

**Exhibit C**

June 2003 Fee Application

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
Fleming Companies, Inc., et al.,<sup>1</sup> ) Case No. 03-10945 (MFW)  
) (Jointly Administered)  
Debtors. )

Objection Deadline: August 18, 2003 at 4:00 p.m. prevailing Eastern time  
Hearing Date: To be determined, if necessary

**NOTICE OF FILING THIRD MONTHLY APPLICATION OF KIRKLAND &  
ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE INTERIM PERIOD JUNE 1 THROUGH JUNE 30, 2003**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders,  
(c) [proposed] counsel to the Official Committee of Unsecured Creditors, (d) the Debtors,  
and (e) counsel to the Debtors.

Kirkland & Ellis LLP, co-counsel to the debtors and debtors in possession in the  
above-captioned chapter 11 case, filed and served the *Third Monthly Application Of Kirkland &  
Ellis LLP For Allowance Of Administrative Claim For Compensation And Reimbursement Of  
Expenses For The Interim Period June 1 through June 30, 2003*, seeking fees in the amount of  
\$1,635,000.80 (80% of \$2,043,751.00<sup>2</sup>) and expenses in the amount of \$197,556.18 (the  
“Application”).

<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dumigan Fuels, Inc.; Favara Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

<sup>2</sup> K&E is not seeking compensation in connection with summer associates, or in connection with professionals and paraprofessionals who have performed discrete tasks, and, accordingly, has voluntarily reduced its fees in the amount of \$23,417.50.

DOCKET # 2402  
DATE 7/28/03

The Application is submitted pursuant to the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement Expenses for Professionals and Committee Members entered by this Court on April 22, 2003 (the "Fee Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6<sup>th</sup> Floor, Wilmington, Delaware 19801, on or before August 18, 2003, at 4:00 p.m. prevailing Eastern Time.

At the same time, you must also serve a copy of the objection or response upon:

(1) counsel to the Debtors, Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; and (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahan, Esquire.

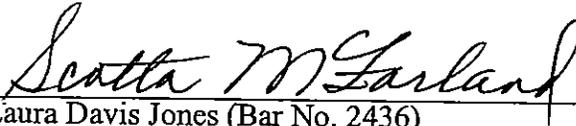
A HEARING ON THE APPLICATION WILL BE HELD AT THE COURT'S  
CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

Dated: July 28, 2003

KIRKLAND & ELLIS LLP  
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and

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



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Facsimile: (302) 652-4400  
Co-Counsel for the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
Fleming Companies, Inc., et al.,<sup>1</sup> ) Case No. 03-10945 (MFW)  
) (Jointly Administered)  
Debtors. )

**SUMMARY OF THIRD MONTHLY APPLICATION OF KIRKLAND &  
ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE INTERIM PERIOD JUNE 1 THROUGH JUNE 30, 2003**

Name of Applicant: Kirkland & Ellis LLP  
Authorized to Provide Professional Services to: Fleming Companies, Inc., Debtors and  
Debtors in Possession  
Date of Retention: Retention Order entered May 6, 2003,  
effective as of April 1, 2003  
Period for which compensation and reimbursement  
is sought: June 1, 2003 through June 30, 2003  
Amount of Compensation sought as actual,  
reasonable and necessary: \$1,635,000.80 (80% of \$2,043,751.00 <sup>2</sup>)  
Amount of Expense Reimbursement sought as actual,  
reasonable, and necessary: \$197,556.18

This is a X monthly \_\_\_ interim \_\_\_ final application.

The compensation that will be requested in a future application for time expended for the preparation of this application is approximately \$10,000.00.

<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

<sup>2</sup> K&E is not seeking compensation in connection with summer associates, or in connection with professionals and paraprofessionals who have performed discrete tasks, and, accordingly, has voluntarily reduced its fees in the amount of \$23,417.50.

### Compensation by Matter

<b>Matter #</b>	<b>Matter Description</b>	<b>Hours</b>	<b>Amount</b>
3	Adversary Proceedings & Contested Matter	545.30	\$ 165,062.00
5	Business Operations	137.80	\$53,011.50
6	Case Administration	168.20	\$59,308.00
7	Cash, Collateral/DIP Financing	93.30	\$33,075.50
8	Claims Estimate, Objection & Resolution	109.40	\$34,421.00
9	Corporate and Securities Matters	185.30	\$65,581.50
10	Creditors/Shareholder's Inquiries	33.80	\$9,136.00
11	Disclosure/Plan/Confirmation	7.40	\$3,876.00
12	Employee Benefits/Pension	149.10	\$71,487.00
13	Employee Issues	39.90	\$20,672.00
14	Environmental Counseling	1.80	\$753.50
15	Executory Contracts	363.90	\$121,189.00
16	Fee/Employment Applications	1.30	\$450.00
19	Intellectual Property	12.50	\$4,723.50
20	K&E Fee Applications & Monthly Statement	90.10	\$27,283.50
21	Liens	39.00	\$7,814.50
23	PACA Claims	376.70	\$76,844.00
24	Reclamation	8.00	\$3,080.00
25	Relief from Stay	526	\$220,417.50
26	Retention of Professionals	126.70	\$40,374.50
27	Schedules/Statement of Financial Affairs	107.90	\$33,235.00
28	Shareholder Litigation	17.60	\$8,229.50
29	Tax Issues	80.50	\$33,771.50
30	Travel	147.10	\$55,223.00
31	Use, Sale or Lease Property/Abandonment	1,820.40	\$728,771.50
32	Utilities	0.60	\$214.50
33	File, Docket, Calendar Maintenance	320.60	\$40,992.00
34	Hearings	261.20	\$92,637.50
35	Insurance	72.00	\$29,885.00
36	WARN issues re distribution facilities	4.90	\$2,301.00
	<b>Total</b>	<b>5,847.60</b>	<b>\$2,043,751.00</b>

### Expense Summary

<u>Service Code</u>	<u>Service Description</u>	<u>Amount</u>
1001	Telephone	\$10,954.66
1002	Fax Telephone Charge	\$245.24
1101	Fax Charge	\$4,971.01
1501	Standard Copies	\$12,234.10
1502	Binding	\$22.75
1503	Tabs/Indexes/Dividers	\$36.90
1506	Color Copies	\$60.00
1507	Color Copies (11 X 17)	\$2.25
1520	Scanned Images	\$1,448.85
1551	Standard Copies NY	\$292.50
1801	Postage	\$34.14
1802	Overnight Delivery	\$3,538.75
2002	Outside Messenger Services	\$455.71
2501	Local Transportation	\$1,011.50
3001	Travel Expense	\$26,348.92
3002	Airfare	\$85,523.73
3003	Transportation to/from airport	\$7,245.66
3004	Travel Meals	\$4,392.47
3006	Car Rental	\$2,677.33
3010	Other Travel Expenses	\$1,197.40
4001	Court Reporter Fee/Deposition	\$2,468.06
4002	Filing Fees	\$7.10
4004	Calendar/Court Services	\$10.00
6503	Outside Paralegal Assistance	\$1,537.50
6506	Outside Copy/Binding Services	\$3,077.66
6801	Working Meals/K&E Only	\$517.38
6802	Working Meals/K&E and Others	\$260.89
7001	Information Broker Doc/Svcs	\$137.56
7002	Library Document Procurement	\$40.00
7003	Computer Database Research	\$10,321.79
8001	Overtime Transportation	\$1,679.61
8002	Overtime Meals	\$133.00
8003	Overtime Meals - Attorney	\$943.40
8004	Secretarial Overtime	\$3,768.33
8005	Word Processing Overtime	\$9,840.48
8006	Overtime Meals - Legal Assistant	\$119.55
	<b>Total</b>	<b>\$197,556.18</b>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

Fleming Companies, Inc., et al.,<sup>1</sup>

Debtors.

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Chapter 11

Case No. 03-10945 (MFW)  
(Jointly Administered)

**THIRD MONTHLY APPLICATION OF KIRKLAND & ELLIS LLP  
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE INTERIM PERIOD JUNE 1 THROUGH JUNE 30, 2003**

Pursuant to 11 U.S.C. §§ 327, 330 and 331; Rule 2016 of the Federal Rules of Bankruptcy Procedure; the Retention Order (as defined below); the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the "Interim Compensation Order"); and the Local Rules for the United States Bankruptcy Court for the District of Delaware, the law firm of Kirkland & Ellis LLP ("K&E"), bankruptcy counsel for the above-captioned Debtors and Debtors in Possession (the "Debtors"), hereby applies (the "Application") for an order allowing it (i) compensation in the amount of \$1,635,000.80 (80% of \$2,043,751.00<sup>2</sup>) for the reasonable and necessary legal services K&E has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that K&E incurred in the amount of \$197,556.18, in each case for

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<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

<sup>2</sup> K&E is not seeking compensation in connection with summer associates, or in connection with professionals and paraprofessionals who have performed discrete tasks, and, accordingly, has voluntarily reduced its fees in the amount of \$23,417.50.

the period from June 1 through June 30, 2003 (the "Fee Period"). In support of this Application, K&E respectfully states as follows:

**Background**

1. On April 1, 2003 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Debtors are operating their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases. An official committee of unsecured creditors (the "Committee") was appointed on April 14, 2003.

**Retention of and Continuing Disinterestedness of Kirkland & Ellis LLP**

2. By this Court's Order entered May 7, 2003, the Debtors were authorized to retain K&E as their counsel, effective as of the Petition Date, with regard to the filing and prosecution of the Chapter 11 Cases and all related matters (the "Retention Order"). The Retention Order authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules, and orders of this Court.

3. As disclosed in the Affidavit of James H.M. Sprayregen, P.C. in Support of Application for Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. Proc. 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Debtors in Possession, filed on the April 10, 2003; the First Supplemental Affidavit of James H.M. Sprayregen, P.C. under 11 U.S.C. § 327(a) and Rule 2014 of the Federal Rules of Bankruptcy Procedure in Connection with the Kirkland & Ellis Retention Application filed on May 2, 2003; and the Second Supplemental Affidavit of James H.M. Sprayregen, P.C. under 11 U.S.C. § 327(a) and Rule 2014 of the Federal Rules of Bankruptcy Procedure in Connection with

the Kirkland & Ellis Retention Application filed on July 16, 2003 (collectively, the "Affidavits"), K&E does not hold or represent any interest adverse to the estate, and is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

4. K&E may have in the past represented, may currently represent, and likely in the future will represent, parties-in-interest in connection with matters unrelated to the Debtors in these cases. In the Affidavits, K&E disclosed its connections to parties-in-interest that it has been unable to ascertain using its reasonable efforts. K&E will update the Affidavits as necessary, if K&E becomes aware of material new information.

5. K&E performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates and not on behalf of any committee, creditor or other person.

6. Except as provided herein or in the application to retain Kirkland & Ellis, K&E has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

7. Pursuant to Fed. R. Bankr. P. 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it received or may receive with another person other than with the partners, counsel and associates of K&E or (b) any compensation another person or party has received or may receive.

8. On May 29, 2003, K&E submitted its first monthly fee application in these Chapter 11 Cases for the time period from April 1 to April 30, 2003.

9. On June 25, 2003, K&E submitted its second monthly fee application in these Chapter 11 Cases for the time period from May 1, 2003 to May 31, 2003.

10. No objections were received for either the first or second monthly fee application.

**Reasonable and Necessary Services Rendered by Kirkland & Ellis LLP - Generally**

11. This is the third monthly application for interim compensation that K&E has filed with the Bankruptcy Court in these Chapter 11 Cases.

The K&E attorneys who rendered professional services in this Fee Period are:

Name of Professional Person	Position with the Applicant	Department	Hourly Billing Rate	Total billed hours	Total Compensation
Steven E Bledsoe	Partner - 1992	Litigation	500	40.40	\$ 20,200.00
Eva H Davis	Partner - 1990	Corporate/SEC/Venture Capital	545	151.20	\$ 82,404.00
Willard G Fraumann, P.C.	Partner - 1980	Corporate/SEC/Venture Capital	660	84.20	\$ 55,572.00
Vicki V Hood	Partner - 1977	Employee Benefits	615	57.50	\$ 35,362.50
Gregg Kirchhoefer	Partner - 1982	Intellectual Property	620	2.10	\$ 1,302.00
Eric C Liebeler	Partner - 1990	Litigation	525	85.90	\$ 45,097.50
Todd F Maynes	Partner - 1987	Taxation	625	0.50	\$ 312.50
Linda K Myers	Partner - 1990	Corporate/SEC/Venture Capital	545	13.20	\$ 7,194.00
Andrew R Running	Partner - 1982	Litigation	510	4.10	\$ 2,091.00
James H M Sprayregen, P.C.	Partner - 1985	Bankruptcy and Workout	730	0.50	\$ 365.00
Richard L Wynne	Partner - 1982	Bankruptcy and Workout	670	143.30	\$ 96,011.00
Damian D Capozzola	Partner - 1996	Litigation	410	213.50	\$ 87,535.00
Mark E Grummer	Partner - 1976	Environment/Transactions	445	5.10	\$ 2,269.50
John S Irving, Jr.	Partner - 1965	Labor	495	44.10	\$ 21,829.50
Andrew E Paris	Partner - 1992	Litigation	455	179.40	\$ 81,627.00
Geoffrey A Richards	Partner - 1995	Bankruptcy and Workout	460	295.00	\$ 135,700.00
Sydne S Michel	Partner - 1995	Litigation	420	95.60	\$ 40,152.00
Maureen E Sweeney	Partner - 1996	Corporate/SEC/Venture Capital	410	20.40	\$ 8,364.00
Charles C Pak	Partner - 1996	Corporate/SEC/Venture Capital	435	242.90	\$ 105,661.50
Robert T Buday	Partner - 1991	Real Estate	510	246.10	\$ 125,511.00
Robert M Jason	Partner - 1981	Taxation	615	40.50	\$ 24,907.50
Marimichael Skubel	Partner - 1979	Litigation	445	20.00	\$ 8,900.00
Robbin L Itkin	Partner - 1984	Bankruptcy and Workout	625	0.40	\$ 250.00
Seth J Gerson	Partner - 1995	Corporate/SEC/Venture Capital	430	153.30	\$ 65,919.00
Richard S Berger	Of Counsel - 1967	Bankruptcy and Workout	625	17.50	\$ 10,937.50
Jack N Bernstein	Associate - 1995	Employee Benefits	395	52.10	\$ 20,579.50
Natalie H Keller	Associate - 1997	Taxation	425	38.80	\$ 16,490.00

Name of Professional Person	Position with the Applicant	Department	Hourly Billing Rate	Total billed hours	Total Compensation
James B Ransom	Associate - 1998	Litigation	375	15.30	\$ 5,737.50
Julie C Olsen	Associate - 2000	Real Estate	310	39.00	\$ 12,090.00
Alison Hunter	Associate - 2000	Corporate/SEC/Venture Capital	345	13.30	\$ 4,588.50
Amit Mehta	Associate - 2000	Corporate/SEC/Venture Capital	310	14.20	\$ 4,402.00
Richard Radnay	Associate - 2000	Corporate/SEC/Venture Capital	310	189.30	\$ 58,683.00
Jason A Friedman	Associate - 1999	Real Estate	345	26.20	\$ 9,039.00
Steven R Kotarba	Associate - 1997	Bankruptcy and Workout	385	251.20	\$ 96,712.00
Adam Hagen	Associate - 2001	Intellectual Property	270	5.30	\$ 1,431.00
Richard J Tilley	Associate - 2001	Corporate/SEC/Venture Capital	270	10.30	\$ 2,781.00
Paul S Caruso	Associate - 1996	Corporate/SEC/Venture Capital	410	67.10	\$ 27,511.00
Christian C Semonsen	Associate - 1999	Environment/Transactions	310	5.60	\$ 1,736.00
Peter M Spingola	Associate - 1997	Intellectual Property	345	31.20	\$ 10,764.00
Andres C Mena	Associate - 2001	Corporate/SEC/Venture Capital	345	27.00	\$ 9,315.00
Xiaojie Wang	Associate - 2002	Taxation	235	18.80	\$ 4,418.00
Heather D Bawden	Associate - 2002	Corporate/SEC/Venture Capital	225	50.30	\$ 11,317.50
Jason D Horwitz	Associate - 1999	Bankruptcy and Workout	345	52.50	\$ 18,112.50
Christian Lymn	Associate - 2002	Corporate/SEC/Venture Capital	225	35.40	\$ 7,965.00
Shirley S Cho	Associate - 1997	Bankruptcy and Workout	420	262.50	\$ 110,250.00
Stephanie M Stern	Associate - 2001	Litigation	295	40.00	\$ 11,800.00
Irene M Reed	Associate - 1998	Real Estate	270	10.50	\$ 2,835.00
Drew D Panahi	Associate - 2002	Bankruptcy and Workout	255	26.00	\$ 6,630.00
Victoria Wales	Associate - 2000	Real Estate	270	193.80	\$ 52,326.00
Ashley H Anderson	Associate - 2001	Corporate/SEC/Venture Capital	310	153.30	\$ 47,523.00
J Garrett Van Osdell	Associate - 1999	Corporate/SEC/Venture Capital	345	73.90	\$ 25,495.50
Andrew J Bates	Associate - 1999	Corporate/SEC/Venture Capital	345	5.20	\$ 1,794.00
Marjon E Ghasemi	Associate - 2000	Bankruptcy and Workout	345	251.50	\$ 86,767.50
Elisabeth Martin	Associate - 2002	Corporate/SEC/Venture Capital	270	92.40	\$ 24,948.00
Haleh Rahjoo	Associate - 1997	Bankruptcy and Workout	305	246.10	\$ 75,060.50
Tim P Brown	Visiting Attorney - 1995	Corporate/SEC/Venture Capital	390	17.40	\$ 6,786.00
				4,472.20	\$1,841,363.00

The paraprofessionals of K&E who rendered professional services in this period are:

Name of Professional Person	Position with the Applicant	Number of years in that position	Department	Hourly Billing Rate	Total billed hours	Total Compensation
Catherine A Aebischer	Legal Assistant	10 years	Corporate/SEC/Venture Capital	185	34.80	\$ 6,438.00
Elizabeth Cox Arnold	Legal Assistant	10 years	Bankruptcy and Workout	190	36.10	\$ 6,859.00
Andrew J Groesch	Legal Assistant	10 years	Bankruptcy and Workout	190	241.50	\$ 45,885.00
Christopher J Valeri	Legal Assistant	10 years	Corporate/SEC/Venture Capital	150	12.10	\$ 1,815.00
Allison Mayo Andrews	Legal Assistant		Intellectual Property	185	87.10	\$ 16,113.50
Denise Wymore	Legal Assistant	15 years	Bankruptcy and Workout	210	78.00	\$ 16,380.00
Ellen J Schwanebeck	Legal Assistant		Litigation	155	14.00	\$ 2,170.00

Shannon Roberts	Legal Assistant		Bankruptcy and Workout	145	70.70	\$ 10,251.50
Gary M Vogt	Legal Assistant		Bankruptcy and Workout	210	47.00	\$ 9,870.00
Lori A Penny	Legal Assistant		Corporate/SEC/Venture Capital	175	22.10	\$ 3,867.50
Laurie L Ruxton	Legal Assistant		Real Estate	185	62.40	\$ 11,544.00
Alison V Keeny	Contract Legal Assistant		Bankruptcy and Workout	150	32.90	\$ 4,935.00
James R Strohl	Contract Legal Assistant		Bankruptcy and Workout	150	48.50	\$ 7,275.00
David Hernandez	Contract Legal Assistant		Bankruptcy and Workout	150	29.50	\$ 4,425.00
Gary McCollum	Contract Legal Assistant		Bankruptcy and Workout	150	0.80	\$ 120.00
Michael West	Case Assistant		Real Estate	100	10.80	\$ 1,080.00
Edgar I Yep	Case Assistant		Litigation	90	96.40	\$ 8,676.00
Antoinette Huerta	Case Assistant		Litigation	90	85.60	\$ 7,704.00
Frank A Chavez	Case Assistant		Litigation	90	90.40	\$ 8,136.00
Isidro N Panizales	Project Assistant		Bankruptcy and Workout	105	5.40	\$ 567.00
Wenette Bradford	Project Assistant		Bankruptcy and Workout	105	13.00	\$ 1,365.00
Michal Moskovich	Project Assistant		Bankruptcy and Workout	105	1.80	\$ 189.00
Michael Najjarpour	Project Assistant		Bankruptcy and Workout	105	146.50	\$ 15,382.50
James M Celeski	Project Assistant		Bankruptcy and Workout	105	109.80	\$ 11,529.00
					1,375.40	\$202,338.00

12. K&E has advised and represented the Debtors in connection with the operation of their businesses and all other matters arising in the performance of their duties as Debtors in Possession, except those matters for which the Debtors have sought to retain the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. Furthermore, K&E has prepared various pleadings, motions, and other documents submitted to this Court for consideration, has appeared before this Court during hearings regarding the Chapter 11 Cases and has performed all of the other professional services that are described in this Application.

13. The rates described above are K&E's hourly rates for services of this type. Attached as Exhibit A is the detailed itemization and description of the services that K&E rendered during the Fee Period. Based on these rates and the services performed by each individual during the Fee Period, the total reasonable value of such services rendered during the Fee Period is \$349.50. The K&E attorneys and paraprofessionals expended a total of 5,956.4 hours working on the Chapter 11 Cases during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and

reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

14. Further, Exhibit A (a) identifies the individuals that rendered services in each Subject Matter (as defined below), (b) describes each activity or service that each individual performed, and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Each matter number in Exhibit A corresponds to the matter number that K&E assigned to the Subject Matters (as defined and described below). If a Subject Matter does not appear, then K&E did not bill time or expenses for that Subject Matter during the Fee Period, but may bill time for that Subject Matter in the future.

**Reasonable and Necessary Services Rendered  
by Kirkland & Ellis LLP - Categorized by Matter**

15. The professional services that K&E rendered during the Fee Period are grouped into the numbered and titled categories of the subject matters (the "Subject Matter(s)") described in Paragraphs 16 through 45 herein.

16. Matter 3: Adversary Proceedings & Contested Matters

(Fees: \$165,062.00; Hours: 545.30)

This Subject Matter includes legal services related to contested matters and adversary proceedings, including, but not limited to: (a) defending against adversary proceedings filed against the Debtors including complaints seeking temporary restraining orders and other adversaries filed by Jackson Capital; Sara Lee; Eddystone; Kroger; American Greetings; Superior Dairy, Inc., and Nickles Bakery, Inc. (b) conducting research in connection with Farris class action matter, (c) taking of discovery and responding to discovery and various other actions

such as opposing motions for temporary restraining orders, and (d) representing the Debtors in non-bankruptcy hearings where the assistance of or representation by K&E was appropriate.

17. Matter 5: Business Operations

(Fees: \$53,011.50; Hours: 137.8)

This Subject Matter describes the time spent advising the Debtors regarding Debtors in Possession business operational issues, including issues related to the Debtors' various customer programs.

18. Matter 6: Case Administration

(Fees: \$59,308.00; Hours: 168.2)

This Subject Matter includes legal services not described elsewhere under another matter, including, but not limited to (a) administering, managing and coordinating the bankruptcy cases, (b) organizing the voluminous files of the Debtors, (c) assisting the Debtors in fulfilling their duties as Debtors in Possession, (d) interacting with the Committee and processing document requests, (e) coordinating efforts among the various K&E professionals and paraprofessionals working on the Chapter 11 Cases, and (f) complying with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, orders of this Court, and any other applicable law.

