUS OF SALE ORDER, TITLE OBJECTIONS, REVISED TITLE COMMITMENT	63.00
7/30/03	LATH	.10	VOICE-MAIL, E-MAIL MEMOS TO BANKRUPTCY COUNSEL, BUYER'S ATTORNEY RE: STATUS OF SALE ORDER AND TITLE OBJECTIONS	21.00
Totals		2.40		516.00

FLEMING COMPANIES, INC.
SALE OF YORK PA WAREHOUSE - KINSLEY EQUITIES
Matter # 11420.08712

August 6, 2003
Invoice # 192654

Total Current Fees **516.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **516.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
SALE OF YORK PA WAREHOUSE - KINSLEY EQUITIES
Matter # 11420.08712

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
LATH	MYRNA SCHACK LATHAM	SHAREHOLDER	210.00	2.10	441.00
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	0.30	75.00
Totals				2.40	516.00

McAfee & Taft

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: SALE OF S.E. 58TH WAREHOUSE (OK-261)
Matter# 11420.08716

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/15/03	SARG	2.40	REVISE CONTRACT	552.00
7/16/03	SARG	1.50	REVIEW CONTRACT FORM	345.00
7/23/03	SARG	2.10	REVISE CONTRACT	483.00
7/24/03	SARG	.70	REVISE CONTRACT AND TRANSMIT TO BUYER	161.00
Totals		6.70		1,541.00

Total Current Fees **1,541.00**

Total Current Expenses **0.00**

Net Current Billing for this Matter **1,541.00**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
SALE OF S.E. 58TH WAREHOUSE (OK-261)
Matter # 11420.08716

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
SARG	JOHN E. SARGENT, JR.	SHAREHOLDER	230.00	6.70	1,541.00
Totals				6.70	1,541.00

FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: WHOLESALE SUPPLY AGREEMENT
Matter# 11420.08723

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/7/03	PRICE	4.40	TELEPHONE STENGER RE WAREHOUSE TRANSFERS (.3); REVIEW TRANSITION AGREEMENT (1.5); REVIEW AND COMMENT ON DRAFT OF DISCLOSURE SCHEDULES (1.7); TELEPHONE KIRSTEN RICHESSON REGARDING CUSTOMER ACCOUNTS AND NOTES (.2); TELEPHONE EVA DAVIS REGARDING CUSTOMER ACCOUNTS AND COLLECTION PROVISIONS OF APA (.3); CONFERENCE ADKINS REGARDING PERSONAL GUARANTEES, COLLECTIONS (.4)	1,100.00
7/7/03	PRICE	.60	REVIEW FINAL BLACKLINED VERSION OF APA ESPECIALLY PERTAINING TO CUSTOMER AND COLLECTION ISSUES	150.00
7/7/03	WELC	1.20	KIRSTEN RICHESSON (FLEMING) REQUEST TO REVIEW AND CORRECT, IF NECESSARY, SCHEDULE OF ENVIRONMENTAL MATTERS SCHEDULED BY FLEMING; REVIEW FLEMING'S DRAFT OF DISCLOSURE SCHEDULE OF ENVIRONMENTAL MATTERS AND PREPARE E-MAIL TO KIRSTEN RICHESSON IN CONNECTION WITH REVIEW CORRECTING DISCLOSURE SCHEDULE	312.00
7/7/03	WELC	.30	TELEPHONE CALL TO RICH RADANAY (KIRKLAND & ELLIS) CONCERNING PENDING ENVIRONMENTAL MATTERS	78.00
7/8/03	PRICE	1.20	TELEPHONE KIRSTEN RICHESSON RE TRANSITION AGREEMENT AND DISCLOSURE SCHEDULES (.3); TELEPHONE OFFICE ATTORNEYS RE DISCLOSURE OF CERTAIN EMPLOYMENT AGREEMENTS (.3); REVIEW APA REGARDING DISCLOSURES (.6)	300.00

FLEMING COMPANIES, INC.
WHOLESALE SUPPLY AGREEMENT
Matter # 11420.08723

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/9/03	PRICE	.30	ATTENTION TO FINAL EXECUTED AGREEMENT AND REQUEST FROM CHARLES PAK	75.00
7/22/03	CHAP	3.10	TRAVEL TO LEWISVILLE	193.75
7/22/03	CHAP	12.50	REVIEWING FSA FILES	1,562.50
7/23/03	CHAP	15.80		1,975.00
7/24/03	CHAP	2.50	TRAVELING FROM LEWISVILLE	156.25
7/24/03	CHAP	6.30	REVIEWING FSA FILES	787.50
7/25/03	CHAP	.90	REVISING SPREADSHEET DATA RE: FACILITY STANDBY AGREEMENTS AND CIRCULATING BY EMAIL	112.50
7/25/03	CHAP	.60	EMAILS RE: FACILITY STANDBY AGREEMENT DATA AND REVIEW	75.00
7/25/03	CHAP	.80	CONFERENCE WITH L. PRICE, M. NORDIN, R. RIGGS RE: FACILITY STANDBY AGREEMENT OBJECTIONS, REAL ESTATE OBJECTIONS AND CURE COSTS	100.00
7/27/03	CHAP	1.20	CONFERENCE RE: FSA AND CURE AMOUNTS	150.00
7/28/03	CHAP	1.20	COSTS FOR FACILITY STANDBY AGREEMENTS AND OBJECTION STATUS	150.00
7/28/03	CHAP	1.70	REVIEWING OBJECTIONS RELATED TO FACILITY STANDBY AGREEMENTS AND OBJECTION STATUS CHART	212.50
7/28/03	CHAP	2.30	REVIEWING FACILITY STANDBY AGREEMENTS AND OBJECTIONS	287.50
Totals		56.90		7,777.50

Cost Code	Date	Description	Quantity	Unit Cost	Amount
		Total Expenses			0.00

FLEMING COMPANIES, INC.
WHOLESALE SUPPLY AGREEMENT
Matter # 11420.08723

August 6, 2003
Invoice # 192654

Total Current Fees	7,777.50
Total Current Expenses	0.00
Net Current Billing for this Matter	<u>7,777.50</u>

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
WHOLESALE SUPPLY AGREEMENT
Matter # 11420.08723

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
CHAP	STEPHANIE CHAPMAN	ASSOCIATE	62.50	5.60	350.00
CHAP	STEPHANIE CHAPMAN	ASSOCIATE	125.00	43.30	5412.50
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	6.50	
WELC	STEVEN R. WELCH	SHAREHOLDER	260.00	1.50	390.00
Totals				56.90	7,777.50

FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: C & S ACQUISITION
Matter# 11420.08724

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/8/03	MEYE	.50	CORRESPONDENCE WITH DEE JEROME REGARDING EMPLOYMENT AGREEMENT ISSUES	72.50
7/8/03	MEYE	2.10	REVIEW COMPANY EMPLOYMENT AGREEMENTS	304.50
7/18/03	PRICE	2.10	TELEPHONE CONFERENCE BARRY FOLSE, ADKINS, C & S RE COLLECTION AND SHARING OF COLLATERAL (1.0); ANALYSIS OF APA AND DISCLOSURE SCHEDULES REGARDING CLAIMS (.7); TELEPHONE KIRSTEN RICHESSON REGARDING FSA'S AND ACQUIRED CONTRACTS (.4)	525.00
7/21/03	ADKI	2.90	REVIEW MEMO REGARDING ASSIGNABILITY OF FSAS (.4); TELEPHONE CONFERENCE WITH FLEMING REPRESENTATIVES REGARDING ISSUES REGARDING ASSIGNMENT OF FSA'S (1.5); IDENTIFY AND EMAIL TEMPLATE FSA AND LOAN DOCUMENTS TO TEAM LOOKING AT ASSIGNABILITY AND CURE COST ISSUES (1.0)	449.50
7/21/03	PRICE	5.30	MEETING WITH RICHESSON, MONGER, PORTER, HAWK REGARDING FSA ANALYSIS (3.5); TELEPHONE CONFERENCE KIRKLAND TEAM, ALIX AND BLACKSTON REGARDING CUSTOMER CONTRACT ANALYSIS (1.8)	1,325.00
7/22/03	ADKI	1.00	CONFERENCE WITH LOUIS PRICE REGARDING UCC SEARCHES FOR ASSETS IN THIRD DOVE BID AUCTION (.4); TELEPHONE CONFERENCE WITH RICHARD SALAMY REGARDING DILIGENCE OF FSAS (.2); TELEPHONE CONFERENCE WITH BARRY FOLSE REGARDING FSA ISSUES (.1); TELEPHONE CONFERENCE WITH RICH SALAMY REGARDING FSA ISSUES (.3)	155.00

FLEMING COMPANIES, INC.
C & S ACQUISITION
Matter # 11420.08724

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/22/03	HOLL	.20	CONFERENCE WITH CRAIG ADKINS RE TRAVELING TO LEWISVILLE TO PERFORM DUE DILIGENCE	31.00
7/22/03	HOLL	.20	MEMOS TO CRAIG ADKINS RE TRAVELING TO LEWISVILLE TO PERFORM DILIGENCE	31.00
7/22/03	PRICE	1.00	TELEPHONE SALAMY REGARDING EXCEL SPREADSHEET AND FSA ANALYSIS (.3); CONFERENCE ADKINS RE ASSISTANCE WITH FSA ANALYSIS (.3); REVIEW AND REVISE SPREADSHEET (.4)	250.00
7/22/03	SALA	3.00	TRAVEL TO LEWISVILLE, TX FROM OKLAHOMA CITY, OK FOR REVIEW OF FACILITY STANDBY AGREEMENTS.	435.00
7/22/03	SALA	12.30	REVIEW FACILITY STANDBY AGREEMENTS FOR IDENTIFIED ACTIVE FLEMING CUSTOMERS AND SUMMARIZE.	1,783.50
7/22/03	KELLE	3.40	TRIP TO FLEMING COMPANIES, INC. LEWISVILLE, TX OFFICE FOR C& S PROJECT	221.00
7/22/03	KELLE	8.30	WORK OF FSA PROJECT: SETUP; PULL LOCATE AND PULL FSA FILES	539.50
	HOLL	8.50	DUE DILIGENCE RE REVIEWING FACILITY STANDBY AGREEMENTS AND SUPPLY AGREEMENTS	1,317.50
7/23/03	HOLL	2.50	TRAVEL TO LEWISVILLE, TEXAS	387.50
7/23/03	PRICE	2.60	REVIEW SPREADSHEET OF FSA ANALYSIS (.5); TELEPHONE RICH HAWK RE FSA ANALYSIS (.3); TELEPHONE KIRSTEN RE LEGAL ISSUES INVOLVING FSA'S (.4); TELEPHONE M & T TEAM REGARDING ANALYSIS OF FSA'S (.4); REVIEW AND ANALYZE DAMAGE ISSUES (1.0)	650.00
7/23/03	PRICE	2.30	TELEPHONE CONFERENCE WYNNE, RICHARDS REGARDING ANALYSIS OF FSA CLAIMS (.5); TELEPHONE CONFERENCE CURE RESOLUTION TEAM REGARDING LEGAL ISSUES IN FSA ASSIGNMENT (1.8)	575.00
7/23/03	NORD	1.80	ANALYSIS OF ISSUES IN ASSIGNMENT OF CUSTOMER CONTRACTS, INCLUDING CLAIMS FOR DIRECT AND CONSEQUENTIAL DAMAGES AND OFFSET CLAIMS	432.00
7/23/03	RIGG	1.40	CONFERENCE RE HANDLING OBJECTIONS, CONTRACT AND ISSUES FOR CONSIDERATION ON SALE	350.00
7/23/03	KELLE	14.10	WORK AT FLEMING LEWISVILLE, TX OFFICE: PULL FSA FILES, ENTER DATA	916.50

FLEMING COMPANIES, INC.
C & S ACQUISITION
Matter # 11420.08724

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/24/03	BFRED	8.40	RESEARCH REGARDING THE DIFFERENCE BETWEEN INCONSEQUENTIAL AND CONSEQUENTIAL DAMAGES AND THE COURTS TREATMENT OF EACH IN OKLAHOMA, TEXAS, TENNESSEE AND WISCONSIN AND MEMO ON SAME.	1,050.00
7/24/03	BFRED	1.80	RESEARCH REGARDING THE VALIDITY OF A WAIVER OF CONSEQUENTIAL DAMAGES UNDER A CUSTOMER CONTRACT IN OKLAHOMA AND MEMO REGARDING SAME.	225.00
7/24/03	BFRED	1.90	TEAM MEETING REGARDING ANALYSIS OF CURE OPTIONS; DISCUSSION AND ANALYSIS OF CONTRACT DAMAGES AVAILABLE UNDER STATE LAW.	237.50
7/24/03	ADKI	1.00	CONFERENCE CALL REGARDING CURE COST ISSUES AND PROCEDURES	155.00
7/24/03	ADKI	4.40	CONFERENCE WITH LOUIS PRICE, RICK RIGGS, MIKE NORDIN, AND BETH FREDRICKSEN REGARDING FSA DILIGENCE AND PREPARATION FOR CURE COST OBJECTIONS (1.0); TELEPHONE CONFERENCE WITH RICH SALAMY REGARDING FSA DILIGENCE (.4); REVIEW CORRESPONDENCE FROM MICHAEL SHARP REGARDING FSA DILIGENCE AND PROCEDURES FOR HANDLING CURE COST MATTERS (.3); TELEPHONE CONFERENCE WITH CLIENT REGARDING CURE ISSUES (1.8); CONFERENCE WITH LOUIS PRICE REGARDING CURE ISSUES (.3); REVIEW FSA DILIGENCE SUMMARY (.6)	682.00
7/24/03	HOLL	8.50	DUE DILIGENCE RE REVIEWING FACILITY STANDBY AGREEMENTS AND SUPPLY AGREEMENTS	1,317.50
7/24/03	HOLL	2.50	TRAVEL FROM LEWISVILLE, TEXAS TO OKLAHOMA CITY	387.50
	PRICE	1.30	CALL WITH CLIENT AND COUNSEL TO ORGANIZE CURE RESOLUTION PROCESS AND ANALYZE FSA CLAIMS	325.00
7/24/03	PRICE	1.70	REVIEW AND ANALYZE SCHEDULE OF NOTES RECEIVABLE (1.0); TELEPHONE WALLY WHITE RE NOTE SCHEDULE (.3); ATTENTION TO CUSTOMER'S CLAIM FOR DAMAGES AND OBJECTION (.4)	425.00
7/24/03	PRICE	6.00	COORDINATE RESEARCH AND ANALYSIS OF CUSTOMER CONTRACT DAMAGE CLAIMS (1.2); TELEPHONE CLIENT RE NOTE BALANCES (.3); ANALYZE FSA AND DEFAULTS (1.0); TELEPHONE CLIENT REGARDING TERMS OF APA AND FSA DEFAULTS (2.0); WORK ON LEGAL ARGUMENT REGARDING FSA (1.5)	1,500.00