19. Matter 7: Cash Collateral / DIP Financing

(Fees: \$33,075.50; Hours: 93.3)

This Subject Matter includes legal services related to DIP financing and cash collateral, including, but not limited to (a) negotiating and drafting the bridge loan and cash collateral stipulation and DIP financing documents and related pleadings and (b) analysis of issues regarding the use of DIP financing and cash collateral.

20. Matter 8: Claims Estimate, Objection and Resolution

(Fees: \$34,421.00; Hours: 109.4)

This Subject Matter includes legal services related to claims against the Debtors, including, but not limited to (a) identifying and evaluating potential claims scheduled and filed against the Debtors, (b) developing strategies concerning such claims, and (c) negotiating and drafting stipulations resolving certain claims.

21. Matter 9: Corporate and Securities Matters

(Fees: \$65,581.50; Hours: 185.3)

This Subject Matter includes legal services related to corporate and securities matters, including, but not limited to (a) analysis of the Debtors' existing capitalization and debt structure, (b) drafting and revising certain documents public filings for the SEC, including 8-K filing, and (c) analysis and advice regarding the Debtors' existing surety bonds and developing strategies concerning post-petition bond issues.

22. Matter 10: Creditors / Shareholders Inquiries

(Fees: \$9,136.00; Hours: 33.8)

This Subject Matter includes legal services related to creditors' and shareholders' inquiries, including, but not limited to (a) discussions and correspondence with the Debtors regarding creditor and shareholder inquiries and (b) responding to the considerable volume of miscellaneous creditor and shareholder inquiries received by the Debtors and/or K&E in connection with questions and concerns connected to the Chapter 11 Cases including vendor and critical trade inquires.

23. Matter 11: Disclosure/Plan/Confirmation

(Fees: \$3,876.00; Hours: 7.4)

This subject matter includes formation of the Debtors' plan and disclosure statement including issues related to extending plan exclusivity.

24. Matter 12: Employee Benefits / Pension

(Fees: \$71,487.00; Hours: 149.1)

This Subject Matter includes legal services related to employee benefit and pension matters, including but not limited to correspondence and communications with the Debtors regarding the application of the wages order and supplemental wages orders to the Debtors' payroll operations and assisting the Debtors with providing information to their employees regarding these issues.

25. Matter 13: Employee Issues

(Fees: \$20,672.00; Hours: 39.9)

This Subject Matter includes legal services related to general labor and employee issues including review and analysis of the Debtors' existing collective bargaining agreements for purposes of advising the Debtors regarding their post-petition rights and obligations under such agreements.

26. Matter 14: Environmental Counseling

(Fees: \$753.50; Hours: 1.8)

This Subject Matter includes activities in connection with counseling the Debtors with regard to environmental and related regulatory issues.

27. Matter 15: Executory Contracts

(Fees: \$121,378.00; Hours: 363.9)

This Subject Matter includes legal services relating to the Debtors' voluminous executory contract and unexpired lease portfolio, including, but not limited to (a) analysis of executory contracts and unexpired leases for rejection, (b) preparing motions to reject certain

contracts and unexpired leases, (c) analysis of the Debtors' ability to assume and assign certain contracts and unexpired leases and preparation of related documents and pleadings, and (d) the preparation of certain procedural motions including the motion to extend the time to assume or reject executory contracts and unexpired leases.

28. Matter 16: Fee / Employment Applications

(Fees: \$450.00; Hours: 1.3)

This Subject Matter includes legal services related to the preparation and filing of the retention application of K&E and affidavits related thereto and the analysis involved for the necessary disclosures as well as issues related to fee applications and interim compensation issues related to professionals other than K&E.

29. Matter 19: Intellectual Property

(Fees: \$4,723.50; Hours: 12.5)

This Subject Matter includes legal services related to evaluating and advising the Debtors on intellectual property related issues, including but not limited to matters regarding franchise, licensing and infringement agreements that the Debtors are a party to.

30. Matter 20: K&E Fee Applications

(Fees: \$27,283.50; Hours: 90.1)

This Subject Matter includes activities in connection with K&E's preparation of its first monthly interim and quarterly fee applications in accordance with the procedures and standards of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, orders of this Court, and guidelines of the U.S. Trustee. Because many K&E individuals provide services in these cases, reviewing K&E's billing statement and preparing monthly Applications to ensure compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, orders of this Court and guidelines of the U.S. Trustee is a time consuming process, especially

given that last month included the preparation of the fee application in these Chapter 11 Cases, for the first time.

31. Matter 21: Liens

(Fees: \$7,814.50; Hours: 39.00)

This Subject Matter includes legal services related to lien issues, including but not limited to trade liens and UCC lien searches.

32. Matter 23: PACA Claims

(Fees: \$76,844.00; Hours: 376.7)

This Subject Matter includes time spent implementing the procedure to address and pay PACA claims and responding to PACA claims, motions and objections and preparation for and participation in contested hearings regarding the same, as well as preparation of the PACA status report.

33. Matter 24: Reclamation

(Fees: \$3,080.00; Hours: 8.0)

This Subject Matter includes time spent implementing the procedure to address and pay reclamation claims and responding to reclamation claims, motions and objections.

34. Matter 25: Relief from Stay Matters

(Fees: \$220,417.50; Hours: 526)

This Subject Matter involves legal services related to responding to and analyzing efforts by creditors or litigants seeking relief from the automatic stay or, alternatively, efforts by the Debtors to seek relief from stay, including, but not limited to: (a) responding to motions' for relief from the automatic stay filed by such parties as Kelley Foods, Hartford Fire Insurance, Georgia Pacific Corporation, Hershey Foods Corporation, Conopco Inc., E-Z Mart Stores, Inc, and Hays Food Town, Inc. (b) preparing motions and correspondence to third parties to clarify

the scope and application of the automatic stay and cease attempts to collect prepetition debts (c) analyzing military relief from stay issues; and (d) analyzing automatic stay issues relating to certain pending litigation.

35. Matter 26: Retention of Professionals

(Fees: \$40,374.50; Hours 126.7)

This Subject Matter includes legal services related to the retention of professionals, including, but not limited to (a) the retention, and in some instances termination, of bankruptcy professionals, other than K&E, under sections 327 and 363 of the Bankruptcy Code including, but not limited to the retention of AP Services as restructuring advisors, Glass & Associates as financial advisors, Bain & Company as restructuring advisors and Retail Consulting Services, Inc. and Staubach Retail Services, Ltd. as valuation consultant and (b) the retention of ordinary course professionals retained under sections 105(a) and 327 of the Bankruptcy Code.

36. Matter 27: Schedules / Statements of Financial Affairs

(Fees: \$33,235.00; Hours: 107.9)

This Subject Matter includes legal services related to the preparation and filing of schedules and statements of financial affairs, including but not limited to: (a) preparing the Debtors' schedules and statements of financial affairs, (b) answering questions and reviewing documents related to the preparation of the Debtors' schedules and statements of financial affairs, and (c) coordinating the filing of the Debtors' schedules and statements of financial affairs.

37. Matter 28: Shareholder Litigation

(Fees: \$8,229.50; Hours: 17.6)

This Subject Matter includes legal services related to the Debtors' pending shareholder litigation, including but not limited to, advising the Debtors of the effect of bankruptcy on the litigation and coordinating efforts with the Debtors' outside litigation counsel.

38. Matter 29: Tax Issues

(Fees: \$33,771.50; Hours: 80.5)

This Subject Matter includes legal services related to tax matters, including, but not limited to (a) determining the Debtors' obligations in connection with pre-petition and post-petition tax liabilities, (b) analysis of net operating loss issues, and (c) reviewing proposed and pending transactional documents for purposes of advising as to the tax implications.

39. Matter 30: Travel

(Fees: \$55,223.00; Hours: 147.1)

This Subject Matter includes time spent traveling while representing the Debtors, where the time does not directly relate to another Subject Matter.

40. Matter 31: Use, Sale and Lease of Property / Assets

(Fees: \$728,771.50; Hours: 1,820.4)

This Subject Matter includes legal services related to the use, sale and lease of property and assets, including, but not limited to (a) advising the Debtors regarding their retail store divestiture efforts, (b) researching, drafting and revising sale pleadings, bidding procedures pleadings, and emergency motions in connection with the proposed sale (the "Sale") of certain of the Debtors' assets in connection with its' wholesale grocery distribution business, (c) advising the Debtors in connection with the Sale, (d) advising on, negotiating, drafting and revising the transactional documents in connection with the Sale, including documents such as the asset

purchase agreement, the schedules and the escrow agreements, (e) preparation of de minimis asset sale procedures notices for the sale of various assets including certain liquor licenses, certain pharmaceutical merchandise, (f) preparation of real estate sale procedures notices, and (g) coordinating GOB sale efforts.

41. Matter 32: Utilities

(Fees: \$214.50; Hours: .6)

This Subject Matter includes legal services related to the first day utilities motion and the objections filed in response.

42. Matter 33: File, Docket, Calendar Maintenance

(Fees: \$40,922.00; Hours: 320.6)

This Subject Matter describes time spent organizing and distributing pleadings, motions and other court filings, and maintaining the voluminous files of the Debtors, including indexing and organizing the numerous reclamation and PACA claims.

43. Matter 34: Hearings

(Fees: \$92,637.50; Hours: 261.2)

This Subject Matter includes legal services rendered in preparation for and attendance of post-petition hearings.

44. Matter 35: Insurance

(Fees: \$29,885.00; Hours: 72)

This Subject Matter includes legal services related to the Debtors' post-petition insurance rights and obligations, including issues related to the Debtors' workers' compensation and liability insurance matters.

45. Matter 36: WARN Issues re Distribution Facilities

(Fees: \$2,301.00; Hours: 4.9)

This Subject Matter includes legal services related evaluating and advising the Debtors with respect to potential WARN Act issues in connection with the Debtors' numerous distribution facilities.

**Actual and Necessary Expenses**

46. It is K&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate with the allowance of class upgrades.

47. In order to ensure the compliance with all applicable deadlines in these highly complex Chapter 11 Cases K&E utilizes the services of overtime secretaries. K&E charges fees for these services pursuant to the prepetition engagement letter between K&E and the Debtors (the "Engagement Letter"), which permits K&E to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, because of the almost constant attention K&E professionals must give to these Chapter 11 Cases, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

48. K&E charges (a) \$0.10 per page for standard duplication and (b) \$0.75 per page for outgoing telecopier transmissions (plus related toll charges). K&E does not charge its

clients for incoming telecopier transmissions. K&E has negotiated a discounted rate for Westlaw computer assisted legal research, which is approximately \$125/hour of online use of the standard Westlaw databases. Computer assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

49. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by K&E on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for K&E's out-of-pocket expenses, totaling \$197,556.18. These disbursements are grouped in Exhibit B into the same numbered and titled categories of Subject Matters as the fees are grouped in Exhibit A. The matter numbers within Exhibit B correspond to the numbers assigned to the matters described in Paragraphs 16 through 45 herein. Any missing matter numbers merely indicate that no expenses were attributed to the matter corresponding to that number during the Fee Period, but expenses may be attributable to a Subject Matter in the future.

#### Representations

50. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Bankruptcy Rules, and the Interim Compensation Order.

51. In summary, by this Application, K&E requests interim payment of compensation for fees and expenses in the total amount of \$1,832,556.98 consisting of (a) \$1,635,000.80, which is 80% of the fees incurred by the Debtors for reasonable and necessary

professional services rendered by K&E and (b) \$197,556.18 for actual and necessary costs and expenses.

WHEREFORE, K&E requests that it be allowed reimbursement for its fees and expenses incurred during the Fee Period and that such fees and expenses be paid as administrative expenses of the estates.

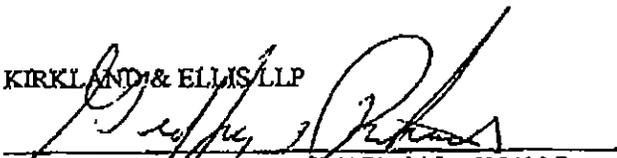
Wilmington, Delaware

Dated: July 25, 2003

Respectfully submitted,

FLEMING COMPANIES, INC.

KIRKLAND & ELLIS LLP

  
James H. M. Sprayregen, P.C. (ARDC No. 6190206)

Richard L. Wynne (CA Bar No. 120349)

Geoffrey A. Richards (ARDC No. IL 6230120)

Shirley S. Cho (CA Bar No. 192616)

Kirkland & Ellis LLP

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Los Angeles, CA 90017

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and

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Ira D. Kharasch (CA No. 109084)

Scotta E. McFarland (DE No. 4184)

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(302) 652-4400 (Facsimile)

Co-Counsel for the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

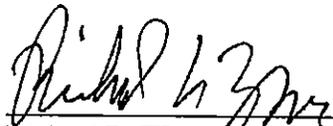
In re: ) Chapter 11  
)  
Fleming Companies, Inc., et al.,<sup>1</sup> ) Case No. 03-10945 (MFW)  
) (Jointly Administered)  
Debtors. )

STATE OF CALIFORNIA )  
) SS.  
COUNTY LOS ANGELES )

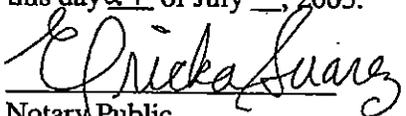
**VERIFICATION**

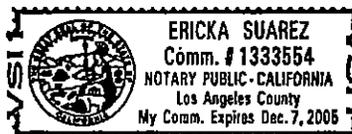
Richard L. Wynne, after being duly sworn according to law, deposes and says:

1. I am an attorney with the applicant firm, Kirkland & Ellis LLP, and have been admitted to the Bar of the State of California since 1982.
2. I have personally performed many of the legal services rendered by Kirkland & Ellis LLP as general bankruptcy counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
Richard L. Wynne

SUBSCRIBED AND SWORN TO before me  
this day 24 of July 2003.

  
Notary Public



<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

# Exhibit A

July 25, 2003

The Fleming Company  
1945 Lakepoint Drive  
P. O. Box 2993  
Lewisville, TX 75029

ATTN: Peter S. Willmott

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive  
Chicago, Illinois 60601  
FEIN 36-1326630

Inv.# 2682614

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IN THE MATTER OF                      Adversary Proceedings & Contested Matter  
File No. 40575-0003

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 165,062.00
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 8,848.18
Total for legal services rendered and expenses incurred	\$ 173,910.18

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	4.30	625.00	2,687.50
Damian D Capozzola	160.50	410.00	65,805.00
Shirley S Cho	22.80	420.00	9,576.00
Marjon E Ghasemi	4.80	345.00	1,656.00
Mark E Grummer	1.50	445.00	667.50
Eric C Liebeler	47.80	525.00	25,095.00
Sydne J Michel	24.30	420.00	10,206.00
Drew D Panahi	25.70	255.00	6,553.50
Haleh Rahjoo	.50	305.00	152.50
James B Ransom	9.30	375.00	3,487.50
Geoffrey A Richards	1.20	460.00	552.00
Peter M Spingola	.50	345.00	172.50
Richard L Wynne	13.20	670.00	8,844.00
Frank A Chavez	5.30	90.00	477.00
Elizabeth Cox Arnold	1.50	190.00	285.00
Andrew J Groesch	3.60	190.00	684.00
Antoinette Huerta	63.80	90.00	5,742.00
Allison Mayo Andrews	71.60	185.00	13,246.00
Michael Najjarpour	7.00	105.00	735.00
Denise Wymore	11.40	210.00	2,394.00
Edgar I Yep	60.90	90.00	5,481.00
Alison V Keeny	1.00	150.00	150.00
Shannon Roberts	1.40	145.00	203.00
James R Strohl	1.40	150.00	210.00
<b>Total</b>	<b>545.30</b>		<b>\$ 165,062.00</b>

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/01/03	.30	Shirley S Cho	Review and respond to emails of A. Groesch and D. Capozzola re adversary calendar for pending matters (.2); review and respond to email of A. Running re Kmart litigation (.1).
6/02/03	.50	Allison Mayo Andrews	Review incoming discovery requests.
6/02/03	.20	Shirley S Cho	Review draft omnibus settlement procedures motion and meet and confer with M. Ghasemi re same.
6/02/03	.50	Denise Wymore	Review email from H. Rafjoo re case law (.1); email to S. Cho re same (.1); conference with F. Chavez re cases (.3).
6/02/03	1.40	James R Strohl	Research docket and central files re discovery requests served upon Kirkland.
6/02/03	.70	Frank A Chavez	Locate and retrieve demand for documents filed by Superior Dairy and Nickles Bakery for preparation of document production package.
6/02/03	.70	Marjon E Ghasemi	Exchange email correspondence with G. Richards re omnibus settlement procedures motion (.1); review and revise same (.6)
6/02/03	2.10	Eric C Liebeler	Analyze class certification issues and plan discovery re same.
6/03/03	.10	Shirley S Cho	Review and forward American Greetings TRO order.
6/03/03	.30	Shirley S Cho	Review voicemails of G. Richards re summary of agenda and critical dates list (.1); review template motion and email to A. Groesch re same (.2).
6/03/03	6.00	Damian D Capozzola	Conference with D. Smith re case

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			management issues and hearing strategy issues (3.0); communications with customers, and draft declarations (2.0); prepare for and participate in legal issues call (1.0).
6/03/03	1.30	Eric C Liebeler	Research class action requirements (1.0); edit proposed TRO order (.2); discuss same with plaintiff's counsel (.1).
6/04/03	.50	Shirley S Cho	Review draft of omnibus settlement motion (.2); meet and confer with D. Bickford re omnibus settlement matrix (.3).
6/04/03	.30	Marjon E Ghasemi	Review and revise June 25 motion chart and email correspondence to R. Wynne, G. Richards and S. Cho re same.
6/04/03	3.70	Eric C Liebeler	Review and analyze materials re Tucker Abstract.
6/04/03	.60	Eric C Liebeler	Review and analyze segregation and financial analysis for client (.4); letter re same to plaintiff counsel (.2).
6/04/03	1.20	Eric C Liebeler	Analyze Hillandale complaint.
6/05/03	1.90	Shirley S Cho	Revise omnibus settlement procedures motion (1.5); telephone conference with R. Roof and T. Kreatschman re settlement thresholds (.4).
6/05/03	1.20	Denise Wymore	Research re settlement procedures motion.
6/05/03	3.00	Denise Wymore	Review email from S. Cho re settlement motion precedent (.2); research re same (2.8)
6/05/03	.50	Frank A Chavez	Locate, retrieve and distribute electronic case database re objections filed for attorney review and use.
6/05/03	1.20	Frank A Chavez	Locate, retrieve and organize various

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			pleadings re settlement procedures motions and orders to motions.
6/05/03	2.90	Damian D Capozzola	Attention to Hawaii software issues (.3); communications and analysis re DSD discovery issues (2.0); attention to scheduling and management issues (.6).
6/05/03	3.30	Eric C Liebeler	Review DSD segregation disclosures from M. Scott (3.1); produce same to plaintiffs (.2).
6/05/03	1.20	Eric C Liebeler	Review Farris class action complaint.
6/06/03	7.00	Allison Mayo Andrews	Litigation file set-up and analysis and process of incoming documents.
6/06/03	.70	Shirley S Cho	Telephone conference with T. Kreatschman re omnibus settlement motion revisions (.1); review and revise same (.4); telephone conference with T. Kreatschman re same (.1); Email to E. Davis re status of Hartford settlement (.1).
6/06/03	7.40	Damian D Capozzola	Communications and analysis re Hawaii issues (1.0); communications and analysis of FSA issues (3.2); draft letter re document production issues in DSD litigation (.5); draft answer in American Greetings litigation (.9); draft discovery in Farris / class matter (1.8).
6/06/03	5.00	Eric C Liebeler	Review and edit Turner Abstract (1.0); draft motion (1.1); and prepare same for filing (.5); discuss same with R. Wynne (.1); review discovery for DSD issues (2.0); discuss strategy for same with client and D. Capozzola (.3).
6/08/03	.30	Shirley S Cho	Review comments from G. Richards to omnibus settlement procedures motion (.2); review draft letter to Nash Finch from A. Paris (.1).