FLEMING COMPANIES, INC.
C & S ACQUISITION
Matter # 11420.08724

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/24/03	NORD	1.60	REVIEW AND ANALYSIS OF CUSTOMER CONTRACT CLAIMS, INCLUDING WAIVER OF CONSEQUENTIAL DAMAGES AND DISTINCTION BETWEEN DIRECT, CONSEQUENTIAL, AND INCIDENTAL	384.00
7/24/03	NORD	1.40	REVIEW AND ANALYZE RESEARCH RE CUSTOMER CLAIMS RE SERVICE LEVEL AND CONSEQUENTIAL DAMAGES IN LIGHT OF SPECIFIC FACILITY STANDBY AGREEMENT PROVISIONS	336.00
7/24/03	RIGG	1.60	REVIEW MATERIAL FROM KIRKLAND RE OBJECTIONS; CONFERENCE CALL KIRKLAND RE STRATEGIES TO ADDRESS OBJECTIONS	400.00
7/24/03	RIGG	1.80	CONFERENCE PRICE ET AL RE CURE ISSUES, STRATEGIES, ASSIGNMENTS; REVIEW CONTRACT, SCHEDULES RE POSSIBLE OBJECTIONS	450.00
	SALA	4.60	REVIEW AND SUMMARIZE FACILITY STANDBY AGREEMENTS FOR ACTIVE FLEMING CUSTOMERS.	667.00
7/24/03	KELLE	.90	WORK IN HOME OFFICE ON SPREAD SHEET FOR FSA'S	58.50
7/24/03	KELLE	3.20	RETURN TRIP FROM FLEMING LEWISVILLE, TX OFFICE	208.00
7/24/03	KELLE	6.20	WORK AT FLEMING LEWISVILLE, TX OFFICE ON FSA PROJECT	403.00
7/25/03	BFRED	1.00	RESEARCH REGARDING THE VALIDITY OF WAIVERS OF CONSEQUENTIAL DAMAGES IN CALIFORNIA, TEXAS, AND WISCONSIN.	125.00
7/25/03	BFRED	.30	CONFERENCE CALL WITH MIKE NORDIN AND DANIEL GINSBERG.	37.50
7/25/03	ADKI	4.00	MEETING TO DISCUSS FSA CURE COST RESPONSES (.8); TELEPHONE CONFERENCE WITH LOUIS PRICE, FLEMING, ALIX PARTNERS, C&S, AND BLACKSTONE REGARDING FSA CURE COST ISSUES (1.8); REVIEW FSA CURE COST OBJECTIONS (.5); CONFERENCE WITH STAN KELLEY REGARDING FSA CURE COST MATTERS (.4); TELEPHONE CONFERENCE WITH SCOTT NICHOLSON RE: METHODS TO VERIFY ACCURACY OF FSA DATA (.3); TELEPHONE CONFERENCE WITH BARRY FOLSE RE: SAME (.2)	620.00

FLEMING COMPANIES, INC.
C & S ACQUISITION
Matter # 11420.08724

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/25/03	PRICE	6.40	REVIEW AND COMMENT ON CURE RESOLUTION PROTOCOL (.6); MEETING WITH M&T TEAM REGARDING CURE ISSUES (.8); CONFERENCE WITH CLIENT, C & S REGARDING SALE (2.0); TELEPHONE CONFERENCE CLIENT RE ANALYSIS OF CURES (.5); ATTENTION TO CASES REGARDING DAMAGES, ANALYZE SPECULATIVE DAMAGES AND MITIGATION (1.0); PREPARE NOTEBOOK FOR CURE OBJECTIONS (.4); ORGANIZE TEAM FOR CURE RESOLUTION WORK NEXT WEEK (1.1)	1,600.00
7/25/03	NORD	1.00	ANALYSIS OF ELEMENTS OF AND PROOF REQUIREMENTS FOR CUSTOMER CLAIMS UNDER FACILITY STANDBY AGREEMENTS AND RESPONSES TO CLAIMS	240.00
7/25/03	NORD	.40	EMAIL TO AND TELEPHONE CONFERENCE WITH BANK COUNSEL REGARDING ENFORCEABILITY OF WAIVER OF CONSEQUENTIAL DAMAGES IN CUSTOMER CONTRACTS	96.00
7/25/03	RIGG	1.70	PREPARE FOR CALL RE CURE ISSUES; REVIEW MATERIAL FROM KIRKLAND; CONFERENCE CALL KIRKLAND AND FLEMING RE OBJECTIONS AND RESOLUTION STRATEGIES	425.00
7/25/03	RIGG	1.90	REVIEW OBJECTIONS AND RELATED MATERIAL; CONFERENCE BUDAY RE STRATEGIES IN ADDRESSING OBJECTIONS, CURE ISSUES; REVIEW OBJECTIONS FILED TO DATE	475.00
7/25/03	RIGG	1.00	CONFERENCE PRICE, SALAMY, CHAPMAN RE HANDLING OBJECTIONS AND ISSUES WITH SALE	250.00
7/25/03	RIGG	.30	TELEPHONE BUDAY RE OBJECTIONS ON REAL ESTATE MATTERS	75.00
	SALA	.70	CURE COST CALL.	101.50
7/25/03	PETE	5.80	REVIEW DOCUMENTS AND PREPARE FLEMING CURE RESOLUTION NOTEBOOKS	464.00
7/25/03	PETE	1.90	REVIEW FLEMING BANKRUPTCY DOCKET AND DOWNLOAD OBJECTIONS AND DOCUMENTS CONCERNING C&S SALE AND CURE	152.00
7/25/03	PETE	.30	CONFERENCES WITH PRICE REGARDING C&S CURE RESOLUTIONS	24.00
7/25/03	KELLE	.20	MEET WITH CRAIG ADKINS; ATTEMPT TO MAKE CONTACT WITH MIKE CAREY AND SCOTT NICHOLSON	13.00
7/25/03	KELLE	.90	MEETING RE: OBJECTION AND CURE PROCESS WITH LOUIS PRICE, RICK RIGGS, RICHARD SALAMY, CRAIG ADKINS, STEPHANIE CHAPMAN, MIKE NORDIN	58.50

Date	Billing Initials	Hours	Description	Amount
7/25/03	KELLE	.20	DISCUSS PROCESS OF OBTAINING COPIES OF OBJECTIONS ONLINE WITH DIANNA PETERS; DISCUSS BINDERS OF OBJECTIONS	13.00
	KELLE	.90	REVIEW SPREADSHEET RE: CHANGES	58.50
7/25/03	KELLE	.40	MEET WITH LOUIS PRICE AND CRAIG ADKINS RE: LEWISVILLE TRIP AND PROJECT	26.00
7/26/03	ADKI	2.30	REVIEW CURE COST OBJECTIONS FOR FSA MATTERS	356.50
7/26/03	PRICE	3.40	REVIEW CURE OBJECTIONS FOR FSA CUSTOMERS	850.00
7/27/03	PRICE	.80	REVIEW CURE OBJECTION PLEADINGS	200.00
7/27/03	PRICE	1.20	CONFERENCE CALL WITH CURE RESOLUTION TEAM	300.00
7/27/03	PRICE	.70	WORK ON FSA CURE OBJECTIONS	175.00
	NORD	.40	TELEPHONE CONFERENCE WITH REPRESENTATIVES OF ALIX PARTNERS AND KIRKLAND & ELLIS RE COORDINATION OF RESPONSE TO CUSTOMER CLAIMS	96.00
7/27/03	RIGG	1.20	CONFERENCE CALL RE HANDLING OBJECTIONS	300.00
7/27/03	RIGG	.20	CONFERENCE PRICE RE SUBTANT'S NOTICE OF TERMINATION AND REJECTED BASE LEASE	50.00
7/27/03	RIGG	.30	CONFERENCE PRICE RE CONSEQUENTIAL DAMAGE ISSUES UNDER FSA'S	75.00
7/27/03	RIGG	.70	REVIEW LIST OF OBJECTIONS AND PREPARE FOR CALL WITH ALIX, FLEMING AND LAWYERS RE OBJECTIONS	175.00
7/28/03	BFRED	10.10	RESEARCH AND MEMO REGARDING WHICH DAMAGES ARE CLASSIFIED AS INCIDENTAL AND WHICH DAMAGES ARE CLASSIFIED AS CONSEQUENTIAL UNDER OKLAHOMA, TENNESSEE, TEXAS AND WISCONSIN LAW.	1,262.50
7/28/03	ADKI	19.10	REVIEW, ANALYZE, AND SUMMARIZE CUSTOMER FSA DISPUTES (17.7); TELEPHONE CONFERENCE WITH FLEMING TEAM (1.4)	2,960.50
	PRICE	19.00	ANALYZE CUSTOMER CONTRACTS AND DEMAND FOR CURE PAYMENTS REGARDING PROPOSED SALE (16.0); REVIEW AND ADD PROVISIONS TO BRIEF REGARDING FSA AND CUSTOMER CONTRACTS (3.0)	4,750.00
7/28/03	NORD	.80	REVIEW AND ANALYZE RESEARCH RE DISTINCTION BETWEEN DIRECT AND CONSEQUENTIAL DAMAGES IN CONNECTION WITH CUSTOMER DAMAGE CLAIMS	192.00
7/28/03	RIGG	.40	TELEPHONE AUSTIN RE BROWN AND COLE STORES SUPPLY/FSA ARRANGEMENTS	100.00

FLEMING COMPANIES, INC.
C & S ACQUISITION
Matter # 11420.08724

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/28/03	RIGG	1.50	REVIEW MATERIAL FROM KOTARBA RE OBJECTIONS; REVIEW FILED OBJECTIONS AND PROCEDURES FOR ADDRESSING OBJECTIONS	375.00
7/28/03	SALA	3.60	TELEPHONE CONFERENCES WITH S. KELLEY RE FSA OBJECTIONS. (0.5). REVIEW OBJECTIONS CHART AND CORRESPONDENCE (0.3). RESEARCH GEORGIA BULK SALES LAW. (0.8). REVIEW FSAS AND OBJECTIONS. (2.0).	522.00
7/28/03	PETE	1.20	REVIEW AND CATEGORIZE DOCUMENTS AND UPDATE CURE NOTEBOOKS	96.00
7/28/03	KELLE	14.00	BEGIN REVIEW OF FACILITY STANDBY AGREEMENTS AND SUPPLY AGREEMENTS.	910.00
	KELLE	3.60	DEPART OKLAHOMA CITY FOR FLEMING CORPORATE HEADQUARTERS IN LEWISVILLE, TX	234.00
7/29/03	BFRED	.60	REVISE AND EDIT MEMO TO LOUIS PRICE REGARDING CLASSIFICATION OF SPECIFIC DAMAGES AS INCIDENTAL OR CONSEQUENTIAL.	75.00
7/29/03	BFRED	.80	REVIEW OF REPLY BRIEF IN SUPPORT OF MOTION FOR APPROVAL OF ASSET PURCHASE AGREEMENT.	100.00
7/29/03	ADKI	16.20	REVIEW, ANALYZE, AND SUMMARIZE CUSTOMER FSA DISPUTES (13.6); TELEPHONE CONFERENCE WITH FLEMING TEAM (2.6)	2,511.00
7/29/03	PRICE	17.00	ANALYZE CUSTOMER CONTRACTS AND OBJECTIONS (14.0); ANALYZE DAMAGE ISSUES IN CUSTOMER CONTRACTS (3.0)	4,250.00
7/29/03	NORD	.40	REVIEW DRAFT OF OMNIBUS REPLY BRIEF IN SUPPORT OF MOTION FOR ORDER APPROVING ASSET PURCHASE AGREEMENT AND COMMENT ON ISSUES RELATING TO CUSTOMER DAMAGE CLAIMS	96.00
7/29/03	NORD	.40	REVIEW AND REVISE RESEARCH MEMORANDUM RE INCIDENTAL AND CONSEQUENTIAL CUSTOMER DAMAGE CLAIMS	96.00
	SALA	15.80	REVIEW OBJECTIONS FILED OR SUBMITTED BY FLEMING CUSTOMERS. (4.0) REVIEW FACILITY STANDBY AGREEMENTS RELATING TO OBJECTIONS FILED. (6.0) PREPARE SUMMARY CHART OF FSAS.(3.8). TELEPHONE CONFERENCE RE FSAS, OBJECTIONS AND STRATEGY. (2.0).	2,291.00
7/29/03	KELLE	15.80	CONTINUE WORK REVIEWING FACILITY STANDBY AGREEMENTS AND SUPPLY AGREEMENTS, INCLUDING WORK ON SPREADSHEET OF INFORMATION	1,027.00