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/08/03	3.40	Damian D Capozzola	Draft discovery responses re Superior Dairy (2.4); draft discovery responses re Nickles Bakery (1.0).
6/09/03	1.80	Edgar I Yep	Compile discovery documents and organize in preparation for case document set up.
6/09/03	1.00	Allison Mayo Andrews	Analysis of document requests (.8); conference with attorney re calendar of events and document productions (.2).
6/09/03	.30	Peter M Spingola	Review and analyze e-mails from D. Capozzola re letter from T. Hogan to co-counsel re Berry software.
6/09/03	5.50	Shirley S Cho	Review and revise omnibus settlement procedures motions (2.0); telephone conference with R. Roof and T. Kreatschman re arguments for same (.3); further revisions to omnibus settlement procedures motion per same (3.0); emails to L. Price re Furr stipulation (.2).
6/09/03	1.00	Alison V Keeny	Locate and circulate extension date granted for Tucker Abstract brief.
6/09/03	9.10	Damian D Capozzola	Multiple conferences and analysis re Hawaii software issues (1.0); draft Farris discovery (3.0); communications re case management and scheduling issues (1.0); attention to Florida administrative issues (.3); review documents and prepare for production in DSD litigation (3.8).
6/09/03	3.10	Eric C Liebeler	DSD adversary proceedings; review transcript of TRO hearing (1.0); edit discovery request (1.5); review incoming discovery (.3); outline discovery Fleming needs (.3).
6/10/03	.80	Edgar I Yep	Organize and process documents requested by D. Capozzola regarding American Greetings (.5); discuss development of document database with

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			M. Richie (litigation support specialist) (.3).
6/10/03	1.50	Allison Mayo Andrews	Analysis and preparation of evidentiary documents for production.
6/10/03	.80	Antoinette Huerta	Prepare evidentiary documents for production.
6/10/03	2.90	Shirley S Cho	Two telephone conferences with D. Bickford re information needed for customer settlement motion (.3); two telephone conferences with R. Roof re same (.4); telephone conference with L. Price re same (.1); review and revise customer settlement motion and order and finalize for filing (2.0); circulate same to committee counsel and banks (.1).
6/10/03	1.10	Richard L Wynne	Analyze RFS motions and replies (.6); telephone conference with E. Liebeler re RFS motions and W. May deposition (.4); analyze OCE (.1).
6/10/03	.80	Denise Wymore	Telephone conference with K. Malokowski at U.S. Attorney's office in Minnesota (.3); email to T. Feil re service of U.S. Attorney (.2); review email from Pachulski re suggestion of bankruptcy (.1); respond to email re same (.2)
6/10/03	6.30	Damian D Capozzola	Communications and analysis re strategy in DSD litigation (1.7); attention to Hawaii software issues (.7); attention to Florida claim issues (.4); review documents and prepare for production in DSD litigation (3.5).
6/10/03	3.20	Eric C Liebeler	Schedule witness interviews and depositions (1.7); review case law on DSD claims (1.2); discuss case status with R. Wynne (.3).
6/10/03	1.20	Geoffrey A Richards	Prepare for and participate in telephone conference with committee professionals re objections to upcoming

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			motions.
6/11/03	4.50	Edgar I Yep	Compile and prepare documents for production (documents from American Greetings and Kelley Foods)
6/11/03	1.50	Allison Mayo Andrews	Analysis of evidentiary documents for production.
6/11/03	6.50	Antoinette Huerta	Prepare American Greeting and Kelley evidentiary documents for production.
6/11/03	.30	Shirley S Cho	Review and return emails of D. Capozzola re possible litigation defense (.1); review proposed stipulation in Furr's bankruptcy (.2).
6/11/03	1.30	Eric C Liebeler	Analyze surety bond issue re Hillandale complaint.
6/12/03	6.50	Allison Mayo Andrews	Analysis and preparation of evidentiary documents for production (4.5); assist attorney with deposition preparation (2.0).
6/12/03	6.00	Antoinette Huerta	Compile and prepare documents per A. Paris in preparation for upcoming depositions.
6/12/03	.40	Shirley S Cho	Telephone conference with L. Price and W. White re Furr's stipulation (.2); review and reply to email of D. Capozzola re litigation involving employee (.1); email to L. Price re Furr's stipulation (.1).
6/12/03	.20	Richard S Berger	Telephone conferences with R. Wynne re securities actions and optional responses.
6/12/03	5.90	Damian D Capozzola	Draft answers to Farris and American Greetings complaints (1.0); analysis of Florida issues (.1); review documents in DSD matters and communications re written responses (2.8); communications re Albertsons and other FSA issues (2.0).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/12/03	7.30	Eric C Liebeler	Research and analyze possible responses to Hillandale complaint in state of Florida (4.2); review and analyze hearing transcript from TRO hearing (3.1).
6/12/03	2.50	Sydne J Michel	Review and analyze Hays promissory note and related documents (2.0); telephone conference with G. Jennings re Hays documents (.2); multiple telephone conferences with M. Walsh, R. Mersky and C. Brichette re retailer motions to lift stay (.3).
6/12/03	2.30	Sydne J Michel	Prepare for and participate in telephone conference with client re retailer obligations and motions to lift stay.
6/12/03	1.00	Sydne J Michel	Review Hays proposal re motion for continuance and settlement issues (.5); draft letter to R. Mersky re same (.5).
6/13/03	5.00	Edgar I Yep	Compile evidentiary documents from D. Capozzola and prepare for production.
6/13/03	5.00	Allison Mayo Andrews	Analysis and preparation of evidentiary documents for production.
6/13/03	6.50	Antoinette Huerta	Prepare evidentiary documents for production.
6/13/03	1.20	Frank A Chavez	Locate, retrieve, organize and distribute for attorney review and use various pleadings filed in adversarial cases related to bankruptcy proceeding.
6/13/03	.50	Haleh Rahjoo	Review agenda for June 25th hearing and filings on June 12.
6/13/03	7.00	Damian D Capozzola	Review documents in DSD issues (.5); communications and analysis of strategies re FSA motions (3.0); communications and analysis of strategies re DSD matters (3.5).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/13/03	3.70	Eric C Liebeler	Prepare responsive pleading in Hillandale bond action.
6/13/03	1.20	Sydne J Michel	Telephone conference with A. Paris re Kelly, Hays and E-Z Mart motions (.2); prepare for and participate in multiple telephone conferences with G. Jennings and A. Jones re same (1.0).
6/13/03	6.70	Sydne J Michel	Review correspondence re Kelly, Hays and E-Z Mart motions to lift stay (.2); draft objection to Hays motion (6.5).
6/14/03	3.00	Damian D Capozzola	Responses to Farris / class document demands and communications re same.
6/15/03	.20	Shirley S Cho	Review OSC settlement agreement.
6/15/03	3.00	Damian D Capozzola	Responses to Farris / class interrogatories and communications regarding same (1.5); designate witnesses in Superior Dairy and Nickles Bakery matters (.5); document review regarding DSD issues (1.0).
6/15/03	1.30	Sydne J Michel	Draft and revise G. Jennings affidavit (1.0); voice mail message for R. Mersky re discovery issues (.1); draft and respond to correspondence re objections to retailer motions to lift stay (.2).
6/16/03	3.50	Edgar I Yep	Print e-mail files and prepare for sending via Federal Express.
6/16/03	1.50	Allison Mayo Andrews	Analysis and preparation of case documents received from client.
6/16/03	.90	Shirley S Cho	Review and revise supply agreement (.6); email to J. Leforce re OSC settlement re military distribution agreement (.1); email to J. Lewis re Zurich settlement agreement (.2).
6/16/03	.20	Shirley S Cho	Emails to D. Wymore re Circle K removal request.
6/16/03	.90	Richard L Wynne	Revision of opposition to Albertson's

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			motion (.6); telephone conference with A. Paris re RFS motion, changes and opposition (.3).
6/16/03	.80	Denise Wymore	Research re approval of stipulation motion.
6/16/03	1.40	Shannon Roberts	Prepare documents for production.
6/16/03	1.70	Frank A Chavez	Monitor court's electronic case database re adversarial cases (1.3); maintain and distribute for attorney review and use, electronic case database re adversarial cases (.4).
6/16/03	2.90	Damian D Capozzola	Attention to document production issues in DSD litigation matters (1.0); attention to Hawaii software issues (1.0); analysis of case management and scheduling issues, and communications regarding same (.9).
6/16/03	.30	Andrew J Groesch	Research KMart case information for S. Stern.
6/16/03	1.30	Andrew J Groesch	Office conference with D. Capozzola re DSD document productions (.3); confirm numbering sequence and arrange for numbering and copying documents for production (.7); email documents to Pachulski for document production (.3).
6/17/03	2.50	Edgar I Yep	Prepare produced documents to be sent to Tennessee, per the instructions of D. Capozzola (1.5); compile documents for A. Paris (1.0).
6/17/03	1.20	Shirley S Cho	Review and respond to email of R. Kampfner re settlement procedures extension of time (.1); email to T. Kreatschman re same (.1); review and revise Overseas stipulation (.3); email to R. Stovall and T. Kreatschman re same (.1); email to R. Roof re customer settlement matrix (.1); review and forward Eddystone complaint to K&E personnel (.2); telephone conference

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			with R. Stovall re OSC revision to settlement (.1); telephone conference with D. Harris re Creekmore stipulation re escrow account (.1); email to C. Mooney re Creekmore escrow agreement (.1).
6/17/03	.10	Richard L Wynne	Analyze Albertson's request for hearing.
6/17/03	7.00	Michael Najjarpour	Update Fleming Database on Concordance.
6/17/03	10.30	Damian D Capozzola	Prepare for meetings re DSD discovery issues (1.3); communications with M. Scott and D. Alexander re Superior and Nickles discovery responses(5.0); prepare documents for production in Superior / Nickles matters (3.0); interview witnesses in Superior / Nickles matters (1.0).
6/17/03	2.00	Andrew J Groesch	Correspond with K&E and Pachulski attorneys re status of pending requests.
6/17/03	.60	Sydne J Michel	Telephone conference with R. Mersky re settlement and discovery issues.
6/18/03	7.00	Antoinette Huerta	Create, update and image correspondence, pleadings and discovery into main database and main files.
6/18/03	10.20	Damian D Capozzola	Gather, review, and prepare for production documents in Superior / Nickles matters (2.0); communications re Hawaii software issues (.4); communications re Beikman / ESIS issues (.4); prepare interrogatory responses in Superior / Nickles matters, and meeting with D. Alexander-Burklow and M. Scott re same (7.4).
6/18/03	1.50	Elizabeth Cox Arnold	Review docket and critical dates list and revise calendar.
6/18/03	3.80	James B Ransom	Research re consequential damages under Oklahoma law.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/18/03	1.00	Sydne J Michel	Research direct and consequential damage issues under Oklahoma law.
6/19/03	.60	Shirley S Cho	Review and return voicemails of D. Capozzola re litigation status (.1); telephone conference with J. Leforce re OSC settlement (.2); review and return voicemail of A. Paris re customer settlements (.1); review two oppositions by Ball Park Food to customer settlement motion and email to R. Roof re same (.2).
6/19/03	.30	Marjon E Ghasemi	Review pending small claims action in Arizona, forward same to S. Cho.
6/19/03	12.10	Damian D Capozzola	Prepare interrogatory responses in Superior / Nickles matters, and meet with D. Alexander-Burklow and M. Scott re same (10.4); analysis of Hawaii software issues (.5); analysis of Beikman / ESIS issues (.2); communications re case management and scheduling issues (1.0).
6/19/03	1.40	Sydne J Michel	Multiple telephone conferences with R. Mersky re FSA and lease issues (1.2); draft and respond to correspondence from A. Paris and litigation team re same (.2).
6/19/03	1.10	Sydne J Michel	Telephone conference with R. Mersky, S. Cho and A. Paris re FSA, loan and lease issues (.8); telephone conference with R. Buday, S. Cho and A. Paris re same (.3).
6/20/03	6.50	Allison Mayo Andrews	Prepare for document production (5.0); analysis of evidentiary documents re same and several telephone calls to and from Core-Mark International re obtaining client documents (1.5).
6/20/03	2.00	Antoinette Huerta	Assist with preparation of evidentiary documents for production.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/20/03	.60	Shirley S Cho	Email customer settlement procedures order to committee and bank counsel (.1); email confidential matrix to J. McMahon (.1); review objection to customer settlement motion filed by the lenders (.2); review objection to customer settlement motion filed by the committee and voicemail to T. Kreatschman re same (.2).
6/20/03	.60	Shirley S Cho	Telephone conference with A. Paris re SQS motion to compel (.2); telephone conference and email to J. Waxman (SQS) re same (.2); telephone conference with J. Waxman re SQS motion to compel assumption/rejection (.2).
6/20/03	.30	Richard L Wynne	Telephone conference with S. Michel re Hays settlement.
6/20/03	3.60	Denise Wymore	Review small claims complaint for Motel 8 (.2); research re same (.9); prepare suggestion of bankruptcy (.5); letter to A. Schultz re stay (.6); telephone conference with Mr. Maloff re extension of time to cross complaint (.3); email to S. Cho re same (.2); review email from general counsel re extension (.1); telephone conference with Mr. Maloff re same (.3); review email from S. Cho re stay motions (.2); forward same to S. Cho (.3).
6/20/03	8.50	Damian D Capozzola	Review and revise written responses in Superior and Nickles litigation matters (7.0); review and analysis of DSD documents and prepare same for production (1.0); attention to and communications regarding scheduling and case management issues (.5).
6/20/03	3.50	James B Ransom	Research re assurances of adequate performance under Texas law and UCC.
6/21/03	.20	Shirley S Cho	Review and respond to voicemails of A. Paris re litigation needed.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/21/03	2.00	James B Ransom	Research re federal case law right to demand assurance of adequate performance.
6/22/03	.20	Shirley S Cho	Review and return email C. Birchette re settlement of litigation (.1); review and return email C. Birchette re prosecution of litigation (.1).
6/22/03	1.70	Damian D Capozzola	Draft and revise discovery responses in Farris matter.
6/23/03	7.50	Allison Mayo Andrews	Analysis of evidentiary documents and preparation of production log.
6/23/03	7.50	Antoinette Huerta	Prepare evidentiary documents for production.
6/23/03	.20	Peter M Spingola	Review correspondence from T. Hogan re infringement issue re Berry freight software (.1); internal conferences with M. Fatah and G. Kirchhoefer re same (.1).
6/23/03	.60	Shirley S Cho	Review and respond to emails of C. Birchette re litigation (.1); review and forward email of L. Mandel re Committee withdrawal of objection to settlement motion (.1); telephone conference with R. Roof and T. Kreatschman re omnibus settlement procedures (.2); telephone conference with R. Hertzberg re same (.2).
6/23/03	3.40	Richard L Wynne	Telephone conference with E. Davis re necessity for motion to shorten time (.4); revision of motion to shorten time (.4); appearance at C&S negotiations call with E. Davis, T. Stenger and others (2.6).
6/23/03	2.30	Richard L Wynne	Revision of reply brief re Albertsons motion (.8); telephone conference with E. Davis and Charles re open issues on bid letter (.5); telephone conference with J. Sprayregen re sales process (.4); telephone conference with T.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Stenger re changes to bid procedures letter and supply agreement (.3); telephone conference with S. Cho re designation rights issues (.3).
6/23/03	1.30	Richard L Wynne	Telephone conference with S. Cho re designation rights issues (.3); telephone conference with S. Bledsoe re delay on filing Albertsons reply and to do list re same (.3); telephone conference with E. Liebeler, S. Bledsoe and A. Paris re motion by Albertsons, proposed resolution and settlement request and reply papers (.3); analyze latest revision to Albertsons reply brief (.5); telephone conference with S. Cho re necessity for motion to shorten time (.2).
6/23/03	1.00	Denise Wymore	Review email from S. Cho re Fleming complaint against M&A (.1); telephone conference with F. Riley re same (.4); email to Ms. Cho re contact person at Fleming (.2); email to F. Riley forwarding Suggestion of Bankruptcy (.3).
6/23/03	.30	Richard S Berger	Review forms of complaints for section 105 complaints and telephone conference with C. Hernandez re same.
6/23/03	1.30	Richard S Berger	Research re section 105 injunctions in D&O cases.
6/23/03	8.00	Damian D Capozzola	Review and revise interrogatory responses and document demand responses in Farris matter, and communications with client and witnesses re same (6.5); attention to case management and scheduling issues (1.0); communications re Hawaii software issues (.5).
6/23/03	3.00	Eric C Liebeler	Review DSD documents, claims, cases and related materials.
6/23/03	1.30	Eric C Liebeler	Telephone conference with M. Scott, D. Capozzola re preference litigation.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/23/03	1.10	Sydne J Michel	Review issue re expert on industry fill standards for E-Z Mart case (.9); draft correspondence re Hays sublease rejection procedures (.2).
6/24/03	8.00	Edgar I Yep	Compile and organize documents in preparation for entering into produced document database and prepare documents and letter to produce to Farris Produce Inc.
6/24/03	4.30	Allison Mayo Andrews	Analysis and process of evidentiary documents received from various parties.
6/24/03	.10	Richard L Wynne	Telephone conference with D. Capozzola re DSD litigation.
6/24/03	.50	Denise Wymore	Review small claims complaint from Freight Handlers of Oregon against Coremark (.1); Letter to Freight Handlers re automatic stay (.4).
6/24/03	2.20	Drew D Panahi	Review complaint exemplar for injunction from First Alliance case (.5); review emergency motion for temporary restraining order from First Alliance (.6); review supplemental declaration for temporary restraining order from First Alliance (.5); review debtors reply for temporary restraining order from First Alliance (.6).
6/24/03	.30	Richard S Berger	Telephone conference with C. Hernandez re section 105 complaint (.2); telephone conference with G. Richards re same (.1).
6/24/03	8.10	Damian D Capozzola	Review and revise discovery responses in Farris / class action, and communications with numerous witnesses re same (5.9); participate in telephone conference re case management and strategy issues (.7); review Hawaii software issues (.8); review scheduling and American Greeting issues (.7).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/24/03	.30	Sydne J Michel	Review and analyze motion for entry of order authorizing settlement procedure relating to account receivables.
6/25/03	10.00	Edgar I Yep	Compile documents to send via Federal Express to H. Martyn, regarding Farris Produce (5.0); compile documents to send to K. Brown from Pachulski et al. (2.5); modify database and continue entering documents (2.5).
6/25/03	6.30	Allison Mayo Andrews	Prepare general DSD evidentiary documents to transmit to Celine Guillou at Pachulski, Stang, et al and revise database of evidentiary documents.
6/25/03	.40	Shirley S Cho	Email to C. Lhulier re final customer settlement procedures order (.1); telephone conference with C. Lhulier re same (.1); review and respond to emails of A. Paris re arbitrations (.2).
6/25/03	2.00	Richard L Wynne	Telephone conference with A. Paris and Albertson's counsel re resolution of RFS motion (.5); preparation of orders, objections and motions for omnibus and revisions to orders (1.0); telephone conference re D&O litigation (.5).
6/25/03	3.00	Drew D Panahi	Review local rules re complaint (.8); read adversary complaint for consolidated class action (1.0); research re Directors and officers insurance coverage (.5); review precedent re same (.7).
6/25/03	3.80	Drew D Panahi	Review voice message from R. Berger re section 105 motion and adversary proceedings (.1); voicemail to R. Berger re adversary proceedings (.1); review contact list and leave voicemail for C. Hernandez re adversarial suits (.2); review list of adversarial complaints pending against Fleming (.2); review voicemail from C. Hernandez re adversary complaints and

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			follow-up re same (.2); review emails from G. Ward re adversary proceedings (.2); office conference with R. Berger re section 105 injunction and follow-up re same (.1); review exemplar complaint, motion, and memo (1.8); review numerous emails from R. Berger re Fleming documents (.5); compare adversary actions provided by R. Berger to comprehensive list (.4).
6/25/03	.30	Marjon E Ghasemi	Exchange email correspondence with S. Cho re damages expert re pending litigation (.1); telephone conference with D. Capozzola re same (.1); telephone call to R. Wynne re same (.1).
6/25/03	.50	Richard S Berger	Telephone conferences with D. Panahi and S. Abdullah re preparation of section 105 complaint (.2); conference with D. Panahi re specific tasks in preparation of complaint (.1); telephone conferences with and e-mail to R. Wynne re D&O litigation and section 105 complaint (.2).
6/25/03	7.90	Damian D Capozzola	Review and revise written discovery responses in Farris matter, and communications with witnesses and client contacts re same (5.9); prepare documents for production in Farris matter (1.0); communications re case management and strategy issues (.7); attention to Hawaii software issues and communications re same (.3).
6/25/03	4.00	Eric C Liebeler	Review case authority on FSA claims (1.0); outline discovery (2.2); meet with A. Paris, D. Capozzola, S. Bledsoe re FSA and DSD claims (.8).
6/25/03	1.30	Sydne J Michel	Draft and revise release and waiver for Twin City Shopping Center (1.0); draft memorandum to R. Mersky re same and lease issues (.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/26/03	11.00	Edgar I Yep	Compile documents requested by D. Capozzola (5.0); page label evidentiary documents and prepare for production (4.0); prepare and send documents to K. Brown, from Pachulski, et al. and O. Rarric, from Krugliak et al. (Superior Dairy/Nickles Bakery) (2.0).
6/26/03	4.00	Allison Mayo Andrews	Telephone conference with Andrew Groesch re summaries of May 27, 2003 hearing exhibits and assist with the analysis and preparation of binders re Superior Dairy and Nickles Bakery case documents.
6/26/03	5.00	Antoinette Huerta	Prepare Nickles Bakery evidentiary documents for production.
6/26/03	2.00	Shirley S Cho	Review and return voicemail of A. Paris re debtors' exam needed (.1); review pleadings filed in AAA from J. Bocock (.2); voicemail to J. Bocock re arbitration matters (.1); telephone conference with G. Richards re same (.2); telephone conference with G. Richards and R. Roof re same (.3); email to R. Wynne re same (.4); telephone conference with J. Bocock re arbitration matters (.4); email to R. Wynne re same (.2); email to L. Odom re motion to approve OSC settlement (.1).
6/26/03	5.70	Drew D Panahi	Telephone conference with N. Kennedy re directors and officers insurance policies and complaints and follow-up re same (.4); review email from N. Kennedy re lawsuits pending (.2); leave voicemail for N. Kennedy re lawyer reviewing director and officer policies at Baker Botts (.1); review Dolan complaint (.8); review Huk complaint (.7); review email from D. Berger re section 105 injunction (.2); draft section 105 complaint (1.5); leave voicemail for T. Durst at Baker Botts re D&O insurance (.1); read Gaynor complaint (.8); read Sved complaint

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			(.7); read original Jackson complaint (.2).
6/26/03	.60	Marjon E Ghasemi	Telephone conference with OCP re pending litigation (.4); confer with S. Cho re same (.2).
6/26/03	.50	Marjon E Ghasemi	Review and analyze various set off motions re June 25 hearing.
6/26/03	1.30	Richard S Berger	Review preliminary drafts of complaint to enjoin D&O actions and application for TRO.
6/26/03	.40	Richard S Berger	Conferences with D. Panahi re preparation of pleadings, issues to be researched and gathering information.
6/26/03	7.40	Damian D Capozzola	Attention to deposition scheduling issues and communications with H. Martyn and other counsel re same (2.1); attention to Hawaii software issues and communications re same (1.7); communications with D. Alexander re prepetition expenses (.2); communications with J. Massin and analysis re other issues (.6); review and analysis of Farris class discovery responses and produced documents (2.8).
6/27/03	7.30	Edgar I Yep	Organize documents and enter into document database (3.5); search for and copy documents requested by D. Capozzola (1.2); compile, organize and prepare discovery documents, court pleadings and evidentiary documents to be sent to A. Barnard, A. Horne, C. Guerrini, N. Goldstein and D. Capozzola (2.6).
6/27/03	8.00	Allison Mayo Andrews	Prepare third party deposition subpoena to GSC, Inc. (1.2); analysis and process of evidentiary documents produced by Superior Dairy and Nickels Bakery and assist attorney with preparation for various depositions (6.8).

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6/27/03	10.00	Antoinette Huerta	Prepare evidentiary documents for production.
6/27/03	1.00	Shirley S Cho	Review and respond to emails from G. Richards re extension of removal deadline (.2); telephone conference with A. Running and R. Wynne re same (.2); telephone conference with R. Wynne and T. Stenger re same (.2); telephone conference with C. Lhulier re extension of removal deadline (.2); telephone conference with M. Ghasemi re same (.2).
6/27/03	.90	Richard L Wynne	Analyze Exel motion (.8); telephone conference with I. Karasch re Exel motion (.1).
6/27/03	5.50	Drew D Panahi	Review Northup complaint (.7); review Dolan complaint in preparation of section 105 injunction motion (.1); review Gaynor complaint (.1); review Sved complaint (.1); review Edwards complaint (.8); review LaRocca complaint (.6); review Greenwich Insurance directors and officers insurance plan (.5); review Lloyd's co-insurance policy (.5); review Marsch policy (.5); review Gulf excess insurance policy (.2); review Local Rules from Delaware (.9); review summary of decisions for Delaware bankruptcy judges (.3); review summary of Conesco case re directors and officers insurance (.2).
6/27/03	.40	Marjon E Ghasemi	Review correspondence from Coleman & Horwitt (.3); voicemail to C. Birchette re same (.1).
6/27/03	9.20	Damian D Capozzola	Prepare for and participate in telephone conferences with co-counsel, witnesses, and opposing counsel re DSD litigation scheduling and document production issues, and draft case management schedules (6.8); attention

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			to Hawaii software issues, draft letter to United States Trustee, and communications re same (1.6); review and analysis of DSD plaintiff discovery responses (.4); communications with C. Moore re contract intent research issue (.4).
6/28/03	6.50	Edgar I Yep	Compile, organize and prepare discovery documents court pleadings and evidentiary documents to be sent to A. Barnard, A. Horne, C. Guerrini, N. Goldstein and D. Capozzola.
6/28/03	.40	Shirley S Cho	Review and revise removal extension deadline motion and order.
6/28/03	3.00	Damian D Capozzola	Review e-mail from T. Hogan and draft response, and communications re same (.5); draft generic deposition outline for DSD litigation depositions (2.5).
6/29/03	2.00	Allison Mayo Andrews	Analysis and process of evidentiary documents produced by Superior Dairy and Nickels Bakery.
6/29/03	7.00	Antoinette Huerta	Prepare evidentiary documents for production.
6/29/03	.30	Richard L Wynne	Telephone conference with S. Cho re bid motion.
6/29/03	6.00	Damian D Capozzola	Review and revise generic DSD deposition outline (3.0); review and revise responses to U.S. Trustee and T. Hogan, and communications re same (1.0); communications regarding case management and scheduling issues (.5); travel time to Oklahoma City when I was unable to work (1.5).
6/29/03	1.00	Sydne J Michel	Review and respond to correspondence re U.S. Trustee and letter of intent with C&S (.7); review and analyze news release re letter of intent (.1); draft memorandum to A. Paris re same (.2).

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/30/03	8.50	Allison Mayo Andrews	Analysis and process of evidentiary documents produced by Superior Dairy and Nickels Bakery and assist attorney with preparation for various depositions.
6/30/03	5.50	Antoinette Huerta	Prepare evidentiary documents for production.
6/30/03	.30	Shirley S Cho	Review and forward voicemail of G. Richards re revisions to removal motion (.1); voicemail to C. Lhulier re same (.1); review final filed version (.1).
6/30/03	.30	Richard L Wynne	Telephone conference with D. Capozzola re DSD program issues.
6/30/03	.20	Richard L Wynne	Telephone conference with G. Richards re deal points on APA.
6/30/03	5.50	Drew D Panahi	Review voicemail from S. Cho re new Fleming assignment (.1); review voicemail from K. Kadwel re directors and officers insurance (.2); telephone conference with J. Hermes re directors and officers insurance analysis and follow-up re same (.2); review bankruptcydata.com re filings in Delaware re injunction motions (.3); use Pacer to find exemplars of section 105 injunctions (.2); review email from M. Ghasemi re Fleming background facts (.1); read attached motion (.4); read and review Rudisill complaint (.6); telephone conference with T. Durst re insurance coverage issues and follow-up re same (.2); draft and revise section 105 injunction complaint (1.4); draft and revise section 105 injunction motion (1.5); review email from S. Cho re Merchants and Planters Bank (.2); review email from S. Cho re client contacts (.1).
6/30/03	1.70	Marjon E Ghasemi	Review revisions from G. Richards re revisions to motion extending period to remove actions (.2); review and revise

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			same (.9); email correspondence to C. Lhulier re same (.1); telephone conference with C. Birchette re pending Fleming litigation (.3); email to J. Nair re pending litigation in Illinois (.2).
6/30/03	11.20	Damian D Capozzola	Preparations for Superior and Nickles depositions and communications re same (3.2); review D. Alexander prior deposition transcript (.7); communications re deposition scheduling and telephone conference with plaintiff group re same (2.2); deal with Hawaiian software issues (2.0); communications with C. Birchette re case management issues (.4); communications with ESIS (.4); review and analysis of American Greetings documents (2.3).
6/30/03	1.50	Mark E Grummer	Receive voice message inquiry from P. Moye, attorney from CSS environmental consultant, seeking payment for prepetition invoice and look into and respond to same including telephone conversations and exchange of voice messages with P. Moye, D. Stegmann, S. Cho, and G. Richards.
6/30/03	2.50	Eric C Liebeler	Prepare for DSD hearing by reviewing outline of potential discovery issues (1.2); discuss deposition scheduling and case analysis with D. Capozzola (1.3).
6/30/03	1.50	Sydne J Michel	Telephone conferences with R. Hawk and A. Paris re retailer lift stay motions; lease rejection and FSA issues (.5); review and analyze related documents (1.0).
	545.30		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
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Description of Expenses

<u>Description</u>	<u>Amount</u>
Library Document Procurement	10.00
Binding	1.75
Tabs/Indexes/Dividers	9.60
Computer Database Research	656.24
Calendar/Court Services	10.00
Fax Telephone Charge	24.91
Working Meals/K&E Only	23.78
Overtime Meals - Attorney	9.41
Word Processing Overtime	620.47
Scanned Images	117.90
Working Meals/K&E and Others	50.74
Postage	1.85
Overtime Transportation	28.05
Telephone	525.43
Fax Charge	153.75
Standard Copies	4,849.00
Overnight Delivery	805.06
Outside Copy/Binding Services	878.24
Overtime Meals	72.00
Total Expenses	\$ 8,848.18

July 25, 2003

The Fleming Company  
1945 Lakepoint Drive  
P. O. Box 2993  
Lewisville, TX 75029

ATTN: Peter S. Willmott

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive  
Chicago, Illinois 60601  
FEIN 36-1326630

Inv.# 2682619

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IN THE MATTER OF            **Business Operations**  
   **File No. 40575-0005**

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 53,011.50
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 6,486.79
Total for legal services rendered and expenses incurred	\$ 59,498.29

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven E Bledsoe	1.20	500.00	600.00
Tim P Brown	4.50	390.00	1,755.00
Shirley S Cho	20.10	420.00	8,442.00
Eva H Davis	12.10	545.00	6,594.50
Willard G Fraumann, P.C.	6.00	660.00	3,960.00
Marjon E Ghasemi	1.60	345.00	552.00
Mark E Grummer	2.50	445.00	1,112.50
Steven R Kotarba	8.00	385.00	3,080.00
Christian Lynn	.50	225.00	112.50
Charles C Pak	1.50	435.00	652.50
Haleh Rahjoo	46.90	305.00	14,304.50
Geoffrey A Richards	3.00	460.00	1,380.00
Christian C Semonsen	5.60	310.00	1,736.00
Stephanie M Stern	9.00	295.00	2,655.00
Richard L Wynne	8.10	670.00	5,427.00
Frank A Chavez	2.20	90.00	198.00
Antoinette Huerta	5.00	90.00	450.00
<b>Total</b>	<b>137.80</b>		<b>\$ 53,011.50</b>

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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
5/05/03	1.70	Mark E Grummer	Exchange voice messages and emails re Tennessee tank issue (.3); telephone conference with D. Stegmann re same and voice messages to team re same (.6); exchange further voice messages with team re same and telephone conference with D. Stegmann re same (.5); K&E office conference re ordinary course payments (.3).
5/06/03	.30	Mark E Grummer	Exchange emails re Tennessee notice re tanks and telephone conference with D. Stegmann re same.
5/14/03	1.50	Tim P Brown	Prepare for and participate in telephone conferences with counsel to trustee re trustee assignment matters (.7); exchange voicemail with S. Cho re Trade Lien and Critical Vendor matters (.2); telephone conference with Fleming in-house counsel re Trade Lien program (.3); exchange email with Fleming business contacts re vendor comments on Critical Vendor and Trade Lien program (.3).
6/01/03	.30	Shirley S Cho	Email to C. Mooney re Dunigan Fuel documents needed (.1); review revised Gleacher termination agreement and email to C. Hernandez re same (.2).
6/01/03	.40	Shirley S Cho	Review and reply to email of D. Bickford re customer termination problems (.2); review and respond to email of C. Adkins re customer supply letter (.2).
6/02/03	1.50	Charles C Pak	Prepare for and participate on telephonic board meeting discussions.
6/02/03	.70	Christian C Semonsen	Review list of tanks at wholesale facilities; draft correspondence to W. Hess re Wausau letter agreement for

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			USTs; conference with J. Horwitz re same.
6/02/03	1.10	Shirley S Cho	Email to E. Davis and W. Fraumann re board meeting (.1); review and forward materials for board call (.3); review letter to UST from lenders re separate Dunigan committee (.1); review Fleming board minutes and forward as appropriate (.1); review emails from A. Swayze re revisions to Gleacher termination agreement and revise accordingly (.2); Telephone conference with C. Hernandez re Gleacher & Bain termination agreements (.1); revise Gleacher termination agreement (.1); voicemail to A. Swayze of Gleacher re same (.1).
6/02/03	1.80	Richard L Wynne	Prepare for telephone conference with the board (.8); telephone conference with the board (1.0).
6/02/03	1.30	Eva H Davis	Various telephone conferences/emails to discuss Hartford strategy and stipulations with S. Cho, C. Lynn and Pachulski (.5); review and comment on Hartford proposed stipulation (.5); telephone conference with R Stovall re XL surety bond meeting (.3).
6/02/03	6.00	Willard G Fraumann, P.C.	Board meeting of Fleming via conference call; conference call re asset disposition; review documents and Core-Mark Offering Memorandum; Advisory Committee Conference call; telephone conference S. Gerson and R. Radnay re data room; telephone conference E. Davis and S. Gerson re Wholesale.
6/03/03	1.30	Christian C Semonsen	Conferences with J Horwitz re Wausau storage tank letter and landlord objection (0.3); contact office of W. Hess, Wausau property landlord's counsel, re storage tank letter agreement (0.2); telephone conference with W. Hess re landlord's position on

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Wausau letter agreement (0.4); conference with M. Grummer re same (0.2); draft correspondence re same to J. Horwitz (0.2).
6/03/03	.30	Christian Lynn	Telephone conference with Andy Caine and Eva re Hartford's proposed stipulation re surety bonds.
6/03/03	.30	Shirley S Cho	Telephone conference with S. Bosworth re Circle K contract (.2); email to J. LeForce re Overseas military contract termination (.1).
6/03/03	.20	Haleh Rahjoo	Review and reply to email from D. Peters re customer default letters.
6/04/03	3.20	Christian C Semonsen	Telephone conferences with J. Horwitz re hearing and Wausau storage tank letter; telephone conferences with B. Hess re DDB position on release of claims for tank contamination and removal of trade fixtures; revise letter; telephone conference with B. Lake re same; draft email to B. lake re Wausau letter; coordinate finalization of Wausau letter; conference with M. Grummer re same.
6/04/03	.20	Christian Lynn	Telephone conference with Andy Caine re Hartford's proposed stipulation.
6/04/03	.20	Shirley S Cho	Telephone conference with A. Greene re termination agreement.
6/04/03	.50	Eva H Davis	Telephone conferences with C. Lynn (.2) and A. Caine (.3) re surety bond issues and preference issues.
6/04/03	.40	Mark E Grummer	K&E office conference re issues re underground oil tanks at leases to be terminated (0.30); K&E office conference re need for bankruptcy court approval to forward refunds from state agencies.
6/05/03	8.00	Steven R Kotarba	Prepare numbers, logistics, etc. to

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			gain approval for and implement early payment proposal.
6/05/03	.40	Christian C Semonsen	Contact B. Hess re Wausau storage tank letter and trade fixtures and Wausau facility; conference with M. Grummer re matter.
6/05/03	.10	Shirley S Cho	Email to company re Dunigan Fuels information needed.
6/05/03	9.00	Stephanie M Stern	Draft administrative claim.
6/05/03	.30	Marjon E Ghasemi	Exchange email correspondence and telephone calls with H. Rahjoo re customer programs motion.
6/05/03	1.90	Haleh Rahjoo	Revise supplemental motion for customer programs (1.5); review and reply to emails from S. Cho, G. Richards and B. Roof re same (.4)
6/05/03	1.90	Haleh Rahjoo	Review letter from C. Buslee re William Rands agreement (.3); draft letter to C. Buslee re same (.5); review letter from K. Beachler re BHB Grocery Corp agreement (.3); draft letter to K. Beachler re same (.5); review and reply to multiple emails from L. Price, S. Cho and C. Adkins re same agreements (.3).
6/05/03	.10	Mark E Grummer	Exchange emails re plans for team conference call.
6/06/03	.50	Shirley S Cho	Review draft Gleacher termination order and email to A. Swayze re same (.2); review email from J. Sullivan re accounts receivable information needed for Dunigan Fuels (.1); review accounts receivable information (.1); email to G. Richards re same (.1).
6/06/03	.30	Shirley S Cho	Review and revise customer supplement motion and email to H. Rahjoo re same.
6/06/03	2.80	Haleh Rahjoo	Review letter from A. Dupre re Edward

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Lamb & Co facility agreement (.3); draft letter to A. Dupre re same (.5); review letter from R. Lowe re L&L Food Centers agreement (.3); draft letter to R. Lowe re same (.5); review letter from D. McBurnett re Super S. Foods agreement (.3); draft letter to D. McBurnett re same (.5); review and reply to multiple emails from S. Cho, L. Price and C. Adkins re same agreements (.4).
6/06/03	3.70	Haleh Rahjoo	Review letter from J. Ahlstrom re Riverside Market agreement (.5); prepare letter to J. Ahlstrom re same (.5); review letter from K. Klocke re K&S agreement (.3); prepare letter for K. Klocke re same (.5); review letter from G. Simms re Parkview IGA agreement (.3); prepare letter to G. Simms re same (.5); review letter from R. Doll re Brownsboro Road Supermarkets agreement (.3); prepare letter to R. Doll re same (.5); review and reply to multiple emails from L. Price and C. Adkins re same agreements (.3).
6/06/03	1.80	Haleh Rahjoo	Review letter from W. Golden re Hillcrest agreement (.3); review letter from F. Fegley re Render's Market agreement and King of Prussia division (.3); review letter from A Perlstein re Best Yet Market agreement (.3); review letter from J. Level re Level Food Center agreement (.3); draft and send multiple emails to B. May, C. Mooney, S. Cho, L. Price, C. Adkins, D. Peters B. Goodell and G. Richards re same (.6).
6/06/03	1.20	Steven E Bledsoe	Analyze issues re renewal of Old Republic policies and teleconference with Marsh & McLennan re same.
6/08/03	.60	Shirley S Cho	Review fax from G. Ward re Florida bond (.1); Analyze Gleacher termination agreement (.3); revise motion re same

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.2).
6/08/03	3.30	Haleh Rahjoo	Review and revise supplemental motion for customer programs (.9); review and reply to emails from B. Roof and S. Cho re same (.3); draft affidavit of D. Eiler in support of same (1.4); send email to D. Eiler re same (.2); review and reply to emails from S. Cho re customer default letters (.3); send email to S. Cho re motion for omnibus settlement procedures (.2).
6/08/03	1.00	Eva H Davis	Telephone conferences with G. Richards, C. Pak, S. Cho, S. Gerson re coordination of wholesale companies sale, coremark sale and other key bankruptcy projects.
6/09/03	2.00	Shirley S Cho	Finalize Gleacher termination motion and order for filing (1.5); telephone conference with C. Lhulier re same (.2); emails to A. Swayze re same (.2); email Committee counsel re same (.1).
6/09/03	.80	Shirley S Cho	Review and revise supplemental customer program motion, affidavit and order from H. Rahjoo.
6/09/03	3.90	Haleh Rahjoo	Review comments from G. Richards and S. Cho re supplemental motion, order and D. Eiler affidavit (.7); revise same motion, order and affidavit (1.9); review and reply to multiple emails from S. Cho, G. Richards and B. Roof re same (.5); review and reply to emails from E. Doyle re same (.3); send emails to committee and secured lenders re same (.2); telephone conference with G. Richards re same (.3).
6/09/03	.80	Eva H Davis	Review and comment on XL surety bond term sheet (.5); telephone conferences/emails with G. Ward and R. Waller re same (.2); telephone conferences/emails with C. Lynn re same (.1).

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/09/03	.50	Eva H Davis	All hands telephone conferences with B. Fraumann, G. Richards, S. Gerson, C. Pak, S. Cho re coordination of wholesale and coremark sales, SEC issues, D&O issues, labor issues, etc.
6/09/03	.50	Geoffrey A Richards	Review and revise customer programs motion.
6/10/03	.30	Shirley S Cho	Meet and confer with E. Davis and C. Lynn re surety bond litigation status (.2); emails to C. Lynn re status call (.1).
6/10/03	4.10	Haleh Rahjoo	Review, revise and finalize supplemental motion for customer programs, order, exhibit and D. Eiler affidavit (2.3); telephone conference with D. Eiler re same (.3); telephone conference with S. Cho re same (.3); review and reply to multiple emails from S. Cho and D. Eiler re same (.4); review and reply to emails from C. Lhulier re filing of same (.3); review email from committee re same (.2); review and reply to emails from S. Cho re committee's email (.3).
6/10/03	1.60	Eva H Davis	Office conference with D. Berger and C. Lynn re surety bond collateral issues and strategy (.4); office conference with C. Lynn and S. Cho re same (.3); office conference with R. Wynne re same (.1); office conference with C. Lynn re same (.1); e-mails with A. Caine re same (.2); telephone conferences/emails R. Stovall re XL surety term sheet (.2); office conference with C. Lynn re XL surety term sheet and set up of telephone conferences to discuss same (.3).
6/11/03	1.80	Shirley S Cho	Emails to R. Kampfner and R. Wynne re bank meeting (.2); telephone conference with committee representatives re operational issues and case status

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.5); telephone conference with bank representatives re same (1.1).
6/11/03	.20	Shirley S Cho	Telephone conference with M. Hazy re committee questions re customer supplement program.
6/11/03	.30	Shirley S Cho	Review and return voicemail of C. Birchette re customer tracking (.1); telephone conference with H. Rahjoo re same (.2).
6/11/03	1.50	Haleh Rahjoo	Review letter from R. Brookens re Carlson's Grocery agreement (.3); prepare letter to R. Brookens re same (.5); review and reply to email from S. Cho re Coremark (.2); review letter from N. Feoli re Feoli Supermarkets agreement (.3); review comments from C. Adkins re same (.2).
6/11/03	.90	Haleh Rahjoo	Review facility agreement of Mega Mart and Fleming letter to Mega Mart re same (.7); review and reply to email from S. Cho re same (.2).
6/11/03	2.40	Haleh Rahjoo	Review letter from W. Stephens re Bill's IGA agreement (.3); prepare letter to W. Stephens re same (.5); review letter from R. Edwards re E&S Grocery (.3); review comments from C. Adkins re same agreements (.2); review letter from B. Kiker re Weatherford Super Save agreement (.3); prepare letter to J. Level re Level Food Center agreement (.5); review and reply to emails from S. Cho re customer default letters (.3).
6/11/03	1.00	Haleh Rahjoo	Telephone conference with S. Cho re customer programs (.3); draft extensive email to D. Eiler re same (.4); telephone conference with T. Dennis re same (.3).
6/11/03	1.00	Tim P Brown	Review and respond to fax from G. Richards re Fleming vendor (.4);

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			telephone conference with Fleming vendor re same (.4); email exchange with C. Birchette re same (.2).
6/11/03	1.80	Eva H Davis	Telephone conference with R. Stoval, N. Keller, C. Lynn re XL surety bond term sheet, revisions to same and open issues (.5); provide further comments to and revise XL surety bond term sheet (.5); telephone conferences with C. Lynn re same (.2); telephone conferences with R. Stoval, D. Berger, A. Caine, N. Keller, C. Lynn re preference litigation and surety bond issues (.6).
6/12/03	2.40	Shirley S Cho	Telephone conference with L. Price, B. Folse and W. White re customer issues (.3); meet and confer with T. Stenger, R. Roof, A. Paris, C. Hernandez re customer issues (2.0); Email to J. McMahon re Dunigan Fuels information request (.1).
6/12/03	2.70	Haleh Rahjoo	Review, analysis of, and reply to multiple emails from D. Eiler, S. Cho and L. Price re supplemental customer program motion (1.0); send email to T. Kreatschman re batch bill program (.2); review letter from R. Charney re Creative Food agreement (.3); review letter from M. Battleman re C&B Supermarket agreement (.3); review comments from C. Adkins re same (.2); telephone conference with S. Cho re customer food program (.2); review and reply to emails from S. Cho re customer default letters (.3); review and reply to emails from S. Cho re Montpelier Food agreement (.2).
6/12/03	.30	Eva H Davis	Telephone conferences/emails with R. Stoval re issues on XL term sheet and follow up on same.
6/12/03	1.80	Geoffrey A Richards	Prepare for and participate in customer collections strategy call with B. Roof,

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			T. Kreatchman and C. Birchette.
6/13/03	2.10	Shirley S Cho	Meet and confer with C. Birchette re customer letters (.2); follow-up meet and confers re same (.2); email to T. Stenger, et al. re summary of customer meeting (.5), telephone conference with T. Strzelczyk re same (.5); review customer letters and email to C. Adkins re same (.2); review and respond to emails of H. Rahjoo re customer letters received (.1); email to T. Strzelczyk re same (.1); review and respond to email of B. May re customer termination request (.1); telephone conference with Fleming treasury personnel re invoice for postpetition services (.2).
6/13/03	.30	Shirley S Cho	Review and respond to email of J. McMahon re Dunigan Fuels information (.2); review and return voicemail from C. Schaffel re Canadian proceeding (.1).
6/13/03	3.80	Haleh Rahjoo	Prepare spreadsheet for customer default letters.
6/13/03	2.20	Haleh Rahjoo	Telephone conference with P. Michaud re Millinum Operation agreement (.4); review and reply to email from P. Michaud re same (.2); review letter from F. Worrel re same (.3); review and reply to email from B. Goodell re same (.3); leave voicemail for L. McCormley (.1); review voicemail from S. Cho re same (.1); review and reply to email from G. Richards re Hartford lawsuit (.2); review and reply to email from C. Adkins re L&L supermarket letter (.3); review and reply to emails from S. Cho re customer default letters (.3).
6/13/03	.20	Eva H Davis	Coordinate XL meeting with C. Lynn, G. Ward and R. Stoval for surety bond providers to discuss term sheet (.2).
6/16/03	2.00	Shirley S Cho	Research re motion to approve supply

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			agreement (.5); draft same (1.4); email to Committee counsel re draft supply agreement (.1).
6/16/03	.20	Frank A Chavez	Locate for attorney review and use documents re motion to advance insurance costs re securities litigation.
6/16/03	.70	Eva H Davis	All hands telephone conference to discuss XL term sheet with R. Stoval, G. Ward, D. Berger, C. Lynn, M. Collins.
6/17/03	.40	Shirley S Cho	Review and respond to email of L. Price re Furr stipulation (.1); telephone conference with E. Davis and R. Stoval re bond issues (.3).
6/17/03	3.10	Haleh Rahjoo	Emails to D. Eiler re customer programs (.2); review more than 40 letters from customers re their facility agreements and send to S. Cho (1.8); update chart re same (.8); review and reply to emails from S. Cho re same (.3).
6/17/03	1.60	Eva H Davis	Review summary surety bond needs revised term sheet (.3); review and comment on revised XL term sheet (.4); review and comment on revised Hartford stipulation (.3); telephone conferences re foregoing with D. Berger (.2), C. Lynn (.2) and R. Stoval (.2).
6/18/03	.10	Shirley S Cho	Telephone conference with S. Benson re trust issues.
6/18/03	1.20	Haleh Rahjoo	Review Ball Park objection to motion to approve customer programs (.4); review and reply to emails from S. Cho re same (.2); send email to T. Kraitschman re batch bill customer program (.2); send email to D. Eiler re customer programs (.2); review and reply to emails from A. Groesch re Millennium partners contracts (.2).