Date	Billing Initials	Hours	Description	Amount
7/30/03	ADKI	19.10	TRAVEL TO LEWISVILLE, TEXAS (2.5); REVIEW, ANALYZE AND SUMMARIZE CUSTOMER FSA DISPUTES (14.2); TELEPHONE CONFERENCE WITH FLEMING TEAM (2.4)	2,960.50
7/30/03	PRICE	13.70	CONTINUE ANALYSIS OF CUSTOMER CONTRACTS AND DAMAGE CLAIMS (10.0); DRAFT AFFIDAVIT AND CONFERENCE WITH KE LAWYERS RE REVIEW PROCESS AND AFFIDAVIT (1.5); ANALYZE RECOUPMENT AND SETOFF ISSUES (2.2)	3,425.00
7/30/03	NORD	.30	TELEPHONE CONFERENCE WITH ROBIN WHITTEN IN PHOENIX DIVISION RE CUSTOMER FACILITY STANDBY AGREEMENTS	72.00
7/30/03	NORD	.50	CONFERENCE WITH PRICE RE BANKRUPTCY ISSUES RELATING TO RECOUPMENT AND SETOFF WITH RESPECT TO CONSEQUENTIAL DAMAGE CLAIMS BY CUSTOMERS UNDER FACILITY STANDBY AGREEMENTS	120.00
7/30/03	RIGG	1.70	REVIEW MATERIAL FROM LINDLE RE REINHART CLAIM; REVIEW UNDERLYING LEASE DOCUMENTS AND SPREADSHEETS; TELEPHONE FERREN; TELEPHONE LINDLE	425.00
	SALA	19.20	REVIEW FACILITY STANDBY AGREEMENTS (8.8). REVIEW OBJECTIONS FILED BY FLEMING CUSTOMERS RELATED TO FACILITY STANDBY AGREEMENTS (6.4). REVIEW DISPUTED ISSUES RE FACILITY STANDBY AGREEMENTS (4.0)	2,784.00
7/30/03	KELLE	18.50	CONTINUE WORK ON REVIEW OF FACILITY STANDBY AGREEMENTS AND SUPPLY AGREEMENTS AT	1,202.50
7/31/03	BFRED	5.80	RESEARCH AND MEMO REGARDING RECOUPMENT, ARTICLE 3 OF THE UNIFORM COMMERCIAL CODE, WHETHER FORGIVENESS NOTES ARE NEGOTIABLE INSTRUMENTS, AND WHETHER A PARTY, WHO HAS WAIVED ITS RIGHT TO CONSEQUENTIAL DAMAGES MAY ASSERT A CLAIM FOR RECOUPMENT.	725.00
7/31/03	ADKI	2.80	REVIEW AND ANALYZE CUSTOMER DISPUTES REGARDING FSAS	434.00
7/31/03	ADKI	11.30	REVIEW, ANALYZE, AND SUMMARIZE CUSTOMER FSA DISPUTES (12.3); TELEPHONE CONFERENCE WITH FLEMING TEAM (1.0)	1,751.50
7/31/03	PRICE	10.90	CONTINUE WORKING TO RESOLVE CUSTOMER DISPUTE ISSUES REGARDING THE SALE TO C & S (7.5); CONSIDER AND ANALYZE SETOFF AND RECOUPMENT ISSUES (2.1); REVIEW CASES AND ANALYZE RECOUPMENT MEMO (1.2)	2,725.00

FLEMING COMPANIES, INC.
C & S ACQUISITION
Matter # 11420.08724

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/31/03	NORD	1.00	ANALYSIS OF POTENTIAL OF RECOUPMENT AS DEFENSE OR CLAIM WITH RESPECT TO CONSEQUENTIAL DAMAGE CLAIMS BY CUSTOMERS UNDER FACILITY STANDBY AGREEMENTS AND WITH RESPECT TO NOTES AND REVIEW OF RESEARCH	240.00
	NORD	2.70	REVIEW AND REVISE MEMORANDUM RE AVAILABILITY OF RECOUPMENT TO CUSTOMERS IN RESPONSE TO CLAIMS UNDER PROMISSORY NOTES	648.00
7/31/03	RIGG	1.20	TELEPHONE FERREN; REVIEW MATERIAL FROM LINDLE RE REINHART CLAIM; REVIEW UNDERLYING LEASES AND REINHART CLAIM	300.00
7/31/03	SALA	11.00	REVIEW DISPUTED ISSUES RE FACILITY STANDBY AGREEMENTS (3.5). REVIEW FACILITY STANDBY AGREEMENTS SUBJECT TO DISPUTE (7.5).	1,595.00
7/31/03	PETE	.90	ORGANIZE DOCUMENTS AND OBJECTIONS AND ESTABLISH FILES	72.00
7/31/03	KELLE	10.80	CONTINUE WORK AT FLEMING CORPORATE HEADQUARTERS ON REVIEW OF FLEMING FACILITY STANDBY AGREEMENTS AND SUPPLY AGREEMENTS	702.00
Totals		446.50		69,423.00

EXPENSES

Total Current Fees 69,423.00

Total Current Expenses 896.83

Net Current Billing for this Matter 70,319.83

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
C & S ACQUISITION
Matter # 11420.08724

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	84.10	13,035.50
BFRED	BETH FREDERICKSEN	ASSOCIATE	125.00	30.70	
HOLL	ALAN G. HOLLOWAY	ASSOCIATE	155.00	22.40	3,472.00
KELLE	STAN KELLEY	LEGAL ASSISTANT	65.00	101.40	6,591.00
MEYE	M. BRANDON MEYER	ASSOCIATE	145.00	2.60	377.00
NORD	J. MICHAEL NORDIN	SHAREHOLDER	240.00	12.70	3,048.00
PETE	DIANNA PETERS	LEGAL ASSISTANT	80.00	10.10	808.00
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00	95.40	
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	16.90	4,225.00
SALA	RICHARD J. SALAMY	ASSOCIATE	145.00	70.20	10,179.00
Totals				446.50	69,423.00

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: B & R STORES, INC.
Matter# 11420.08726

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/2/03	RIGG	.20	TELEPHONE PATTERSON	50.00
7/10/03	RIGG	.70	CONFERENCE RE BANKRUPTCY IMPACT AND PROPOSED SALE ON PENDING NEGOTIATIONS	175.00
7/21/03	RIGG		REVIEW LETTER FROM PETER; CONFERENCE PRICE RE RETAILER COMPLAINTS; MEMO RE B&R	150.00
Totals		1.50		375.00

Cost Code	Date	Description	Unit Cost	Amount
		Total Expenses		0.00

Total Current Fees 375.00

Total Current Expenses 0.00

Net Current Billing for this Matter 375.00

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
B & R STORES, INC.
Matter # 11420.08726

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
RIGG	RICHARD A. RIGGS	SHAREHOLDER	250.00	1.50	375.00
Totals				1.50	375.00

FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
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POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: CUSTOMER COLLECTION MATTER
Matter# 11420.08727

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/21/03	ADKI	1.00	PREPARE FOR TELEPHONE CONFERENCE WITH BARRY FOLSE REGARDING ADMINISTRATION OF COLLECTION MATTERS (1.0)	155.00
7/21/03	ADKI	4.00	TELEPHONE CONFERENCE WITH TOM STRZELCZYK REGARDING GARRETT'S MARKETS, INC. COLLATERAL SALE (.2); TELEPHONE CONFERENCE WITH TOM STRZELCZYK REGARDING SMIRNCO, INC. COLLATERAL SALES (.2); TELEPHONE CONFERENCE WITH CHARLIE MCCOWN REGARDING COLLECTION MATTERS INVOLVING THE TULSA DIVISION (.7); REVIEW AND REVISE LETTER AGREEMENT REGARDING DIETEL'S, INC. SETTLEMENT (.8); REVIEW SLIPAKOFF DOCUMENTS IN PREPARATION FOR CONFERENCE CALL REGARDING COLLECTION/SETTLEMENT (1.0); TELEPHONE CONFERENCE REGARDING SLIPAKOFF WITH FLEMING GROUP (1.1)	620.00
7/21/03	PRICE	.60	WORK ON EMAIL SETTLEMENT PROPOSAL TO STOPNGO	150.00
7/21/03	PRICE	.80	TELEPHONE ADKINS, FOLSE REGARDING COLLECTION PROCEDURES	200.00

FLEMING COMPANIES, INC.
CUSTOMER COLLECTION MATTER
Matter # 11420.08727

August 6, 2003
Invoice # 192654

Date	Billing Initials	Hours	Description	Amount
7/22/03	ADKI	2.00	TELEPHONE CONFERENCE WITH ADAM SANDERSON REGARDING DEMAND LETTER (.1); RESPOND TO EMAIL FROM MONICA WOODS REGARDING BRENNAN'S (.2); TELEPHONE CONFERENCE WITH JEFF MINSTER (.2); REVIEW DEMAND LETTER AND COMPLAINT (1.0); TELEPHONE CONFERENCE WITH TOM STRZELCZYK REGARDING PHOENIX DIVISION CUSTOMERS (.3); TELEPHONE CONFERENCE WITH WALLY WHITE (.2)	310.00
7/22/03	ADKI	1.30	TELEPHONE CONFERENCE WITH BARRY FOLSE, WALLY WHITE, DANA BICKFORD, MARK TOYLOY, JAY CASHION, AND LOUIS PRICE REGARDING MECHANICS OF COLLECTION AND SETTLEMENT TRANSACTIONS INVOLVING FLEMING AND C&S	201.50
7/23/03	ADKI	22.10	FACILITY STANDBY AGREEMENT FILES (17.1)	3,425.50
7/23/03	PRICE	1.80	TELEPHONE CONFERENCE WITH C & S, ALIXPARTNERS, FLEMING REGARDING A/R AND ALLOCATION OF RECOVERIES UNDER THE APA (1.0); REVIEW APA, LEGAL ISSUES, COLLECTION COSTS (.8)	450.00
7/23/03	PRICE	.80	RESEARCH ACCOUNT INFORMATION FOR STOPNGO (.4); TELEPHONE DAN WYMAN (.4)	200.00
7/23/03	PRICE	2.00	TELEPHONE BUD ANTON IN BATON ROUGE, COUNSEL TO CARL DUGAS RE OUTSTANDING DEBT (.5); TELEPHONE JEFF MINSTER REGARDING LIQUIDATION OF DUGAS' INVENTORY (.3); CONFERENCE WITH ALIX PARTNERS, FLEMING REGARDING COLLECTION PROCESS FOR A/R (1.2)	500.00
7/24/03	ADKI	.80	TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING BILL OF SALE FOR RETAILER'S EXERCISE OF EQUIPMENT LEASE PURCHASE OPTION (.2); TELEPHONE CONFERENCE WITH JEFF MINSTER REGARDING COLLECTION MATTER FOR DJM FOODS (.2); REVISE LETTER AGREEMENT FOR DIETEL'S, INC. (.4)	124.00
7/24/03		.30	TELEPHONE JEFF MINSTER AT CLIENT REGARDING LOUISIANA CUSTOMER	75.00
7/25/03	PRICE		REVIEW STOPNGO CONTRACT REGARDING CLAIM FOR TOTES (.2); ATTENTION TO SETTLEMENT OFFER FROM FEDDERS (.2)	100.00
Totals		37.90		6,511.00

FLEMING COMPANIES, INC.
CUSTOMER COLLECTION MATTER
Matter # 11420.08727

August 6, 2003
Invoice # 192654

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	7/21/03	TELEPHONE 5738741122 2275	0.21	0.56	0.12
T	7/21/03	TELEPHONE 2147250872 2275	1.29	0.56	0.72
T	7/21/03	TELEPHONE 9729067175 2275	0.21	0.56	0.12
T	7/24/03	TELEPHONE 9186270390 2275	0.21	0.56	
T	7/25/03	TELEPHONE 2147250872 2275	0.21	0.56	0.12
T	7/25/03	TELEPHONE 2147250872 2275	0.43	0.56	
Total Expenses					

Total Current Fees 6,511.00

Total Current Expenses 1.44

Net Current Billing for this Matter 6,512.44

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
CUSTOMER COLLECTION MATTER
Matter # 11420.08727

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate		Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	31.20	4,836.00
PRICE	LOUIS J. PRICE	SHAREHOLDER	250.00		1,675.00
Totals					6,511.00

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ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: ASR ENTERPRISES - SETTLEMENT MATTER
Matter# 11420.08728

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Hours	Description	Amount
7/30/03	NORD	.30	REVIEW NEGOTIATIONS FOR TRANSFER OF STORES AND HANDLING OF COMPETING CREDITOR CLAIMS	72.00
Totals		0.30		72.00

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	7/31/03		0.43	0.56	0.24
Total Expenses					0.24

Total Current Fees 72.00

Total Current Expenses 0.24

Net Current Billing for this Matter 72.24

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
ASR ENTERPRISES - SETTLEMENT MATTER
Matter # 11420.08728

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
NORD	J. MICHAEL NORDIN	SHAREHOLDER	240.00	0.30	72.00
Totals				0.30	72.00

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1945 LAKEPOINTE DRIVE
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LEWISVILLE, TX 75029

August 6, 2003

Invoice #: 192654

LOUIS J. PRICE (400)

RE: MAL ENTERPRISES, INC. - SETTLEMENT
Matter# 11420.08729

PROFESSIONAL SERVICES THROUGH: 07/31/2003

Date	Billing Initials	Description	Amount
7/26/03	ADKI	.90 REVIEW TRANSCRIPT OF JUNE 25 HEARING AND FORWARD SECTION ON ORDINARY COURSE TRANSACTIONS TO PAUL CANNON	139.50
Totals		0.90	139.50

EXPENSES

Cost Code	Date	Description	Quantity	Unit Cost	Amount
T	7/28/03	TELEPHONE 3256768836 3346	0.64	0.56	0.36
TEL	7/28/03	FACSIMILE	6.00	0.50	3.00
Total Expenses					3.36

Total Current Fees **139.50**

Total Current Expenses **3.36**

Net Current Billing for this Matter **142.86**

Thank you for the opportunity to provide service to you.