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/18/03	1.40	Eva H Davis	Review and comment on revised XL surety bond term sheet (.2); review and comment on Avalon surety bond term sheet (.3); telephone conferences with C. Lynn re same (.2); review and comment on revised Hartford stipulation (.2); telephone conferences/meetings with C. Lynn re same (.2); emails with surety bond group re Hartford emails and status telephone conference and preparation for same (.3).
6/19/03	5.00	Antoinette Huerta	Create and update correspondence and discovery into main database; research and compile documents in response to attorneys' requests.
6/19/03	.30	Shirley S Cho	Review detail on customer supplemental programs from D. Eiler and forward same to M. Hazy.
6/19/03	6.30	Richard L Wynne	Conference with P. Willmott, T. Stenger, R. Roof and then continuation meeting with P. Willmott and C. Hernandez re status of all operations, wholesale supply agreement, Core Mark operations, and open litigation issues (1.5); conference with T. Stenger re OCE call (.3); appearance at negotiations call with C&S team re supplies (3.0); revision of motion re supply agreement re bid partners (.8); revision of bid letter and supply agreement (1.0).
6/19/03	1.50	Haleh Rahjoo	Telephone conference with G. Singer re Millennium Partners' agreements (.4); review and reply to emails from B. Goodell re same (.3); review and reply to email from C. Mooney re same (.2); telephone conference with R. Lammers re Aitkin's letter (.3); telephone conference with J. Haberkom re same (.3).
6/19/03	2.00	Tim P Brown	Review and respond to voicemail from S. Cho re sale transactions (.2); review

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			trade lien documentation and conference re same with L. Myers and M. Sweeney (1.1); exchange mail messages with C. Birche re vendor-related matters (.4); telephone conference with S. Cho and R. Wynne re sale transaction matters and trade lien matters (.3).
6/20/03	.50	Shirley S Cho	Telephone conference with R. Roof et al. re customer response strategy.
6/20/03	2.00	Frank A Chavez	Maintain electronic case database re leases, contracts and assets for attorney review and use.
6/20/03	.20	Marjon E Ghasemi	Telephone conference with J. Benias re first day shippers order.
6/20/03	.50	Haleh Rahjoo	Review and reply to emails from A. Groesch and M. Ghasemi re Millinum Partners agreement (.2); telephone conference with G. Singer re same (.3).
6/22/03	.50	Shirley S Cho	Review first report of information officer and email to C. Schaffel re same.
6/23/03	1.00	Haleh Rahjoo	Review and reply to emails from B. Goodell re Millennium Partners (.3); review and reply to emails from S. Cho re same (.3); telephone conference with G. Singer re same (.2); send email to S. Cho re customer default letters (.2).
6/24/03	1.10	Shirley S Cho	Draft customer settlement motion summary (.4); telephone conference with H. Berzow re settlement procedures order (.2); revise customer settlement order per objection received (.3); draft seal order for customer settlement matrix (.3).
6/24/03	1.50	Haleh Rahjoo	Draft summary of motion for customer programs (.8); revise order for same motion (.5); review and reply to emails from S. Cho re same (.2).

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/24/03	.40	Eva H Davis	Review revised Hartford stipulation and comments to C. Lynn re same (.4).
6/24/03	.70	Geoffrey A Richards	Telephone conference with Morgan Stanley counsel re motion for substantial contribution (.4); telephone conference with B. Roof re same (.3).
6/25/03	.50	Marjon E Ghasemi	Telephone and email conference with R. Stovall re vendor returns (.3); confer with S. Cho re same (.2).
6/26/03	1.20	Shirley S Cho	Prepare for and telephone conference with committee re case status.
6/26/03	.20	Marjon E Ghasemi	Conference with S. Cho re Debtors' Illinois registration.
6/27/03	.40	Marjon E Ghasemi	Telephone conference with J. Nair re Illinois registration (.3); telephone call to M. Hauswirth re same (.1).
	137.80		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Description of Expenses

<u>Description</u>	<u>Amount</u>
Computer Database Research	311.04
Overnight Delivery	40.03
Scanned Images	30.75
Postage	6.31
Working Meals/K&E Only	36.61
Overtime Meals - Attorney	603.55
Telephone	352.65
Fax Telephone Charge	20.79
Fax Charge	101.25
Standard Copies	230.10
Word Processing Overtime	4,753.71
Total Expenses	\$ 6,486.79



The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ashley H Anderson	2.80	310.00	868.00
Robert T Buday	1.50	510.00	765.00
Shirley S Cho	5.80	420.00	2,436.00
Seth J Gerson	4.40	430.00	1,892.00
Marjon E Ghasemi	4.40	345.00	1,518.00
Steven R Kotarba	19.30	385.00	7,430.50
Christian Lynn	.20	225.00	45.00
Linda K Myers	1.50	545.00	817.50
Charles C Pak	11.50	435.00	5,002.50
Haleh Rahjoo	5.90	305.00	1,799.50
Geoffrey A Richards	25.70	460.00	11,822.00
Andrew R Running	.30	510.00	153.00
Peter M Spingola	.40	345.00	138.00
Victoria Wales	4.00	270.00	1,080.00
Richard L Wynne	17.60	670.00	11,792.00
Frank A Chavez	.50	90.00	45.00
Elizabeth Cox Arnold	19.10	190.00	3,629.00
Andrew J Groesch	38.60	190.00	7,334.00
Denise Wymore	.60	210.00	126.00
Alison V Keeny	3.00	150.00	450.00
James R Strohl	1.10	150.00	165.00
<b>Total</b>	<b>168.20</b>		<b>\$ 59,308.00</b>

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
5/06/03	.60	Steven R Kotarba	Participate in professionals' status call re hearing results, sales process, other open issues.
6/02/03	.30	Denise Wymore	Review email from V. Foldstead re suggestion of bankruptcy (.1); forward same (.2).
6/02/03	1.40	Ashley H Anderson	Prepare for and participate in professionals' telephone conference.
6/02/03	.80	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/02/03	.80	Geoffrey A Richards	Prepare for and participate in advisory committee telephone conference re case strategy.
6/03/03	3.50	Steven R Kotarba	Respond to various open case issues on-site.
6/03/03	.40	Marjon E Ghasemi	Telephone conference with J. Benias re several open case issues (.2); exchange email correspondence re shell pleadings, review and analyze draft of same (.2).
6/03/03	.40	Seth J Gerson	Telephone conference with other members of K&E, members of client and other professionals re various legal issues and deadlines in Chapter 11 Case.
6/03/03	3.50	Andrew J Groesch	Review and revise task list (3.0); correspond with attorneys re status of pending tasks (.5).
6/03/03	.80	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/03/03	2.10	Geoffrey A Richards	Prepare for and participate in professionals' telephone conference to

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			review agenda.
6/04/03	3.50	Steven R Kotarba	Work on-site re various issues.
6/04/03	.30	Peter M Spingola	Review several e-mails from A. Groesch re outstanding issues and timing of motions.
6/04/03	4.00	Andrew J Groesch	Revise task list and distribute to team (3.0); revise and circulate calendar (1.0).
6/04/03	1.30	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/05/03	1.00	Steven R Kotarba	Participate in professionals telephone conference.
6/05/03	.10	Peter M Spingola	Review agenda re status of motions.
6/05/03	.60	Shirley S Cho	Telephone conference with G. Richards, R. Roof et al. re case status call (.4); telephone conference with R. Roof re same (.2).
6/05/03	3.50	Richard L Wynne	Conference with T. Stenger, R. Roof, F. Huffard and bank group re current status.
6/05/03	.30	Seth J Gerson	Telephone conference with other members of K&E, client and other professionals re various legal issues relating to client and Chapter 11 Case.
6/05/03	.50	Haleh Rahjoo	Telephone conference with K&E team re open case issues.
6/05/03	.50	Andrew J Groesch	Prepare for and participate in legal issues telephone conference with AlixPartners, K&E, and Pachulski.
6/05/03	1.00	Andrew J Groesch	Review and revise calendar.
6/05/03	.70	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/05/03	1.40	Geoffrey A Richards	Review and revise task list.
6/05/03	.30	Andrew R Running	Participate in telephone conference with G. Richards, S. Cho and other Kirkland lawyers re legal issues.
6/06/03	.50	Steven R Kotarba	Participate in weekly professionals telephone conference to update on PACA and Reclamation Status.
6/06/03	.60	Shirley S Cho	Attend weekly professionals' call telephonically (.5); review email from A. Caine re status of possible preference litigation (.1).
6/06/03	1.00	Alison V Keeny	Create template pleading with boilerplate.
6/06/03	2.00	Alison V Keeny	Update and edit calendar.
6/06/03	.50	Marjon E Ghasemi	Exchange email correspondence with J. Benias re cross-border insolvency protocol (.1); review docket re status of order re same (.2); telephone calls to and from K. Bower re same (.2).
6/06/03	1.60	Andrew J Groesch	Revise calendar of upcoming events.
6/06/03	.30	Andrew J Groesch	Circulate conference call schedule to team.
6/06/03	.20	Andrew J Groesch	Telephone conference with C. Knotts re template for notice, orders and motions.
6/06/03	.70	Andrew J Groesch	Create templates for motion and order.
6/06/03	.40	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/08/03	1.00	Charles C Pak	Review and discuss with K&E internal working group the status of case and task management.
6/08/03	.20	Shirley S Cho	Review and respond to email from M.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Cleghorn re Canadian protocol (.1); email to C. Schaffel re same (.1).
6/09/03	1.50	Charles C Pak	Review and discuss with K&E internal team status of task management.
6/09/03	.60	Shirley S Cho	Telephone conference with G. Richards, E. Davis, W. Fraumann re case strategy (.5); review and forward entered cross border protocol order to C. Schaffel (.1).
6/09/03	.10	Shirley S Cho	Review correspondence from committee re extension of time.
6/09/03	.60	Marjon E Ghasemi	Telephone conference with G. Richards, R. Buday, S. Cho and V. Wales re coordination of motion process.
6/09/03	.20	Marjon E Ghasemi	Review entered copy of cross-border protocol order, forward same to J. Benias.
6/09/03	2.80	Andrew J Groesch	Send reminder to team to update status of their respective tasks for task list (.3); pull and circulate wages motion precedent (.5); revise task list (2.0).
6/09/03	1.00	Andrew J Groesch	Review discovery documents for upcoming dates for calendar (.5); revise calendar (.5).
6/09/03	1.10	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/10/03	.30	Shirley S Cho	Review and forward pleadings and correspondence received to appropriate personnel.
6/10/03	.40	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/10/03	.90	Geoffrey A Richards	Prepare for and participate in telephone conference with Kirkland and Pachulski teams re agenda review with

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			the committee.
6/11/03	.30	Richard L Wynne	Telephone conference with S. Cho re review of motions in preparation for OCC call.
6/11/03	.30	Denise Wymore	Review voice mail from L. Levin (.1); telephone conference with L. Levin re IGA Supermarkets (.2).
6/11/03	.80	Haleh Rahjoo	Review pro hac vice application (.5); review and reply emails from A. Groesch re same (.3).
6/11/03	1.20	Elizabeth Cox Arnold	Draft pro hac vice application for A. Paris.
6/11/03	.40	Elizabeth Cox Arnold	Discuss calendar and task list with A. Groesch.
6/11/03	2.00	Andrew J Groesch	Review, revise, and edit task list.
6/11/03	3.20	Andrew J Groesch	Revise and update calendar.
6/11/03	.50	Andrew J Groesch	Review docket for upcoming calendar dates.
6/11/03	1.50	Andrew J Groesch	Revise pro hac motion for A. Paris and H. Rahjoo.
6/11/03	.90	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/11/03	1.10	Geoffrey A Richards	Prepare for and participate in committee update telephone conference
6/12/03	1.00	Victoria Wales	Prepare for and participate in the legal issues telephone conference.
6/12/03	.40	James R Strohl	Update critical dates calendar re upcoming hearing and objection dates.
6/12/03	.60	Marjon E Ghasemi	Review several voicemails and email from J. Benias re various open issues (.2); telephone conference with J. Benias re same (.4).

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/12/03	1.00	Seth J Gerson	Telephone conference with members of client, other members of K&E and other professionals re various legal issues related to client and Chapter 11 Case.
6/12/03	1.50	Elizabeth Cox Arnold	Telephone conference with Fleming team re open issues.
6/12/03	1.50	Andrew J Groesch	Prepare for and participate in legal issues telephone conference with K&E, Pachulski, and AlixPartners personnel.
6/12/03	.50	Andrew J Groesch	Locate critical trade precedent.
6/12/03	.30	Andrew J Groesch	Arrange for filing pro hac vice motion for A. Paris and H. Rahjoo.
6/12/03	.60	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/12/03	1.10	Geoffrey A Richards	Prepare for and participate in committee weekly telephone conference.
6/13/03	1.50	Charles C Pak	Review status of case and potential sale and reorganization strategies with internal K&E team.
6/13/03	.20	Shirley S Cho	Telephone conference with C. Lhulier re stipulation to extend deadline for committee.
6/13/03	.30	Richard L Wynne	Telephone conference with T. Stenger, L. Jones and F. Huffard re exclusivity.
6/13/03	.70	James R Strohl	Locate protocol for establishing fee review committees.
6/13/03	5.80	Andrew J Groesch	Review docket for upcoming dates (1.0); review, revise, and circulate calendar of upcoming events (4.0); circulate hearing transcript to team (.3); compile and circulate conference call calendar (.5).
6/16/03	.40	Shirley S Cho	Review incoming faxes and pleadings and

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			forward accordingly.
6/16/03	.20	Shirley S Cho	Review UST letters re committee representation.
6/16/03	2.00	Richard L Wynne	Telephone conference with D. Capozzola re Hawaii crazy person (.2); telephone conference with E. Davis re supply agreement (multiple phone calls and e-mails) (.4); telephone conference with P. Aronzon re bid procedures and supply agreement deal points (.2); telephone conference with F. Huffard re bid letter issues (.2); telephone conference with OCC re updates (.7); telephone conference with G. Richards re update on all to do items (.3).
6/16/03	.40	Haleh Rahjoo	Review court dockets for latest filings.
6/16/03	1.00	Elizabeth Cox Arnold	Review and revise calendar.
6/16/03	.30	Andrew J Groesch	Send additional dates to E. Cox-Arnold for inclusion in calendar.
6/16/03	.90	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/16/03	1.80	Geoffrey A Richards	Prepare for and participate in committee update call.
6/17/03	2.00	Steven R Kotarba	Participate in professionals telephone conference.
6/17/03	.20	Shirley S Cho	Review and reply to emails from A. Groesch re outstanding tasks.
6/17/03	1.00	Victoria Wales	Prepare for and participate in the legal issues telephone conference.
6/17/03	.80	Ashley H Anderson	Prepare for and participate in e-mail conferences with S. Gautier of Milbank and S. Cho re confidentiality agreements (.3); review confidentiality agreements received to date and

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			determine missing signatures (.5).
6/17/03	1.00	Seth J Gerson	Telephone conference with members of client, Pachulski, other professionals and other members of K&E re legal issues in Chapter 11 Cases.
6/17/03	.30	Haleh Rahjoo	Review and reply to multiple emails from A. Groesch re task list.
6/17/03	1.00	Elizabeth Cox Arnold	Conference call re status.
6/17/03	2.50	Elizabeth Cox Arnold	Review and revise task list and calendar.
6/17/03	1.00	Andrew J Groesch	Prepare for and participate in legal issues telephone conference with K&E, Pachulski, and AlixPartners.
6/17/03	3.50	Andrew J Groesch	Review, revise, and circulate task list (2.5); finalize and circulate calendar of upcoming events (1.0).
6/17/03	1.20	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/17/03	1.50	Linda K Myers	Review of task list and correspondence.
6/18/03	7.50	Charles C Pak	Draft and revise memorandum re competing proposals for purchaser of certain assets of wholesale division and discuss with internal working group (6.5); coordinate preparation of related transition services agreement (.5); telephone conference with internal K&E team to discuss timing of related bankruptcy filings (.5).
6/18/03	1.20	Shirley S Cho	Telephone conference with A. DeNatale and Alvarez and Marsal re status of case (1.0); meet and confer with M. Ghasemi re case status (.2).
6/18/03	.30	Marjon E Ghasemi	Telephone conference with J. Benias re proposed settlement procedures motion.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/18/03	.50	Elizabeth Cox Arnold	Discuss case status with A. Groesch.
6/18/03	1.70	Elizabeth Cox Arnold	Review recently received pleadings and correspondence (1.0); update task list and calendar re same (.7).
6/19/03	2.50	Richard L Wynne	Conference with creditors' committee focused on supply agreement.
6/19/03	1.00	Victoria Wales	Prepare for and participate in the legal issues telephone conference.
6/19/03	1.00	Haleh Rahjoo	Telephone conference with K&E team.
6/19/03	3.50	Elizabeth Cox Arnold	Review, revise and distribute updated calendar (3.0); discuss status with A. Groesch (.5).
6/19/03	.80	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/20/03	1.00	Steven R Kotarba	Participate in conference call re open issues and case status.
6/20/03	.30	Richard L Wynne	Conference with P. Willmott re future steps for Chapter 11.
6/20/03	.50	Ashley H Anderson	Review and discuss confidentiality agreements with Milbank counsel.
6/20/03	1.10	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/21/03	8.60	Richard L Wynne	Telephone conference with C&S entire team and Fleming team re negotiating bid letters and supply agreement (5.5); telephone conference re agenda to prepare for omnibus hearing (2.0); analyze supply agreement (.4); analyze bid letter revisions (.7).
6/22/03	1.00	Andrew J Groesch	Review docket sheet for upcoming events to calendar and task list and email same to E. Cox-Arnold.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/23/03	2.50	Steven R Kotarba	Review and respond to daily correspondence.
6/23/03	.10	Shirley S Cho	Telephone conference with R. Roof re status of case.
6/23/03	1.10	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/24/03	1.50	Robert T Buday	Participate in legal issues telephone conference.
6/24/03	1.00	Steven R Kotarba	Participate in professionals telephone conference re case status.
6/24/03	2.20	Steven R Kotarba	Respond to daily correspondence and prepare research as necessary.
6/24/03	1.00	Victoria Wales	Prepare for and participate in the legal issues conference call.
6/24/03	1.40	Seth J Gerson	Telephone conference call with members of client, AlixPartners and other professional re various legal issues and matters relating to client and Chapter 11 cases.
6/24/03	2.10	Haleh Rahjoo	Multiple telephone conferences with K&E team re agenda for next hearing (1.8); review court docket for latest filings (.3).
6/24/03	1.00	Andrew J Groesch	Prepare for and participate in legal issues telephone conference re status of Canadian issues and pending motions.
6/24/03	.90	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/25/03	.10	Ashley H Anderson	Participate in telephone conference with G. Richards re hearing results.
6/25/03	.50	Frank A Chavez	Locate, for attorney review and use, various documents re summary of payment patterns by the debtor to parties of

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			plaintiff class.
6/25/03	.50	Elizabeth Cox Arnold	Telephone conference with A. Gropes re status.
6/25/03	1.20	Elizabeth Cox Arnold	Update task list and calender.
6/25/03	.50	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/26/03	1.50	Steven R Kotarba	Participate in professionals telephone conference.
6/26/03	.40	Shirley S Cho	Attend legal issues telephone conference.
6/26/03	.30	Seth J Gerson	Telephone conference with client, other professionals and other members of K&E re various legal issues related to client and Chapter 11 case.
6/26/03	.30	Haleh Rahjoo	Review court docket for recent filings.
6/26/03	1.00	Elizabeth Cox Arnold	Review recently received pleadings and correspondence.
6/26/03	1.00	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/26/03	.40	Geoffrey A Richards	Review and revise purchase agreement press release.
6/27/03	.20	Christian Lymn	Meeting with E. Davis re various Fleming matters.
6/27/03	1.80	Marjon E Ghasemi	Draft motion to extend time to remove actions (1.0); review and revise same (.5); telephone and email conferences with S. Cho and C. Lhulier re same (.3).
6/27/03	3.10	Elizabeth Cox Arnold	Update and distribute task list (3.0); discuss task list revisions with S. Cho (.1).

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/27/03	.20	Andrew J Groesch	Telephone conference with G. Richards re status of task list.
6/27/03	.80	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
6/28/03	.40	Andrew J Groesch	Review and respond to emails re email reminders for critical dates list.
6/29/03	.30	Shirley S Cho	Review and revise task list.
6/29/03	.30	Andrew J Groesch	Review and respond to email re upcoming dates for calendar.
6/30/03	.40	Shirley S Cho	Review and forward fifteen entered orders to appropriate personnel.
6/30/03	.10	Richard L Wynne	Analyze Hogan correspondence and reply re Berry software.
6/30/03	.50	Haleh Rahjoo	Review latest filings (.3); review and reply to email from A. Panahi re petition date (.2).
6/30/03	.80	Geoffrey A Richards	Prepare for and participate in daily executive committee meeting re case developments.
	168.20		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Description of Expenses

<u>Description</u>	<u>Amount</u>
Outside Copy/Binding Services	379.18
Color Copies (11 X 17)	2.25
Color Copies	45.00
Working Meals/K&E Only	184.78
Secretarial Overtime	747.28
Filing Fees	7.10
Standard Copies NY	32.85
Tabs/Indexes/Dividers	22.30
Local Transportation	499.43
Computer Database Research	2,544.52
Working Meals/K&E and Others	24.00
Overtime Transportation	256.95
Library Document Procurement	40.00
Overtime Meals - Attorney	170.23
Scanned Images	548.85
Postage	7.93
Outside Paralegal Assistance	1,537.50
Outside Messenger Services	241.75
Overtime Meals	64.00
Airfare	798.50
Transportation to/from airport	457.83
Telephone	13,028.03
Fax Telephone Charge	169.29
Fax Charge	4,026.76
Standard Copies	2,397.60
Overnight Delivery	1,552.86
Travel Expense	615.30
Word Processing Overtime	3,427.22
Total Expenses	\$ 33,829.29

July 25, 2003

The Fleming Company  
1945 Lakepoint Drive  
P. O. Box 2993  
Lewisville, TX 75029

ATTN: Peter S. Willmott

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive  
Chicago, Illinois 60601  
FEIN 36-1326630

Inv.# 2682625

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IN THE MATTER OF                      Cash, Collateral/DIP Financing  
File No. 40575-0007

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 33,075.50
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 2,364.26
Total for legal services rendered and expenses incurred	\$ 35,439.76

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Andrew J Bates	5.20	345.00	1,794.00
Tim P Brown	12.90	390.00	5,031.00
Shirley S Cho	.10	420.00	42.00
Andres C Mena	27.00	345.00	9,315.00
Linda K Myers	9.60	545.00	5,232.00
Maureen E Sweeney	19.90	410.00	8,159.00
Richard L Wynne	1.00	670.00	670.00
Catherine A Aebischer	5.50	185.00	1,017.50
Christopher J Valeri	12.10	150.00	1,815.00
Total	93.30		\$ 33,075.50

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
5/06/03	4.20	Linda K Myers	Review of Farmland and Farris objections (.5); review of revised credit agreement (1.5); review of revised final order (.5); review of DIP objection and telephone conference with S. Cho re same (.3); telephone conference with R. Wynne re trade program issues (.3); review of revised trade documents (.5); review and respond to inquiry on asset sale and DIP (.4); telephone conference with M. Sweeney re DIP hearing (.2); review of summary of hearing (.5); review of matters for 5/19 hearing (.3).
6/01/03	.50	Andres C Mena	Coordinate with A. Bates re promissory notes (.2); leave messages for C. Hernandez re promissory notes (.3).
6/02/03	2.80	Andres C Mena	Coordination with M. Sweeney (.5); telephone conversations with J. Price and D. Diallo (1.0); coordinate last sets of signature pages (.5); email exchange with M. Mallone re missing stock certificates (.3); telephone conversation with D. Bickford re delivery of promissory notes (.5).
6/02/03	.50	Andrew J Bates	Discuss ACAs with J. Price of White & Case (.2); discuss status of Closing and other matters with A. Mena and M. Sweeney (.3).
6/02/03	1.00	Catherine A Aebischer	Update lien schedule (.6); follow-up and circulate UCC termination statement filing evidence (.4).
6/02/03	8.10	Maureen E Sweeney	Collateral closing.
6/02/03	4.60	Christopher J Valeri	Multiple office conferences with A. Mena re assignment (.5); draft and review receipt letters for promissory notes (.6); deliver promissory notes to