FLEMING COMPANIES, INC.
MAL ENTERPRISES, INC. - SETTLEMENT
Matter # 11420.08729

August 6, 2003
Invoice # 192654

MATTER SUMMARY PAGE

Initials	Timekeeper Name	Title	Rate	Hours	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	155.00	0.90	139.50
Totals				0.90	

INVOICE SUMMARY

Category	Matter	Matter Description	Hours	Fee Total	Cost Total
CORPORATE MATTERS	11420.00001	MISCELLANEOUS CORPORATE	112.90	25156.00	470.73
CORPORATE MATTERS	11420.00013	SUBSIDIARIES / GENERAL	86.90	11,016.50	102.06
CORPORATE MATTERS	11420.07941	SEC MATTERS (PROXY STMT, '34 ACT FILI	0.70	224.00	0.00
CORPORATE MATTERS	11420.08148	MISCELLANEOUS CORPORATE AND TAX	4.70	822.50	0.00
CORPORATE MATTERS	11420.08277	SALE OF FRG STORES	15.10	2,340.50	13.68
CORPORATE MATTERS	11420.08573	RAINBOW FOODS SALE	120.40	13,277.00	2,021.65
CORPORATE MATTERS	11420.08705	CHAPTER 11 BANKRUPTCY	79.10	15,972.50	172.32
CORPORATE MATTERS	11420.08723	WHOLESALE SUPPLY AGREEMENT	56.90	7,777.50	0.00
CORPORATE MATTERS	11420.08724	C & S ACQUISITION	446.50	69,423.00	896.83
CORPORATE MATTERS	11420.08726	B & R STORES, INC.	1.50	375.00	0.00
Category Totals			924.70	146,384.50	3,677.27
Category	Matter	Matter Description	Hours	Fee Total	Cost Total
CUSTOMER RELATIONSHIPS	11420.00112	MARVIN'S IGA	0.30	19.50	0.00
CUSTOMER RELATIONSHIPS	11420.00186	FURR'S SUPERMARKETS, INC.	0.60	44.00	0.00
CUSTOMER RELATIONSHIPS	11420.07942	FRANCHISE MATTERS	22.10	4,754.00	923.03
CUSTOMER RELATIONSHIPS	11420.07982	R-RANCH MARKETS	1.70	263.50	0.00
CUSTOMER RELATIONSHIPS	11420.08003	FLEMING-AG SEATTLE JOINT VENTURE	0.20	16.00	61.28
CUSTOMER RELATIONSHIPS	11420.08174	NOWELL'S	5.80	899.00	101.91
CUSTOMER RELATIONSHIPS	11420.08193	STOREY SALE 1999	1.90	213.50	0.24

Category	Matter	Matter Description	Hours	Fee Total	Cost Total
CUSTOMER RELATIONSHIPS	11420.08436	V. CLARK RETAIL ENTERPRISES, INC.	6.50	952.00	13.00
CUSTOMER RELATIONSHIPS	11420.08459	ELYECK, INC.	0.50	77.50	0.00
CUSTOMER RELATIONSHIPS	11420.08476	ALBERTSON WAREHOUSE ACQUISITION	0.50	72.50	0.60
CUSTOMER RELATIONSHIPS	11420.08477	WRIGHT MANAGEMENT, INC.	0.10	14.50	0.24
CUSTOMER RELATIONSHIPS	11420.08487	BIG BUY FOODS, INC. - FSBA	3.10	650.00	1.74
CUSTOMER RELATIONSHIPS	11420.08645	JMM ENTERPRISES, INC.	1.10	71.50	5.08
CUSTOMER RELATIONSHIPS	11420.08657	PRODUCE WAREHOUSE ACQUISITION OF FRES	0.90	63.00	0.00
CUSTOMER RELATIONSHIPS	11420.08709	CUSTOMER DEFAULT CLAIMS	49.60	7,602.50	65.26
CUSTOMER RELATIONSHIPS	11420.08727	CUSTOMER COLLECTION MATTER	37.90	6,511.00	1.44
CUSTOMER RELATIONSHIPS	11420.08728	ASR ENTERPRISES - SETTLEMENT MATTER	0.30	72.00	0.24
CUSTOMER RELATIONSHIPS	11420.08729	MAL ENTERPRISES, INC. - SETTLEMENT	0.90	139.50	3.36
Category Totals			134.00	22435.50	1,177.42
Category	Matter	Matter Description	Hours	Fee Total	Cost Total
EMPLOYEE BENEFITS	11420.00760	CRESTWOOD BAKERY (LOCAL 205) DEFINED	1.10	231.00	0.00
EMPLOYEE BENEFITS	11420.00762	PENSION PLAN (FORMERLY CONSOLIDATED	5.50	1,122.50	21.80
EMPLOYEE BENEFITS	11420.00797	CONSOLIDATED SAVINGS PLUS PLAN	4.60	1,081.00	0.00
EMPLOYEE BENEFITS	11420.07943	MISC. EMPLOYEE, HEALTH AND BENEFIT MA	27.60	5,971.00	6.12
EMPLOYEE BENEFITS	11420.08247	MATCHING 401(K) PLAN	12.00	2,468.00	16.10
Category Totals			50.80	10,873.50	44.02

Category	Matter	Matter Description	Hours	Fee Total	Cost Total
ENVIRONMENTAL	11420.07945	MISC. ENVIRONMENTAL MATTERS	5.60	1,456.00	0.00
		Category Totals	5.60	1,456.00	0.00
Category	Matter	Matter Description	Hours	Fee Total	Cost Total
INSURANCE	11420.08608	INSURANCE ISSUES TX SEC. CLASS ACTION	63.50	14,463.00	477.07
		Category Totals	63.50	14,463.00	477.07
Category	Matter	Matter Description	Hours	Fee Total	Cost Total
LITIGATION	11420.00563	v. HOMELAND	0.20	16.00	0.00
LITIGATION	11420.08437	HARVEST LOGISTICS, INC. ET. AL. V.	2.60	658.00	1.68
LITIGATION	11420.08547	DI GIORGIO CORPORATION (CASE NO. 2887	15.30	3,324.00	2.61
LITIGATION	11420.08617	SLATER, ET AL VS.	0.80	216.00	2.00
		Category Totals	18.90	4,214.00	6.29
Category	Matter	Matter Description	Hours	Fee Total	Cost Total
REAL ESTATE	11420.00929	MISCELLANEOUS REAL ESTATE MATTERS	26.20	6,085.00	125.12
REAL ESTATE	11420.08509	SALE OF SALEM, VA WAREHOUSE	2.50	625.00	0.00
REAL ESTATE	11420.08535	LAWTON, OKLAHOMA (OK-218)	2.30	529.00	0.00
REAL ESTATE	11420.08667	122 & MACARTHUR SALE	4.10	943.00	0.00
REAL ESTATE	11420.08707	TN-092 SUBLEASE ASSIGNMENT	2.30	333.50	0.00
REAL ESTATE	11420.08712	SALE OF YORK PA WAREHOUSE - KINSLEY E	2.40	516.00	0.00
REAL ESTATE	11420.08716	SALE OF S.E. 58TH WAREHOUSE (OK-261)	6.70	1,541.00	0.00
		Category Totals	46.50	10,572.50	125.12
Category	Matter	Matter Description	Hours	Fee Total	Cost Total
VENDOR RELATIONSHIPS	11420.08053	NORTHEAST FROZEN FOODS	6.40	1,466.50	1.92
		Category Totals	6.40	1,466.50	1.92
		Grand Totals	1,250.40	211,865.50	5,509.11