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			J. Price and obtain signature on receipt letter after his review of same (1.0); return to K&E (.5); organize and assemble multiple documents (1.5); in-house distribution of documents (.3); multiple copies, proof read for accuracy (.2).
6/03/03	2.00	Andres C Mena	Telephone conference with J. Price (.5); coordinate further changes to closing deliverables with C. Aebischer (1.0); telephone discussions with B. Folse (.2); follow-up re deliverables (.3).
6/03/03	.60	Andrew J Bates	Review Chase ACA (.3); e-mails to K. Fuhrman, M. Sweeney, A. Mena and others re ACAs and promissory notes (.3).
6/03/03	.50	Catherine A Aebischer	Amend schedules to credit agreement.
6/03/03	1.00	Tim P Brown	Exchange email with counsel to Deutsche Bank re Tripartite Agreements (.3); telephone conference with counsel to Bank One re same (.2); exchange email with Fleming re same (.2); review and respond to email from S. Cho re transfer of Fleming notes and conference with M. Sweeney re same (.3).
6/03/03	1.00	Linda K Myers	Review of correspondence re note pledge (.2); review of revised credit agreement changes (.3); review of revised calendar (.2); review of revised agenda (.2); review of boilerplate language for pleadings (.1).
6/03/03	2.90	Maureen E Sweeney	Conference re DSI letters of credit (.2); various conferences re support certificate (.7); conduct opinion due diligence and deliver opinion (2.0).
6/04/03	.50	Andres C Mena	Coordinate with C. Aebischer re closing deliverables.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/04/03	.50	Andrew J Bates	Review various e-mails re Control Agreements (.2); review revised Banc One & Wells Fargo Control Agreements (.3).
6/04/03	1.00	Catherine A Aebischer	Revise lien summary and annexes to Security Agreement.
6/04/03	.50	Linda K Myers	Review of order re sales under DIP agreement (.3); correspond with M. Sweeney re same (.2).
6/04/03	1.40	Maureen E Sweeney	Review and discuss sale order and asset sales under DIP agreement.
6/05/03	.50	Andres C Mena	Coordinate pending closing issues with C. Aebischer.
6/05/03	.50	Andrew J Bates	Review revised Control Agreements and e-mails re same (.3); telephone conference with K. Fuhrman of Fleming re same (.2).
6/05/03	.50	Tim P Brown	Review and respond to email from S. Cho re vendor comments on Trade Lien Program and documents (.2); draft and forward email memorandum to C. Birchette re same (.3).
6/06/03	.50	Andrew J Bates	Review Account Control Agreements (.2); telephone conference to discuss same with K. Fuhrman (.3).
6/08/03	.30	Andres C Mena	Follow-up email to B. Folsie re closing issues.
6/09/03	1.00	Andres C Mena	Telephone conference with J. Price re closing deliverables (.5); coordinate related issues with C. Aebischer (.5).
6/09/03	3.00	Catherine A Aebischer	Revise signature pages to closing documents (1.9); circulate final signature pages (1.1).
6/10/03	.80	Andres C Mena	Coordinate with C. Aebischer re closing documents.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/10/03	.70	Linda K Myers	Review of comments on surety bond facility (.5); correspond with E. Davis re same and DIP execution (.2).
6/11/03	1.50	Andres C Mena	Telephone conferences with J. Price re closing deliverables (1.0); follow-up discussions with C. Aebischer and P. Spingola (0.5).
6/11/03	1.00	Richard L Wynne	Telephone conference with all professionals re bank issues.
6/11/03	.40	Linda K Myers	Review of and respond to correspondence re indenture trustee transfers (.2); telephone conference with T. Brown re same (.2).
6/12/03	.30	Andrew J Bates	Discussion with K. Fuhrman re Sun Trust lien and account control situation.
6/12/03	2.80	Tim P Brown	Revise trustee form of assignment agreement (1.8); telephone conference re counsel to outgoing trustees re same (.6); exchange email with counsel to incoming trustee re same (.4).
6/13/03	.80	Andres C Mena	Coordinate with A. Bates and C. Aebischer re final pending items (.5); telephone conversation with B. Folse re same (.3).
6/13/03	.50	Andrew J Bates	Telephone conference with D. Diallo of White & Case re liens, control agreements, IP schedule (.3); telephone conference with A. Mena re same (.2).
6/14/03	.30	Andres C Mena	Conference with M. Sweeney re open issues.
6/16/03	.40	Andres C Mena	Telephone conference with J. Price re closing status.
6/16/03	1.00	Tim P Brown	Telephone conferences to and from counsel to Fleming vendor (.6); exchange email with C. Birchette re same (.4).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/16/03	.30	Linda K Myers	Telephone conference with E. Davis re supply agreement (.2); review of correspondence re same (.1).
6/16/03	.50	Maureen E Sweeney	Review credit agreement re asset disposition questions.
6/17/03	.90	Andres C Mena	Conference with M. Sweeney (.4); emails with A. Bates re incumbency certificates (.2); telephone discussions with J. Price (.3).
6/17/03	.30	Andrew J Bates	E-mails concerning Incumbency, Control Agreements, etc.
6/17/03	.60	Tim P Brown	Review and respond to email from A. Groesch re Fleming vendor and Trade Lien Program (.2); review documents and background information re same and further exchange with A. Groesch (.4).
6/17/03	1.50	Linda K Myers	Several telephone conferences and meetings with T. Brown re credit Agreement issues and review and questions on transfer agreement.
6/17/03	2.00	Maureen E Sweeney	Review DIP order, DIP agreement and proposed supplemental DIP term sheet.
6/18/03	.80	Andres C Mena	Conference re status of documents with M. Sweeney (.5); draft email for M. Scott re same (.3).
6/18/03	.30	Andrew J Bates	Various e-mails concerning lien situation and Control Agreements, etc.
6/18/03	1.00	Linda K Myers	Review of presentation to lenders.
6/18/03	2.00	Maureen E Sweeney	Multiple conferences re post-closing items (.5); coordinate post-closing deliveries (1.5).
6/19/03	.70	Andres C Mena	Conference with M. Sweeney (.2); telephone conference with J. Price (.2). email to K. Richesson (.3).
6/20/03	.50	Andres C Mena	Conference with M. Sweeney re schedule

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			issues (.2); telephone conference with J. Price re same (.3).
6/23/03	.40	Andres C Mena	Conference re agreement issues with M. Sweeney.
6/23/03	.50	Tim P Brown	Review vendor letter forwarded by G. Richards and respond via email re same (.3); exchange email with Fleming re same (.2).
6/24/03	3.00	Andres C Mena	Conference call with D. Vick re security interests in trademarks (1.0); telephone conference with J. Price re same (.5); review revised trademark schedules (1.5).
6/24/03	.70	Andrew J Bates	Due Diligence on guarantee obligations under pre-petition Credit Agreement and existing Indentures (.6); voicemails to S. Cho re same (.1).
6/24/03	2.10	Tim P Brown	Prepare for and participate in telephone conference with Fleming treasurer re assignment agreement (1.0); exchange email with counsel to incoming and outgoing trustees re same (.4); review markup of Bank One forms of agreement prepared by K. Fuhrman and forward same to counsel to trustees (.7).
6/24/03	.50	Maureen E Sweeney	Review and revise officer's certificate.
6/25/03	4.30	Andres C Mena	Coordinate with C. Valeri preparation of IP schedules (1.0); conference calls and follow-up discussions with D. Vick re IP (2.0); review of corresponding security agreements (1.3)
6/25/03	1.40	Tim P Brown	Telephone conference with Fleming representatives re form of assignment agreement (.5); telephone conferences with counsel to incoming and outgoing trustees re same (.6); exchange email with Fleming and counsel to trustees re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			forms of indenture (.3).
6/25/03	5.00	Christopher J Valeri	Multiple office conferences with A. Mena re assignment (.2); create, review and revise trademark schedules(4.0); organize and assemble multiple documents (.6); in-house distribution of documents (.2).
6/26/03	4.00	Andres C Mena	Telephone conferences with J. Price re IP security agreements (1.0); review schedules to the IP security agreements with C. Valeri (2.0); discuss and coordinate execution of documents with D. Vick (1.0).
6/26/03	.50	Andrew J Bates	E-mails re bond provisions, guaranty obligations and debt schedules.
6/26/03	1.00	Maureen E Sweeney	Review and revise officer's certificate.
6/26/03	2.50	Christopher J Valeri	Office conference with A. Mena re assignment (.2); organize and assemble multiple schedules and exhibits (1.8); prepare and send package to J. Price at White & Case (.5).
6/27/03	.40	Andres C Mena	Telephone conference with J. Price (.2); coordinate with M. Sweeney (.2)
6/27/03	1.00	Tim P Brown	Exchange email with Fleming re assignment agreements; telephone conference with P. Groenwegen re same; telephone conference with L. Binder re same.
6/29/03	.40	Andres C Mena	Conference with M. Sweeney re schedules.
6/30/03	.20	Andres C Mena	Conference with M. Sweeney re schedules.
6/30/03	.10	Shirley S Cho	Review and respond to email of K. Furhman re monthly certification for lenders.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/30/03	2.00	Tim P Brown	Telephone conferences with counsel to incoming and outgoing trustees re assignment agreements (.5); review latest drafts of assignment agreements and exchange email with Fleming treasurer re same (1.5).
6/30/03	1.50	Maureen E Sweeney	Conference re compliance certificate (.3); draft and distribute compliance certificate (1.2).
	93.30		TOTAL HOURS

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Description of Expenses

<u>Description</u>	<u>Amount</u>
Overtime Meals - Legal Assistant	63.17
Computer Database Research	285.38
Working Meals/K&E and Others	120.00
Outside Messenger Services	29.00
Overtime Meals - Attorney	78.00
Secretarial Overtime	770.09
Color Copies	15.00
Standard Copies NY	259.65
Overnight Delivery	219.46
Telephone	264.76
Standard Copies	16.00
Binding	12.25
Scanned Images	28.35
Local Transportation	14.00
Overtime Transportation	180.15
Overtime Meals	9.00
Total Expenses	\$ 2,364.26



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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Damian D Capozzola	.50	410.00	205.00
Shirley S Cho	3.90	420.00	1,638.00
Marjon E Ghasemi	.80	345.00	276.00
Steven R Kotarba	7.70	385.00	2,964.50
Haleh Rahjoo	35.80	305.00	10,919.00
Irene M Reed	1.00	270.00	270.00
Geoffrey A Richards	8.40	460.00	3,864.00
Andrew R Running	3.80	510.00	1,938.00
Stephanie M Stern	31.00	295.00	9,145.00
Richard L Wynne	.50	670.00	335.00
Frank A Chavez	1.00	90.00	90.00
Andrew J Groesch	13.20	190.00	2,508.00
Alison V Keeny	.70	150.00	105.00
Gary McCollum	.80	150.00	120.00
Shannon Roberts	.30	145.00	43.50
<b>Total</b>	<b>109.40</b>		<b>\$ 34,421.00</b>

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/01/03	.20	Shirley S Cho	Analyze setoff issue.
6/03/03	.70	Alison V Keeny	Telephone conference with outside party re amount of claim (.1); follow up telephone conference re same (.1); search for creditors' list (.5).
6/04/03	6.00	Stephanie M Stern	Conference re format for Kmart administrative claim (.8); draft of same (2.0); review exhibits (3.2).
6/04/03	1.00	Irene M Reed	Research re whether payment by a subtenant may be asserted as an administrative expense
6/04/03	2.20	Haleh Rahjoo	Telephone conference with J. Blakely re Falls Plaza objection (.4); review and reply to email from J. Blakely re same (.3); multiple telephone conferences with P. Lucy and S. Grady re Learsi's objection (.7); telephone conference with K. Richesson and R. Hawk re cure amounts (.4); review and reply to emails from A. Cooper re same (.4).
6/04/03	1.90	Haleh Rahjoo	Draft motion to approve Sherwood settlement (1.6); review and reply to emails from M. Ghasemi re same (.3).
6/05/03	.50	Shirley S Cho	Meet and confer with C. Birchette and B. Folse re setoff issues.
6/05/03	.50	Richard L Wynne	Telephone conference with S. Cho re estimation motion.
6/05/03	6.30	Haleh Rahjoo	Draft omnibus motion for settlement procedures (2.2); legal research re same (1.2); review and reply to emails from S. Cho and M. Ghasemi re same (.3); review several related cases re settlement thresholds and procedures (2.3); review and reply to emails from S. Cho re same (.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/05/03	.50	Damian D Capozzola	Attention to and analysis re Florida administrative claim.
6/05/03	1.20	Geoffrey A Richards	Review and revise customer omnibus claims settlement procedures motion.
6/06/03	2.00	Steven R Kotarba	Review and, as necessary respond to secured, administrative and priority claims.
6/06/03	3.00	Stephanie M Stern	Meet with A. Running re Kmart administration claim; begin revisions.
6/06/03	3.90	Haleh Rahjoo	Send multiple emails to S. Cho, G. Richards and B. Roof re filing of supplemental motion for customer programs (.4); review and reply to emails from S. Cho re same (.3); review revised motion for omnibus settlement procedures (.5); revise order for same (.6); review and reply to emails from S. Cho re same (.3); review other cases with same issues (.6); prepare chart re same (.7); review and reply to emails from C. Lhulier re same (.2); review and reply to emails from S. Cho and A. Groesche re motion to set claims bar date (.3).
6/06/03	.80	Andrew J Groesch	Research information to be added to bar date notice and correspond re same with H. Rahjoo.
6/06/03	.50	Andrew R Running	Confer with S. Stern re Fleming's administrative claim in the K-Mart bankruptcy.
6/07/03	5.80	Haleh Rahjoo	Draft motion and order for claims bar date (4.5); legal research re same (.8); review and reply to emails from S. Cho re same (.3); send emails to S. Kotarba and G. Richards re same (.2).
6/07/03	1.60	Geoffrey A Richards	Review and revise bar date motion and exhibits.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/09/03	2.00	Stephanie M Stern	Complete K-mart administrative claim.
6/09/03	4.00	Haleh Rahjoo	Revise motion to set claims bar date (2.2); telephone conference with B. Folse re same (.3); telephone conference with G. Richards re same (.3); telephone conference with B. Porter re same (.2); review and reply to multiple emails from G. Richards and S. Kotarba re same (.5); send emails to committee and secured lenders re same (.2); send emails to B. Roof, B. May, C. Mooney and T. Stenger re same (.3).
6/09/03	1.60	Geoffrey A Richards	Review and revise bar date motion.
6/09/03	.70	Geoffrey A Richards	Further revisions to bar date motion and order.
6/10/03	.30	Shirley S Cho	Review revised customer settlement motion from H. Rahjoo (.2); review and forward customer letter to H. Rahjoo (.1).
6/10/03	3.90	Haleh Rahjoo	Revise and finalize motion to set claims bar date order and all exhibits for filing (2.3); multiple telephone conferences with S. Kotarba and G. Richards re same (.8); review and reply to multiple emails from S. Kotarba and G. Richards re same (.5); review and reply to multiple emails from C. Lhulier re filing of same (.3).
6/10/03	1.00	Andrew J Groesch	Telephone conferences with S. Kotarba re bar date notice (.2); research publications to be utilized in publishing bar date notice (.7); correspond re same with H. Rahjoo (.1).
6/11/03	.30	Haleh Rahjoo	Review and reply to emails from A. Levin and S. Kotarba re notice of claims bar date.
6/12/03	.20	Shirley S Cho	Telephone conference with T. Morrow re proofs of claim bar date.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/12/03	.50	Frank A Chavez	Locate, retrieve and distribute for attorney review and use documents re motion to establish deadline to file proofs of claim filed by debtor.
6/12/03	.90	Haleh Rahjoo	Review and reply to emails from A. Levin and S. Kotarba re notice of claim bar date (.3); review and reply to emails from S. Cho and C. Schaffel re same (.3); respond to R. Covert inquiry on claims bar date (.3).
6/13/03	.50	Frank A Chavez	Locate, retrieve and distribute for attorney review and use pre-petition amounts of claims filed re Dunigan Fuels, Inc.
6/13/03	.50	Haleh Rahjoo	Review and reply to email from M. Ghasemi re bar date (.2); review and reply to email from C. Schafell re Canadian publications for bar date (.3).
6/15/03	.20	Shirley S Cho	Review KMart administrative claim.
6/16/03	.50	Shirley S Cho	Telephone conference with A. Running re Kmart administrative proof of claim (.2); review revised administrative proof of claim (.2); review and forward voicemail from defense counsel re counterclaim (.1).
6/16/03	4.00	Stephanie M Stern	Conference with G. Richards re Kmart administrative claim (.5); revise same (3.5).
6/16/03	1.10	Andrew R Running	Review and comment to S. Stern on latest draft of K-Mart administrative claim (.7); telephone conversation with S. Cho re same (.2); review e-mails from client and S. Stern re additional information needed for the claim (.2).
6/17/03	1.00	Stephanie M Stern	Revise Kmart administrative claim and review invoices re same.
6/17/03	.60	Haleh Rahjoo	Review and reply to emails from S.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Kotarba re motion to set claims bar date and banks comments (.3); review and reply to emails from S. Cho and G. Richards re same (.3).
6/17/03	.90	Andrew R Running	Participate in portion of legal issues telephone conference with Kirkland and client representatives (.4); exchange e-mails with S. Stern, S. Cho and G. Richards re K-Mart proof of claim (.5).
6/18/03	.80	Shirley S Cho	Review KMart administrative proof claim (.5); telephone conferences with A. Groesch re KMart proof of claim filing (.3).
6/18/03	.10	Shirley S Cho	Review and return voicemail of M. Ghasemi re customer settlement.
6/18/03	.20	Shirley S Cho	Review and forward creditor inquiry re asserting counterclaim (.1); email to C. Birchette re counterclaim filing in pending litigation (.1).
6/18/03	9.00	Stephanie M Stern	Work on Kmart administrative claim.
6/18/03	.50	Marjon E Ghasemi	Exchange email correspondence with creditor re claims bar date motion (.3); confer with S. Cho re same (.2).
6/18/03	.80	Haleh Rahjoo	Review committee's comments to motion to set claims bar date (.4); review and reply to emails from S. Kotarba and S. Cho re same (.4).
6/18/03	5.00	Andrew J Groesch	Correspond with S. Stern and A. Running re finalizing proof of claim against KMart (.5); telephone conferences with G. Richards re administrative claim against KMart (.3); telephone conferences with S. Cho re outstanding questions re Attachment A to administrative proof of claim (.2); review notice of administrative proof of claim deadline (.4); review and revise Attachment A to administrative claim against KMart (3.6).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/18/03	.40	Geoffrey A Richards	Review objection by US Trustee to settlement motion.
6/18/03	.80	Geoffrey A Richards	Review and revise motion for payment of administrative claim in KMart case.
6/18/03	.80	Andrew R Running	Review comments from G. Richards re draft K-Mart claim (.2); telephone conferences with S. Stern, A. Groesch and S. Kotarba re same (.5); confer with S. Stern re final revisions to the claim (.1).
6/19/03	6.00	Stephanie M Stern	Finalize Kmart administrative claim.
6/19/03	.30	Marjon E Ghasemi	Exchange email correspondence with C. Graves and H. Rahjoo re objection to claims bar date motion.
6/19/03	1.10	Haleh Rahjoo	Conference with S. Kotarba re bar date motion (.8); review and reply to emails from S. Cho and S. Kotarba re same (.3).
6/19/03	6.00	Andrew J Groesch	Finalize proof of claim of Fleming Companies against KMart (5.0); arrange for service and filing of Administrative Proof of Claim against KMart (1.0).
6/20/03	.90	Haleh Rahjoo	Review comments to bar date motion from C. Graver (.3); review and reply to emails from S. Kotarba and S. Cho re same (.3); review and reply to emails from S. Kotarba re notice of bar date and proof of claim form (.3).
6/20/03	.40	Andrew J Groesch	Confirm receipt of administrative claim against KMart by claims agent.
6/22/03	.30	Geoffrey A Richards	Review revisions to bar date order.
6/23/03	4.00	Steven R Kotarba	Research and draft memo to file re pension funding status and ramifications of same.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/23/03	.30	Shirley S Cho	Review Morrow affidavit in support of claims bar date procedure.
6/23/03	.50	Haleh Rahjoo	Review emails from S. Kotarba re bar date motion (.2); review revised order for same (.3).
6/24/03	.70	Haleh Rahjoo	Review and reply to emails from S. Kotarba re bar date motion and order (.4); review motion, revised order and notice for same (.3).
6/24/03	.50	Geoffrey A Richards	Review and revise customer settlement procedures order (.3); telephone conference with S. Cho re same (.2).
6/26/03	1.20	Steven R Kotarba	Research re pension funding issues.
6/26/03	.30	Shirley S Cho	Review T. Morrow affidavit re bar date and email to C. Schaffel re same.
6/26/03	1.30	Geoffrey A Richards	Review arbitration proceeding pleadings filed by McAfee & Taft (.9); telephone conference with S. Cho re same (.4).
6/27/03	.30	Shannon Roberts	Search shipping information to ensure claims information was received.
6/27/03	.80	Gary McCollum	Locate and assemble municipal bonds files to ship off site.
6/27/03	.50	Andrew R Running	Telephone conferences with S. Cho, R. Wynne and G. Richards re possible motion for extension of state court removal deadline (.4); review e-mail from G. Richards re same (.1).
6/28/03	.10	Shirley S Cho	Review and reply to email of M. John re bar date order.
6/30/03	.50	Steven R Kotarba	Telephone conference with H. Rahjoo, M. John re service and publication requirements re Bar Date.
6/30/03	.20	Shirley S Cho	Review Minnesota administrative motion request and email to S. McFarland re same.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/30/03	1.50	Haleh Rahjoo	Review order approving claims bar date (.4); telephone conference with S. Kotarba and M. John re same (.3); review and analysis of notice of bar date (.5); review and reply to emails from S. Kotarba and M. John re same (.3).
	109.40		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Description of Expenses

<u>Description</u>	<u>Amount</u>
Computer Database Research	262.18
Postage	9.36
Telephone	15.02
Scanned Images	2.85
Secretarial Overtime	9.69
Standard Copies	42.70
Total Expenses	\$ 341.80

July 25, 2003

The Fleming Company  
1945 Lakepoint Drive  
P. O. Box 2993  
Lewisville, TX 75029

ATTN: Peter S. Willmott

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive  
Chicago, Illinois 60601  
FEIN 36-1326630

Inv.# 2682624

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IN THE MATTER OF                      Corporate and Securities Matters  
File No. 40575-0009

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 65,581.50
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 13,006.27
Total for legal services rendered and expenses incurred	\$ 78,587.77

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Heather D Bawden	.10	225.00	22.50
Paul S Caruso	6.80	410.00	2,788.00
Eva H Davis	7.20	545.00	3,924.00
Willard G Fraumann, P.C.	17.10	660.00	11,286.00
Seth J Gerson	3.20	430.00	1,376.00
Robbin L Itkin	.40	625.00	250.00
Robert M Jason	.30	615.00	184.50
Natalie H Keller	1.50	425.00	637.50
Gregg Kirchhoefer	1.40	620.00	868.00
Eric C Liebeler	1.20	525.00	630.00
Christian Lynn	30.80	225.00	6,930.00
Charles C Pak	15.00	435.00	6,525.00
Richard Radnay	61.80	310.00	19,158.00
Geoffrey A Richards	5.60	460.00	2,576.00
Marimichael Skubel	6.50	445.00	2,892.50
Peter M Spingola	5.10	345.00	1,759.50
Richard J Tilley	.70	270.00	189.00
Catherine A Aebischer	10.70	185.00	1,979.50
Lori A Penny	1.50	175.00	262.50
Ellen J Schwanebeck	7.00	155.00	1,085.00
Denise Wymore	.80	210.00	168.00
James R Strohl	.60	150.00	90.00
<b>Total</b>	<b>185.30</b>		<b>\$ 65,581.50</b>

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
5/05/03	1.50	Geoffrey A Richards	Review issues raised by bond companies re stay termination and bond cancellation (1.1); telephone conference with M. Ghasemi and N. Keller re same (.4).
5/08/03	3.00	Catherine A Aebischer	Revise signatories and re-circulate officer's certificates (1.5); collect and organize bylaws for each debtor (1.5).
5/12/03	3.70	Catherine A Aebischer	Collect and organize executed signature pages to board consents and secretary's certificates, prepare list of outstanding signatures, assemble board consents and secretary's certificates (2.0); follow-up on outstanding signature pages (.5); prepare annexes to the security agreement and pledge agreement (.7); collect and forward to NY office charters for certain debtors (.5).
5/13/03	2.50	Catherine A Aebischer	Assemble and forward additional board consents and officer's certificates for signature, revise signatories to board consents (2.0); forward copies of executed board consents to White & Case (.5).
5/22/03	1.10	Natalie H Keller	Telephone conferences with E. Davis, C. Lynn S. Cho, R. Stoval and C. Wong re bond issues and follow-up re same.
5/27/03	.40	Natalie H Keller	Prepare for and participate in telephone conference with E. Davis, R. Stoval, B. Lebow, T. Sevier and XL re XL bonds.
6/01/03	4.20	Richard Radnay	Review 10-K (.1); telephone conference with D. Blechman, M. Genereux and E. Davis re data room preparation (3.2).

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/02/03	12.00	Richard Radnay	Prepare and set-up data room at the company.
6/02/03	1.80	Peter M Spingola	Review e-mail from M. Sweeney re revised security agreement (.2); analyze revisions to Security Agreement from White & Case (.6); draft comments in response re same (1.0).
6/02/03	1.40	Seth J Gerson	Review board of directors' presentation (.3); participate via telephone conference in Board of Directors Meeting (1.1).
6/02/03	2.30	Geoffrey A Richards	Prepare for and participate in board telephone conference re sales matters.
6/03/03	11.50	Richard Radnay	Prepare and set-up the data room at the company.
6/03/03	2.80	Paul S Caruso	Research re periodic reporting requirements in connection with related financials.
6/03/03	.60	Seth J Gerson	Review and edit multiple drafts of Form 8-K and Form 12b-25 (.5); telephone conference with R. Williams re same (.1).
6/03/03	1.00	Eva H Davis	Telephone conference with R. Radnay re data room (.2); meetings/telephone conferences with C. Pak re sale of wholesale business and sale of closed distribution centers (.4); review background materials on same (.4).
6/04/03	12.00	Richard Radnay	Prepare and set-up the data room at the company.
6/04/03	.20	Peter M Spingola	Draft e-mail to M. Sweeney re review of IP comments to corporate agreement.
6/04/03	.30	Gregg Kirchhoefer	Review e-mail re tsa.
6/04/03	.30	Gregg Kirchhoefer	Review and prepare e-mail re Security Agreement.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/06/03	3.50	Richard Radnay	calls with D. Blechman and H. Bawden re data room preparation (1.5); calls to company re collection of data room materials; review bid procedures (2.0).
6/06/03	.40	Peter M Spingola	Review and analyze voice mail from M. Sweeney re cure provisions in credit and security agreement (.2); review e-mail from White & Case re schedule of IP assets for security agreement (.2).
6/06/03	1.50	Lori A Penny	Draft Officer's Certificate, Secretary's Certificate and Board resolutions (1.1); email A. Anderson re same (.3); revise Secretary's Certificate (.1).
6/06/03	.30	Geoffrey A Richards	Office conference with B. Fraumann re SEC investigation and filing of financial statements.
6/08/03	1.00	Richard Radnay	Review updated data room index and document list; conference call with D. Blechman, R. Stovall, B. Folse and H. Bawden re data room.
6/08/03	.30	Richard J Tilley	Research re 10-K and 10-KA filings and discuss with K&E team.
6/08/03	2.20	Willard G Fraumann, P.C.	Telephone calls with B. Roof re accounting issues; conference call and telephone conference G. Richards re SEC filings; review and respond to voicemails and e-mails.
6/10/03	.50	Christian Lymn	Meeting with Dick Berger and Eva re surety bonds.
6/10/03	.10	Christian Lymn	Call to T. Stenger of Alixpartners re surety bonds.
6/10/03	.60	James R Strohl	Research central files re most recent 10K and 10Q documents (.5); send e-mail to R. Berger re same (.1).
6/10/03	2.20	Willard G Fraumann, P.C.	Telephone conference B. Roof re auditors, 10-K; telephone conferences

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			G. Richards and L. Urgenson; review and respond to voicemails and e-mails. Review 10-K.
6/11/03	.20	Christian Lymn	Telephone conference with Eva re XL term sheet.
6/11/03	.50	Christian Lymn	Telephone conference with K&E, Alixpartners re XL term sheet.
6/11/03	1.50	Christian Lymn	Revise XL term sheet.
6/11/03	.70	Christian Lymn	Telephone conference with Alixpartners, K&E and Andy Caine re surety bond litigation.
6/11/03	.20	Christian Lymn	Telephone conference with G. Ward re XL term sheet.
6/11/03	.80	Seth J Gerson	Review certain public and other information re SEC's investigation of client's financial statements and accounting practices (.6); telephone conference with A. Paris re same (.2).
6/11/03	1.20	Willard G Fraumann, P.C.	Telephone conference R. Wynne re auditors; telephone conference L. Urgenson; telephone conference G. Richards.
6/11/03	1.20	Eric C Liebeler	Review SEC materials on Fleming.
6/12/03	.20	Seth J Gerson	Telephone conference with W. Fraumann re client's SEC filings and preparation of same.
6/12/03	1.00	Willard G Fraumann, P.C.	Telephone conference S. Gerson; review and respond to voicemails and e-mails re SEC status.
6/13/03	.30	Richard J Tilley	Update working group list re K&E team (.1); draft email to P. Choi re same (.1); research LiveEdgar re filings (.1).
6/13/03	.20	Christian Lymn	Telephone conference with G. Ward re Hartford Stipulation.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/13/03	.80	Denise Wymore	Westlaw research for UCC filings for Panatela and Panatella (.5); telephone conference with CT Corporation re same (.3).
6/14/03	1.00	Richard Radnay	Telephone conference with Blackstone, Alix Partners, the Company, re due diligence requests.
6/14/03	2.00	Charles C Pak	Participate on telephone conference re due diligence with potential purchaser (.5); coordinate and review comments to form of purchase agreement with such purchaser (1.5).
6/15/03	.50	Charles C Pak	Participate on telephone conference re due diligence and status with potential purchaser (.5).
6/16/03	.10	Richard J Tilley	Prepare email to V. Girapali re-working group.
6/16/03	.20	Christian Lymn	Meeting with Eva re Di Giorgio Confidentiality Agreement.
6/16/03	.20	Christian Lymn	Telephone conference with Dick Berger re Hartford stipulation.
6/16/03	1.00	Christian Lymn	Revising Hartford's proposed stipulation.
6/16/03	.30	Christian Lymn	Telephone conference with Mike Generoux of Blackstone re Di Giorgio Confidentiality Agreement.
6/16/03	2.50	Christian Lymn	Revising Di Giorgio Confidentiality Agreement.
6/16/03	.90	Christian Lymn	Telephone conference with XL, Alixpartners and K&E re XL term sheet.
6/16/03	.60	Eva H Davis	Review and comment on revised Hartford stipulation (.4); telephone conferences with C. Lymn re same (.2).
6/17/03	1.50	Richard Radnay	Obtain names and addresses for

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			confidentiality agreements and calls with C. Pak and S. Cho re same (.5); obtain and review updated list of wholesale distribution centers and calls with M. Carey and L. Daniels re same (1.0).
6/17/03	4.50	Charles C Pak	Review and coordinate additional comments to purchase and supply agreement re sale of certain assets to potential purchasers (1.5); participate on telephone conferences re timing of filing bidding procedures and motion to approve form of supply agreement and review of such motions (1.0); review and comment on revised form of supply agreement with potential purchasers and related motions (2.0).
6/17/03	.20	Christian Lynn	Email to R. Stovall of Alixpartners re surety bond issues.
6/17/03	.20	Christian Lynn	Email to S. Leo (Hartford's counsel) re general bankruptcy issues and proposed stipulation.
6/17/03	.20	Seth J Gerson	Review client's most recent press release and Form 8-K.
6/17/03	3.00	Willard G Fraumann, P.C.	Conference call re D&O insurance; conference call with R. Bergen and G. Richards; Board conference call re D&O; review documents.
6/18/03	1.00	Marimichael Skubel	Telephone conference with potential asset purchaser re antitrust issues (.5); conferences and e-mail with K&E team on status and strategy (.5).
6/18/03	.50	Christian Lynn	Telephone conference with R. Stovall re Avalon Term Sheet.
6/18/03	1.00	Christian Lynn	Revise Di Giorgio confidentiality agreement.
6/18/03	.70	Christian Lynn	Revise Hartford Stipulation.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/18/03	.20	Christian Lymn	Meeting with E. Davis re surety bond term sheet.
6/18/03	.10	Christian Lymn	Call to Dick Berger re Hartford Stipulation.
6/18/03	.50	Christian Lymn	Review of various Fleming indentures to determine applicable interest payment dates.
6/18/03	.50	Christian Lymn	Telephone conferences with H. Levine re Di Giorgio Confidentiality Agreement.
6/18/03	.10	Christian Lymn	E-mail to M. Genereux re Di Giorgio Confidentiality Agreement.
6/18/03	.10	Christian Lymn	Call to Mike Genereux of Blackstone re Di Giorgio Confidentiality Agreement.
6/18/03	.80	Christian Lymn	Revising Avalon term sheet.
6/18/03	.40	Robbin L Itkin	Conference with R. Berger re Hartford letter of credit issues, review stipulation and discuss same.
6/18/03	1.50	Geoffrey A Richards	Prepare for and meet with A. Dykes re board approval issues involving asset sales.
6/19/03	1.80	Richard Radnay	Meet with C. McCullin re consent solicitations and cure notices and review spreadsheets from Alix Partners re contracts (1.6); call with C. Pak and H. Wallasea re transition services (.2).
6/19/03	2.50	Charles C Pak	Review and discuss with internal K&E working group the C&S proposal (.5); review and comment on revised bidding procedures (.5); further coordinate preparation of transition services agreement (.5); participate on telephone conference with Fleming to review C&S proposal (1.0)
6/19/03	4.00	Marimichael Skubel	Telephone conference with C&S's antitrust lawyer; analyze information

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			on C&S (.8); telephone conference with S. Nicholson re industry information and overlap analysis (.9); draft e-mail with antitrust assessment (1.3); office conferences re projects (1.0).
6/19/03	.10	Christian Lymn	Call to Mike Genereux of Blackstone re confidentiality agreement.
6/19/03	.30	Christian Lymn	Telephone conference with R. Radnay re closed Fleming PSC facilities.
6/19/03	.20	Christian Lymn	Telephone conference with S. Cho re Hartford Stipulation.
6/19/03	.70	Christian Lymn	Telephone conferences with Harlan Levine (Di Giorgio's general counsel) re confidentiality agreement.
6/19/03	.50	Christian Lymn	Review and analysis of Fleming 10 5/8% Subordinated Indentures re interest payment issues.
6/19/03	1.70	Christian Lymn	Revise Di Giorgio confidentiality agreement
6/19/03	2.00	Christian Lymn	Revise Hartford Stipulation.
6/19/03	.30	Christian Lymn	Telephone conference with K&E and Alixpartners re Hartford and surety bond issues.
6/19/03	4.50	Eva H Davis	All hands telephone conference with T. Stenger, F. Huffard, K. Richesson, C. Pak, R. Wynne, M. Gross and representatives from C&S to discuss C&S proposal (3.5); follow up telephone conference re revisions to C&S term sheet with C. Pak and R. Wynne (.3); telephone conference re Supply Agreement with L. Price and M. Nordon (.4); prepare comments to same (.3).
6/19/03	1.10	Eva H Davis	Telephone conferences with G. Ward, C. Lymn, N. Keller, R. Stovall, R. Berger re Hartford surety bond issues and stipulation (.2); telephone conferences

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			with S. Leo, G. Cranley, Hartford principals, G. Ward, R. Stovall, re Hartford surety bond issues and stipulation (.4); review and comment on revised Hartford stipulation (.3); meetings with C. Lym re same (.2).
6/19/03	3.00	Willard G Fraumann, P.C.	Review D&O documents; conference call with B. Roof and N. Clemons.
6/20/03	1.80	Richard Radnay	Telephone conferences with AlixPartners re data for consent solicitations and cure schedules (.8); review comments to C&S proposal (1.0).
6/20/03	5.50	Charles C Pak	Review revised supply agreement with internal working group (0.5); review and discuss bid proposal with potential bidder and Fleming and revise and distribute the same (5.0)
6/20/03	4.00	Paul S Caruso	Review corporate materials in connection with preparation of disclosure statement.
6/20/03	.30	Robert M Jason	Various telephone conferences re asset sale issues.
6/20/03	1.00	Marimichael Skubel	Conferences and e-mail re case status (.6); telephone conference and e-mail exchange with S. Nicholson re information on overlaps (.4).
6/20/03	7.00	Ellen J Schwanebeck	Research wholesale grocery distribution in overlap areas between the companies (2.6); prepare chart of data concerning grocery wholesale companies in the overlap areas for antitrust analysis (4.4).
6/21/03	.20	Christian Lymn	Revise summary of objection to Hartford's motion for relief from stay.
6/22/03	.10	Heather D Bawden	Review and respond to message from R. Radnay re pending sale issue.
6/22/03	3.00	Willard G Fraumann, P.C.	Review D&O materials and files.

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/23/03	2.00	Christian Lymn	Revising Hartford Stipulation.
6/23/03	.50	Christian Lymn	Telephone conference with Dick Berger re Hartford Stipulation.
6/23/03	.70	Christian Lymn	Telephone conferences with G. Ward re Hartford Stipulation.
6/24/03	11.50	Richard Radnay	Conference with K. Richesson re schedules (.4); prepare schedules (9.9); telephone conference with AlixPartners and Blackstone re schedules and contract listings (1.2).
6/24/03	.40	Christian Lymn	Telephone conference with G. Ward re Stipulation.
6/24/03	2.50	Christian Lymn	Revise Hartford Stipulation.
6/24/03	.40	Christian Lymn	Telephone conference with D. Berger re Hartford stipulation.
6/24/03	.30	Christian Lymn	Various emails to Hartford re Stipulation.
6/25/03	1.00	Christian Lymn	Revise Hartford Stipulation.
6/25/03	.70	Christian Lymn	Telephone conferences with G. Ward re Exhibits to Hartford Stipulation.
6/25/03	.20	Christian Lymn	Telephone conference with D. Berger re Hartford Stipulation.
6/25/03	.50	Gregg Kirchhoefer	Review and prepare e-mail re transition services agreement and IP issues.
6/26/03	1.50	Christian Lymn	Review of certain Core-Mark/Westchester surety bonds.
6/26/03	.20	Christian Lymn	Telephone conference with J. Bienias re various Core-Mark Bonds.
6/26/03	.30	Gregg Kirchhoefer	Review and prepare e-mail re transition services agreement and copyright infringement claim.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/27/03	.20	Christian Lynn	Email to S. Cho and R. Berger re bankruptcy question on collateral.
6/27/03	.20	Christian Lynn	Telephone conference with R. Stovall of Alixpartners re Avalon.
6/27/03	.10	Christian Lynn	Call to M. Sweeney re Fleming DIP Facility.
6/27/03	1.50	Catherine A Aebischer	Prepare board consent re authorization of resignation, appointment and acceptance agreements.
6/27/03	1.50	Willard G Fraumann, P.C.	Review D&O coverage issues and filings.
6/30/03	2.70	Peter M Spingola	Review and analyze Skadden mark up of APA and trademark issues.
6/30/03	.50	Marimichael Skubel	Review language of APA and e-mail re antitrust language.
	185.30		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
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Description of Expenses

<u>Description</u>	<u>Amount</u>
Outside Messenger Services	28.86
Computer Database Research	1,343.92
Overnight Delivery	124.16
Outside Copy/Binding Services	24.06
Scanned Images	22.20
Telephone	434.20
Fax Telephone Charge	13.45
Fax Charge	123.75
Standard Copies	288.20
Overtime Meals - Attorney	98.59
Working Meals/K&E Only	56.96
Overtime Transportation	103.54
Airfare	3,411.00
Transportation to/from airport	152.40
Car Rental	710.56
Travel Expense	2,247.69
Travel Meals	317.56
Other Travel Expenses	33.00
Working Meals/K&E and Others	661.70
Overtime Meals	9.00
Secretarial Overtime	576.13
Word Processing Overtime	2,225.34
Total Expenses	\$ 13,006.27



The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shirley S Cho	6.80	420.00	2,856.00
Marjon E Ghasemi	1.20	345.00	414.00
Steven R Kotarba	7.00	385.00	2,695.00
Elizabeth Cox Arnold	3.10	190.00	589.00
Andrew J Groesch	7.40	190.00	1,406.00
Isidro N Panizales	5.40	105.00	567.00
Denise Wymore	2.90	210.00	609.00
<b>Total</b>	<b>33.80</b>		<b>\$ 9,136.00</b>

The Fleming Company  
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 July 25, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/02/03	.30	Shirley S Cho	Review and forward creditor inquiry to D. Wymore (.1); review and respond to emails of C. Birchette re setoff (.2).
6/02/03	1.00	Andrew J Groesch	Respond to creditors' inquiries.
6/03/03	.70	Isidro N Panizales	Respond to creditors' inquiries.
6/04/03	.70	Denise Wymore	Telephone conference with Bruce at Uptime Nutrician re status (.3); telephone conference with B. Purdey re status (.4).
6/05/03	1.70	Shirley S Cho	Review several emails from C. Birchette re customer issues (.4); conference with C. Birchette re same (.5); conference with D. Bickford and B. Folse re customer settlements (.5); telephone conference with H. Rahjoo re same (.2); email to B. Folse and D. Bickford re same (.1).
6/05/03	.50	Andrew J Groesch	Respond to creditor inquiries re proofs of claims.
6/06/03	2.50	Steven R Kotarba	Review and respond to correspondence from creditors.
6/06/03	.10	Shirley S Cho	Review draft letter from D. Dupus re Cagle response.
6/06/03	.90	Andrew J Groesch	Respond to creditor inquiries.
6/08/03	.20	Shirley S Cho	Review and respond to emails from H. Rahjoo re customer response letters.
6/09/03	.70	Andrew J Groesch	Respond to creditor inquiries re notice re asset sales.
6/10/03	.90	Andrew J Groesch	Respond to creditor inquiries.
6/11/03	.50	Isidro N Panizales	Respond to creditors' inquiries.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/11/03	.10	Marjon E Ghasemi	Telephone calls to and from M. John.
6/11/03	.40	Elizabeth Cox Arnold	Receive and return creditor inquiries.
6/12/03	1.20	Shirley S Cho	Telephone conference with M. Hazy re supplemental customer programs motion (.2); telephone conference with H. Rahjoo re same (.1); review and respond to emails from H. Rahjoo re same (.2); review email from D. Eiler re same (.1); review and reply to email of L. Mandel re customer settlement motion (.1); Emails to B. Folse re customer settlements (.2); review invoice from creditor and email to K. Richesson re same (.1); review customer log re letters received and forward same to C. Birchette (.2).
6/12/03	.50	Elizabeth Cox Arnold	Receive and return creditor inquiries.
6/12/03	.90	Andrew J Groesch	Respond to creditor inquiries.
6/13/03	.70	Andrew J Groesch	Respond to creditor inquiries re filing proofs of claim.
6/15/03	.10	Shirley S Cho	Review and return voicemails of G. Richards re customer letter.
6/16/03	1.20	Shirley S Cho	Telephone conference with C. Birchette, M. Carey, S. Nicholson, B. Folse, T. Strzelczyk re customer issues.
6/16/03	1.10	Marjon E Ghasemi	Draft correspondence re Oregon small claims action re debt collection (.4); review correspondence from Kentucky Hardin County Attorney re debt collection (.4); confer with S. Cho re same (.3).
6/16/03	.40	Andrew J Groesch	Respond to creditor inquiries.
6/17/03	.80	Shirley S Cho	Revise customer letters from C. Birchette and email to G. Richards re same (.2); review customer letter re termination (.1); review and reply to email of J. Skidmore re same (.1);

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			review and forward committee comments to H. Rahjoo re customer supplemental motion (.1); review FSA termination letter filed with the court (.1); review and respond to email of C. Mooney re FSA terminations (.2).
6/17/03	1.00	Isidro N Panizales	Respond to creditor's inquiries.
6/18/03	.40	Shirley S Cho	Review several creditor letters and pleadings and forward appropriately (.3); email to C. Birchette re customer letters (.1).
6/18/03	1.00	Denise Wymore	Multiple telephone conference with creditors.
6/18/03	.70	Andrew J Groesch	Respond to creditors' inquiries re bar date deadline.
6/19/03	.60	Shirley S Cho	Review and return voicemail of G. Richards re same (.1); review and forward five letters from creditors to various K&E personnel (.2); review customer letters from C. Birchette (.2); review and forward Canadian creditor addresses (.1).
6/19/03	1.00	Denise Wymore	Return multiple creditors calls re status.
6/20/03	1.00	Isidro N Panizales	Respond to creditor's inquiries.
6/20/03	.30	Andrew J Groesch	Respond to creditor inquiries.
6/23/03	1.00	Steven R Kotarba	Respond to creditor inquiries.
6/23/03	.20	Shirley S Cho	Review and respond to emails of H. Rahjoo re customer termination letter.
6/23/03	.40	Isidro N Panizales	Respond to creditors' inquiries.
6/24/03	1.50	Steven R Kotarba	Return calls to creditors.
6/24/03	.20	Denise Wymore	Telephone calls to and from P. Thomas re status.