INVOICE TIMEKEEPER SUMMARY

Billing Initials	Timekeeper	Title	Hours	Rate	Amount
ADKI	M. CRAIG ADKINS	ASSOCIATE	187.10	155.00	29,000.50
BELC	RENEA BELCHER	LEGAL ASSISTANT	9.30	50.00	465.00
BFRED	BETH FREDERICKSEN	ASSOCIATE	30.70	125.00	3,837.50
BOCO	JOSEPH H. BOCOCK	SHAREHOLDER	6.40	245.00	1,568.00
CALL	JENNIFER H. CALLAHAN	ASSOCIATE	4.70	175.00	822.50
CARR	KYMALA B. CARRIER	ASSOCIATE	1.20	155.00	186.00
CHAP	STEPHANIE CHAPMAN(Travel Time)	ASSOCIATE	5.60	62.50	350.00
CHAP	STEPHANIE CHAPMAN	ASSOCIATE	66.50	125.00	8,312.50
HENS	JANE E. HENSON	LEGAL ASSISTANT	0.80	70.00	56.00
HERM	JOHN N. HERMES	SHAREHOLDER	56.80	270.00	15,336.00
HOLL	ALAN G. HOLLOWAY	ASSOCIATE	22.40	155.00	3,472.00
HUFF	LAURENCE M. HUFFMAN	SHAREHOLDER	13.70	240.00	3,288.00
HYDE	J. DUDLEY HYDE	SHAREHOLDER	28.40	280.00	7,952.00
JACK	JUSTIN JACKSON	ASSOCIATE	5.00	145.00	725.00
JDS	JOHN D. STINER	ASSOCIATE	16.00	155.00	2,480.00
KELLE	STAN KELLEY	LEGAL ASSISTANT	155.00	65.00	10,075.00
LATH	MYRNA SCHACK LATHAM	SHAREHOLDER	2.10	210.00	441.00
LIBRAR	PATSY A. TROTTER	LEGAL ASSISTANT	1.10	90.00	99.00
MALO	MARK W. MALONE	ASSOCIATE	85.50	125.00	10,687.50
MCWI	KAREN MCWILLIAMS	LEGAL ASSISTANT	9.30	70.00	651.00
MEE	JOHN M. MEE	OF COUNSEL	0.90	350.00	315.00
MEYE	M. BRANDON MEYER	ASSOCIATE	8.00	145.00	1,160.00
MULL	M. RICHARD MULLINS	SHAREHOLDER	0.20	210.00	42.00
MULL	M. RICHARD MULLINS	SHAREHOLDER	1.60	230.00	368.00

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Billing Initials	Timekeeper	Title	Hours	Rate	Amount
NIX	RICHARD D. NIX	SHAREHOLDER	25.90	235.00	6,086.50
NORD	J. MICHAEL NORDIN	SHAREHOLDER	15.80	240.00	3,792.00
PAPA	JOHN A. PAPAHRONIS	SHAREHOLDER	1.40	225.00	315.00
PATT	BEAUCHAMP M. PATTERSON	ASSOCIATE	5.40	125.00	675.00
PETE	DIANNA PETERS	LEGAL ASSISTANT	43.30	80.00	3,464.00
PLOU	ROSS A. PLOURDE	SHAREHOLDER	0.60	205.00	123.00
PRICE	LOUIS J. PRICE	SHAREHOLDER	166.70	250.00	41,675.00
PRIN	JAMES C. PRINCE	OF COUNSEL	33.80	210.00	7,098.00
RAMS	NATALIE RAMSEY	ASSOCIATE	5.00	125.00	625.00
RIGG	RICHARD A. RIGGS	SHAREHOLDER	43.90	250.00	10,975.00
ROBI	REID E. ROBISON	SHAREHOLDER	8.70	270.00	2,349.00
SALA	RICHARD J. SALAMY	ASSOCIATE	101.70	145.00	14,746.50
SARG	JOHN E. SARGENT, JR.	SHAREHOLDER	13.10	230.00	3,013.00
SNY	SHERYL NEWBERRY YOUNG	SHAREHOLDER	9.40	185.00	1,739.00
TYRR	ELIZABETH D. TYRRELL	SHAREHOLDER	18.20	235.00	4,277.00
WARR	JERRY A. WARREN	SHAREHOLDER	0.70	320.00	224.00
WEBB	DREW D. WEBB	SHAREHOLDER	2.50	200.00	500.00
WELC	STEVEN R. WELCH	SHAREHOLDER	7.30	260.00	1,898.00
WOOD	ELIZABETH SCOTT WOOD	SHAREHOLDER	28.70	230.00	6,601.00
Total					211,865.50

INVOICE EXPENSE SUMMARY

Cost Code	Date	Description	Quantity	Rate	Amount
C		COPIES - MEMO	626.00	0.15	93.90
COU3		COURIER	12.50	1.00	12.50
FEX		FEDERAL EXPRESS	28.00		486.21
FIL		FILING FEES	3.00		390.00
LEX		LEXIS/WESTLAW	56.00	6.50	364.01
M		TRAVEL MEALS	3.00		41.33
T		TELEPHONE	553.72	0.56	310.56
TEL		FACSIMILE	587.00	0.50	293.50
TVL		TRAVEL	6.00		2,164.11
99	4/30/03	CT CORPORATION SYSTEM	108.00	1.00	108.00
99	7/3/03	CONFERENCECALL.COM	24.24	1.00	24.24
99	7/8/03	TELEPHONE	66.15	1.00	66.15
99	7/18/03	TRAVEL	176.40	1.00	176.40
99	7/21/03	CALIFORNIA DEPT OF CORPS	900.00	1.00	900.00
99	7/22/03	TELEPHONE	78.20	1.00	78.21
Expense Total					5,509.12

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FLEMING COMPANIES, INC.
ATTENTION: CARLOS M. HERNANDEZ
1945 LAKEPOINTE DRIVE
POST OFFICE BOX 299013
LEWISVILLE, TX 75029

August 6, 2003
Invoice #: 192654

LOUIS J. PRICE (400)

Invoice Summary All Matters:

Total Fees All Matters	211,865.50
Total Fee Adjustment	0.00
Total Expenses All Matters	5,509.11
Net Invoice Total	217,374.61

THIS INVOICE IS PAYABLE UPON RECEIPT.

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE.

Mail Remittance to:

McAfee & Taft
211 N. Robinson, Suite 1000
Oklahoma City, OK 73102-7103

Federal ID: 73-0781676

Wire Payments to:

Midfirst Bank
119 N. Robinson
Oklahoma City, OK 73102

Account No. 6701000195
ABA No. 303087995

Please reference the Matter Number and Invoice Number