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/24/03	.90	Isidro N Panizales	Respond to creditors' inquiries.
6/25/03	.30	Isidro N Panizales	Respond to creditors' inquiries.
6/25/03	1.20	Elizabeth Cox Arnold	Receive and return creditor inquiries.
6/26/03	2.00	Steven R Kotarba	Respond to creditors' inquiries.
6/26/03	.30	Isidro N Panizales	Respond to creditor's inquiries.
6/26/03	1.00	Elizabeth Cox Arnold	Receive and return creditor inquiries.
6/27/03	.30	Isidro N Panizales	Respond to creditor's inquiries.
6/30/03	.40	Andrew J Groesch	Respond to creditor inquiries re bar date.
	33.80		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Description of Expenses

<u>Description</u>	<u>Amount</u>
Local Transportation	10.00
Other Travel Expenses	19.44
Overtime Transportation	11.00
Overtime Meals - Legal Assistant	40.44
Secretarial Overtime	116.25
Overnight Delivery	8.98
Postage	2.98
Fax Charge	14.25
Standard Copies	67.80
Telephone	61.96
Total Expenses	\$ 353.10



The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Paul S Caruso	3.00	410.00	1,230.00
Shirley S Cho	.20	420.00	84.00
Geoffrey A Richards	1.20	460.00	552.00
Richard L Wynne	3.00	670.00	2,010.00
Total	7.40		\$ 3,876.00

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/06/03	.20	Shirley S Cho	Review and respond to email of R. Saunders re exclusivity motion.
6/09/03	.70	Richard L Wynne	Telephone conference with bank and bond counsel re plan, legal issues and open items on term sheets.
6/11/03	1.30	Richard L Wynne	Telephone conference with W. Cohen and creditors committee re plan vs. sale issues and general update.
6/12/03	.50	Richard L Wynne	Telephone conference with team re issues on exclusivity (.3); telephone conference with L. Jones re issues on exclusivity (.2).
6/16/03	.50	Richard L Wynne	Telephone conference with T. Stenger and R. Roof re sales process, plan ideas, timing and concerns.
6/19/03	3.00	Paul S Caruso	Conference with R. Radnay re disclosure statement (.8); begin review of materials (2.2).
6/26/03	1.20	Geoffrey A Richards	Review and revise exclusivity motion (.8); telephone conference with R. Saunders re same (.4).
	7.40		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Description of Expenses	
<u>Description</u>	<u>Amount</u>
Total Expenses	\$ .00

July 25, 2003

The Fleming Company  
1945 Lakepoint Drive  
P. O. Box 2993  
Lewisville, TX 75029

ATTN: Peter S. Willmott

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive  
Chicago, Illinois 60601  
FEIN 36-1326630

Inv.# 2682630

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IN THE MATTER OF            **Employee Benefits/Pension**  
   **File No. 40575-0012**

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 71,487.00
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 163.11
Total for legal services rendered and expenses incurred	\$ 71,650.11

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jack N Bernstein	51.10	395.00	20,184.50
Shirley S Cho	11.40	420.00	4,788.00
Marjon E Ghasemi	6.50	345.00	2,242.50
Vicki V Hood	44.80	615.00	27,552.00
John S Irving, Jr.	16.50	495.00	8,167.50
Haleh Rahjoo	.30	305.00	91.50
Geoffrey A Richards	17.20	460.00	7,912.00
Richard L Wynne	.60	670.00	402.00
Denise Wymore	.70	210.00	147.00
Total	149.10		\$ 71,487.00

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
5/02/03	3.50	John S Irving, Jr.	Several telephone conferences and email exchanges re sick and vacation pay issues with K. Mahlke, M. Ghasemi, G. Richards, S. Cho.
5/05/03	1.20	Geoffrey A Richards	Address numerous employee payment issues re wages order (.5); telephone conferences with M. Ghasemi and committee counsel re same (.7).
5/07/03	4.00	Vicki V Hood	Work re May 6th orders re benefits issues and DIP financing (2.0); work re KERP motion (1.0); work re Medicare claim for overpayment (1.0).
5/13/03	1.90	Geoffrey A Richards	Review severance issues with K. Mahlke and A. Richards.
5/20/03	.20	Shirley S Cho	Review severance pay letter from employee (.1); emails to M. Ghasemi re vacation memorandum (.1).
5/20/03	1.00	Vicki V Hood	Work re wage payment motions for 5/19.
5/22/03	.40	Shirley S Cho	Telephone conference with C. Mooney and M. Ghasemi re wage order (.2); follow-up telephone conference with M. Ghasemi re same (.2).
5/25/03	.30	Richard L Wynne	Analysis of KERP motion.
6/01/03	.20	Shirley S Cho	Review supplemental wage order and email to L. Jones re same (.1); review letters from employees re severance (.1).
6/02/03	.70	Shirley S Cho	Review and respond to email of M. Ghasemi re wage clarification letter (.1); telephone conference with R. Roof re severance (.1); email to M. Hazy & S. Campbell re same (.1); review lender & committee objections to severance program and email to R. Roof re same

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.2); review draft KERP motion and email to R. Roof re same (.2).
6/02/03	3.50	Jack N Bernstein	Continue preparation of pension plan distress termination issues memorandum.
6/02/03	1.80	Geoffrey A Richards	Review and revise retention motion (.9); review retention plan (.4); discuss same with C. Hernandez (.5).
6/03/03	.30	Shirley S Cho	Voicemail to M. Ghasemi re revision to severance order (.1); review severance order and voicemail to T. Kreatschman re same (.2).
6/03/03	.60	Marjon E Ghasemi	Review and revise fourth supplemental wages order (.3); email and telephone conferences with G. Richards and S. Cho re same (.2); telephone conference with T. Kreatschman re same (.1).
6/03/03	4.40	Jack N Bernstein	Continue preparation of pension plan distress termination memorandum re collective bargaining issues (3.2); review State of Wisconsin wage and hour claim (.6); prepare correspondence re same (.6).
6/04/03	.10	Shirley S Cho	Meet and confer with T. Stenger re KERP & email to J. Bernstein re same.
6/04/03	.50	Marjon E Ghasemi	Exchange email correspondence with J. Irving and client re union obligations under wages order (.2); telephone conference with C. Lhulier re wages order (.1); review and revise fourth supplemental wages order (.2).
6/04/03	4.80	Jack N Bernstein	Revise memorandum re pension options (1.6); review pre-petition claim re Wisconsin state law WARN issues for store closings (1.8); prepare correspondence to S. Cho re options (1.4).
6/04/03	1.00	Vicki V Hood	Work re distress termination memorandum.

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/04/03	1.60	Vicki V Hood	Work re KERP motion issues (.5); work re Wisconsin claim for plant closing benefits (.6); review motions re employee severance and SERP issues (.5).
6/04/03	.70	John S Irving, Jr.	Messages and response to D. Coleman et al. re vacation & sick pay.
6/04/03	1.90	Geoffrey A Richards	Review company policies re sick pay and severance (1.1); telephone conference with J. Irving and V. Hood re same (.5); telephone conference with D. Coleman re same (.3).
6/05/03	.70	Denise Wymore	Review letter from M. Pine re status of SERP motion (.2); letter to M. Pine re same (.5).
6/05/03	1.40	Jack N Bernstein	Revise and finalize claim denial re Medicare reimbursements (.9); revise and finalize memorandum re claim denial of Wisconsin ERD (.5).
6/05/03	1.00	Vicki V Hood	Work re distress termination issues.
6/05/03	.50	Vicki V Hood	Work re 6/4 employee severance and paid time off motions.
6/05/03	.60	Geoffrey A Richards	Review and revise motion to pay workers' compensation premiums.
6/06/03	1.50	Vicki V Hood	Telephone conference with D. Hyde re distress termination issues (.5); work re PBGC proposal re distress termination (1.0).
6/06/03	1.00	Vicki V Hood	Work re wage and benefits motions.
6/09/03	.20	Shirley S Cho	Review and respond to emails of M. Hazy re severance.
6/09/03	.10	Marjon E Ghasemi	Telephone conference with J. Benias re reimbursement of employee expenses.
6/11/03	.30	Shirley S Cho	Telephone conference with M. Ghasemi

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			and J. Irving re wage order issue (.2); review and forward of email re D. Coleman re same (.1).
6/11/03	.10	Marjon E Ghasemi	Telephone calls to and from M. Bankhead re SERP payments.
6/11/03	.40	Marjon E Ghasemi	Telephone conference with J. Irving and S. Cho (partial) re wages order (.3); email to C. Lhulier re motion to vacate order (.1).
6/11/03	1.20	Vicki V Hood	Telephone conference with D. Hyde re meeting with PB&C and actuary (.5); work re pension issues (.7).
6/12/03	3.50	Jack N Bernstein	Legal research re severance issues.
6/13/03	1.00	Vicki V Hood	Work re WARN Act and severance issues.
6/16/03	.20	Shirley S Cho	Review and return emails from V. Hood re pension plan.
6/16/03	1.50	Jack N Bernstein	Prepare research memorandum re severance issues.
6/16/03	2.80	Vicki V Hood	Telephone conference with PBGC and B. Ruth, D. Hyde, D. Jerome and B. Ryan re distress termination (1.0); telephone conference with D. Hyde, D. Jerome and B. Ryan re pension funding and termination matters (.8); work re pension funding issues (1.0).
6/16/03	1.60	John S Irving, Jr.	Review draft APA and report re labor issues to E. Davis and C. Pak (1.5); confer re same with C. Pak (.10).
6/17/03	.10	Shirley S Cho	Review severance program from T. Kreatschman.
6/17/03	2.00	Jack N Bernstein	Review and provide guidance re ERISA plan asset and reasonable expense rules.
6/17/03	2.00	Vicki V Hood	Conference call with D. Hyde and D. Jerome to discuss distress termination

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			of pension plan (1.0); work re pension plan termination issues (1.0).
6/18/03	4.00	Jack N Bernstein	Continue preparation of legal research memorandum re severance issues.
6/18/03	2.00	Vicki V Hood	Work re distress pension termination issues (1.0); work re pension funding issues (1.0).
6/19/03	1.70	Shirley S Cho	Review and forward voicemails of G. Richards re severance program (.1); review and return email J. Irving re vacation pay (.1); review and return email G. Richards re pension (.1); review revised wage order (.2); meet and confer with M. Ghasemi re same (.2); telephone conference with R. Roof re same (.1); voicemail to R. Kampfner re same (.1); revise language re same (.1); further review of revised wage order (.2); review and return voicemail of J. Irving re severance (.1); telephone conference with R. Gise re severance (.2); email to R. Gise re same (.2).
6/19/03	2.10	Marjon E Ghasemi	Several telephone conferences with D. Jerome and T. Kreatschman re wages order and severance program (.5); exchange email correspondence with T. Kreatschman re same (.2); draft fifth supplemental wages order (.4); exchange email correspondence with S. Cho and V. Hood re pension obligations (.1); review wages orders (.9).
6/19/03	4.00	Jack N Bernstein	Continue and finalize memorandum re severance issues (2.5); continue legal research re same (1.5).
6/19/03	3.50	Vicki V Hood	Work re Coremark pension obligation (1.0); conference call with PBGC re operational issues in distress termination (1.5); work re distress termination issues in preparation for PBGC call (1.0).

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/19/03	.50	Vicki V Hood	Work re severance payments.
6/19/03	1.50	John S Irving, Jr.	Severance pay and vacation pay issues under current court 4th Amended Order and conferences with A. Richards, G. Richards.
6/19/03	.60	Geoffrey A Richards	Assess CoreMark pension plan contribution liability in context of bankruptcy code priority scheme.
6/19/03	1.10	Geoffrey A Richards	Review and comment on Third Circuit severance law memo.
6/20/03	1.20	Shirley S Cho	Telephone conference with R. Roof re severance order (.1); email to G. Richards re same (.1); review revised version of same (.3); review and forward comments received from various parties to same (.2) meet and confer with M. Ghasemi re same (.2); review and return email of R. Gise re wages order (.1); telephone conference with M. Hazy re severance order (.2).
6/20/03	2.40	Marjon E Ghasemi	Telephone conference with G. Richards re fifth supplemental wages order (.2); telephone conference with G. Richards, J. Irving and D. Coleman (partial) re wages order (.4); review and revise fifth supplemental wages order (.8); confer with S. Cho re same (.3); email correspondence to D. Coleman re wages motion (.3); telephone conference with S. McFarland re fifth supplemental wages order (.4).
6/20/03	1.00	Vicki V Hood	Work re Coremark Pension Plan funding issues.
6/20/03	1.50	John S Irving, Jr.	Severance pay and Paid Time Off pay issues and attorney conferences with G. Richards, S. Cho, M. Glenn, D. Coleman.
6/20/03	1.50	John S Irving, Jr.	Review revised C&S offer and supply agreement (1.0); Wisconsin information

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			demand re employee termination (Hautau) (.5).
6/20/03	1.20	Geoffrey A Richards	Prepare for and participate in labor strategy telephone conference with J. Irving, D. Coleman and A. Richards.
6/21/03	.40	Shirley S Cho	Review and revise wage order (.2); email to committee & banks re same (.2).
6/22/03	.10	Shirley S Cho	Review and return email from J. Irving re 401(k) match.
6/22/03	1.00	John S Irving, Jr.	Re severance pay and PTO benefits - review earlier court orders and draft new First Amended Order.
6/22/03	.80	Geoffrey A Richards	Review memo re PGBC claims classification re underfunded pension liability exposure.
6/23/03	1.10	Shirley S Cho	Review and return emails of J. Irving re labor question (.2); review and return email of R. Kampfner re revision to severance order (.1); telephone conference with V. Hood, J. Irving, R. Roof & T. Kreatschman re labor/employee issues (.6); email to C. Lhulier re revised severance order (.2).
6/23/03	4.50	Vicki V Hood	Work re C&S sale proposal (2.0); work re 401(k) and WARN Act issues (1.0); telephone conference with B. Roof re Coremark pension plan funding obligations (.5); work re Coremark pension plan (1.0).
6/24/03	2.20	Shirley S Cho	Revise wages order (.2); telephone conference with B. Ceccoti re wages order (.2); telephone conferences with R. Roof re same (.2); follow-up with B. Ceccoti re same (.1); telephone conference with B. Ceccoti re same (.4); telephone conference with R. Roof re same (.2); telephone conference with

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			R. Kampfner re same (.3); telephone conference with J. Bernstein re same (.1); telephone conference with H. Braun re employee contracts (.1); telephone conference with R. Roof, D. Jerome, S. Boyd re wages order (.2); email to T. Stenger re workers' comp. (.1); review and return voicemail of B. Ceccoti re wage order (.1)
6/24/03	.30	Richard L Wynne	Telephone conference with L. Jones re benefit and severance issues for employees (.2); telephone conference with A. Denatale re severance issues (.1).
6/24/03	.30	Marjon E Ghasemi	Telephone conference with J. Benias re fifth supplemental wages order (.2); email to J. Benias re severance program (.1).
6/24/03	1.50	Jack N Bernstein	Prepare correspondence to client re impact of failure of Coremark to make required pension contributions.
6/24/03	.20	Vicki V Hood	Work re Coremark pension issues.
6/24/03	1.00	Vicki V Hood	Work re severance pay issues.
6/24/03	2.90	Geoffrey A Richards	Conference with B. Roof re payment of severance benefits (.8); telephone conferences with V. Hood and J. Irving re same (.8); telephone conference with D. Jerome and D. Coleman re same (.5); revise wages order (.4); telephone conference with bank counsel (.2) and committee counsel (.2) re same.
6/25/03	.60	Shirley S Cho	Revise severance order (.4); telephone conference with G. Richards and B. Ceccoti re same (.2).
6/25/03	6.00	Jack N Bernstein	Review and prepare comments to draft severance modification motion and severance plan document (2.8); telephone conference with client re severance issues (1.3); review and

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			prepare comments to severance disclosures and employee notifications (1.9).
6/25/03	1.00	Vicki V Hood	Work re Coremark pension plan issues.
6/25/03	2.50	Vicki V Hood	Work re employee communications re severance (1.5); work re severance pay plan (1.0).
6/25/03	2.70	John S Irving, Jr.	Resolution of severance pay issues; conferences with J. Bernstein, S. Cho, G. Richards and review labor contracts re severance pay (2.5); court hearing re severance (.2).
6/26/03	.50	Shirley S Cho	Review and forward draft pay to stay motion to J. Bernstein (.1); emails to J. Bernstein re same (.2); review and respond to emails of J. Bernstein and V. Hood re severance order (.2).
6/26/03	.30	Haleh Rahjoo	Review and reply to emails from S. Cho re stay bonus motion.
6/26/03	3.30	Jack N Bernstein	Prepare various employee communications re severance.
6/26/03	.50	Vicki V Hood	Work re proposed sale of PSC's to C&S.
6/26/03	2.00	Vicki V Hood	Work re employee communications re changes to severance program.
6/26/03	2.50	John S Irving, Jr.	Drafting and advice on interpretation of court's severance pay order and confer re same with H. Hautau, Dee Jerome, V. Hood, J. Bernstein.
6/26/03	1.20	Geoffrey A Richards	Telephone conferences with D. Jerome re severance benefit implementation (1.0); conference with V. Hood re same (.2).
6/27/03	3.40	Jack N Bernstein	Prepare motion re stay bonus program (2.0); legal research re same (1.4).
6/27/03	3.50	Vicki V Hood	Work re C&S sale issues re benefits and employee issues (1.5); review court

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			order re severance (.5); work re severance benefits issues (1.0); work re employee communications re severance (.5).
6/28/03	.30	Shirley S Cho	Review and revise pay to stay motion and email to J. Bernstein re same.
6/28/03	4.20	Jack N Bernstein	Prepare motion re stay bonus program.
6/28/03	.90	Geoffrey A Richards	Review and revise draft retention payment motion.
6/29/03	1.10	Geoffrey A Richards	Review and revise key employee retention motion and order.
6/30/03	.60	Shirley S Cho	Review revisions to pay to stay motion from T. Kreatschman (.4); review and respond to emails of J. Bernstein re same (.2).
6/30/03	3.60	Jack N Bernstein	Prepare revised motion re stay bonus program.
6/30/03	4.00	Vicki V Hood	Work re distress termination of pension plans (1.0); work re C&S contract review (1.5); work re stay bonus motion (1.0); review severance motion (.5).
	149.10		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Description of Expenses

<u>Description</u>	<u>Amount</u>
Computer Database Research	93.10
Scanned Images	2.25
Fax Telephone Charge	1.04
Fax Charge	14.25
Postage	4.88
Telephone	11.39
Standard Copies	36.20
Total Expenses	\$ 163.11

July 25, 2003

The Fleming Company  
1945 Lakepoint Drive  
P. O. Box 2993  
Lewisville, TX 75029

ATTN: Peter S. Willmott

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive  
Chicago, Illinois 60601  
FEIN 36-1326630

Inv.# 2682631

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IN THE MATTER OF            **Employee Issues**  
                                 **File No. 40575-0013**

For legal services rendered through June 30, 2003 (see attached Description of Legal Services for detail)	\$ 20,672.00
For disbursements incurred through June 30, 2003 (see attached Description of Expenses for detail)	\$ 905.08
Total for legal services rendered and expenses incurred	\$ 21,577.08

The Fleming Company  
Legal Services for the Period Ending June 30, 2003  
July 25, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jack N Bernstein	1.00	395.00	395.00
Shirley S Cho	1.30	420.00	546.00
Marjon E Ghasemi	.30	345.00	103.50
Vicki V Hood	9.70	615.00	5,965.50
John S Irving, Jr.	27.60	495.00	13,662.00
Total	39.90		\$ 20,672.00

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/01/03	.10	Shirley S Cho	Review and respond to voicemail of J. Irving re collective bargaining agreement.
6/02/03	.30	Marjon E Ghasemi	Telephone conference with T. Morrow re issues related to collective bargaining agreements (.2); exchange email correspondence with S. Cho re same (.1)
6/02/03	.50	John S Irving, Jr.	Resolve bankruptcy clearance issues re approval of Hayward labor agreements and advise H. Hautau and confer re same with T. Morrow.
6/03/03	.50	Vicki V Hood	Work re Wisconsin judgment re workforce reduction.
6/03/03	.50	John S Irving, Jr.	WARN Issues and research.
6/04/03	.80	John S Irving, Jr.	Review WARN Federal Supremacy and Wisconsin ruling and confer with J. Quinn re same.
6/05/03	1.20	John S Irving, Jr.	Review additional WARN and benefit payment issues for union responses.
6/09/03	1.00	John S Irving, Jr.	Begin review of effects bargaining status (.5); WARN issues and status for additional closings (.5).
6/10/03	1.20	John S Irving, Jr.	WARN planning issues and conference re same with S. Cho and B. Woods.
6/11/03	2.00	John S Irving, Jr.	Confer with D. Coleman re revisions of court June 4, 2003 order and investigate with S. Cohen & M. Ghasemi; confer again re same with D. Coleman (1.0); prepare for conference with White & Case on June 13 re WARN and severance pay issues (1.0).
6/12/03	2.20	Vicki V Hood	Telephone conference with Irving and G. Richards re WARN Act and severance

The Fleming Company  
 Legal Services for the Period Ending June 30, 2003  
 July 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			issues (.5); telephone conference with G. Richards, J. Irving and D. Ginsburg and M. Wersman at White & Case re WARN Act and severance issues (.7); prepare for call with White & Case re WARN and severance (1.0).
6/12/03	4.50	John S Irving, Jr.	Conference with G. Richards and V. Hood re WARN and severance pay and preparations for same (.8); follow-up conference re WARN and severance pay with White & Case (Ginsberg) and follow-up research re WARN exceptions (1.8); review draft press release re Company plans and comment (.8); begin draft conditional WARN notice and additional research re same (1.1).
6/13/03	1.30	John S Irving, Jr.	Consider issues related to WARN notices and severance pay and confer re same with B. Roof and G. Richards.
6/16/03	3.00	Vicki V Hood	Work re distributions from stock purchase plan (1.0); work re severance pay issues (.5); work re PSC asset purchase agreement (1.5).
6/17/03	1.00	Jack N Bernstein	Continue preparation of legal research memorandum re severance issues.
6/17/03	1.00	Vicki V Hood	Work re stock purchase plan issues re return of participant accounts.
6/17/03	1.50	John S Irving, Jr.	Review revised court order re employee claims and transmit to D. Coleman with advice (.5); planning re conditional WARN notice and communicate with G. Richards (.5); calls and messages from union counsel (Gise) re status of severance pay at June 25 hearing and response (.5).
6/18/03	3.00	John S Irving, Jr.	Clarification for H. Hautau and D. Wyman (Marshfield) re union vacation pay entitlement and messages to G. Richards, S. Cho, et al. (1.0); review correspondence from unions re vacation

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			pay from J. O'Bra (W. Sacramento) and plan response (.5); review C&S and Supervalue offers and K&E comments (1.5).
6/19/03	.50	John S Irving, Jr.	Resolution of effects bargaining issues for H. Hautau (CoreMark).
6/23/03	.30	John S Irving, Jr.	Telephone conference re employment issues with B. Roof and V. Hood (.2); follow-up with H. Hautau re 401(K) matching contributions (.1).
6/24/03	2.00	Vicki V Hood	Review and comment on C&S purchase agreement and related documents.
6/24/03	1.50	John S Irving, Jr.	401(K) clarification to H. Hautau (.1); work on Wisconsin WARN investigation and review Wisconsin "little WARN" strategies (1.4).
6/25/03	1.20	Shirley S Cho	Telephone conference with R. Roof, G. Richards, D. Jerome, V. Hood, et al. re severance.
6/25/03	1.00	Vicki V Hood	Conference call with B. Roof, D. Jerome, S. Cho, J. Bernstein and G. Richards re proposed changes to severance for collective bargaining employees.
6/25/03	.30	John S Irving, Jr.	WARN (Wisconsin) issues - advise to CoreMark (Hautau).
6/26/03	2.00	John S Irving, Jr.	Research and preparation of "conditional" WARN notices contemplated by C&S transaction and confer with C. Pak.
6/27/03	2.00	John S Irving, Jr.	Review and revise Transition Services Agreement (1.0); prepare conditional WARN notices (.8); review final Bid Letter and notations (.2).
6/29/03	1.00	John S Irving, Jr.	Re-draft and revise conditional WARN Notice.

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6/30/03	2.50	John S Irving, Jr.	Prepare and edit conditional WARN Notice (1.0); review and comments re draft APA and comments to A. Hunter (1.2); field and gather information re Teamster Attorney (Perlow) re severance pay and PTO (.3).
	39.90		TOTAL HOURS