

# **Exhibit A**

August 22, 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.# 2692974

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

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	\$ 519,435.00
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	\$ 87,663.15
Total for legal services rendered and expenses incurred	\$ 607,098.15

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

**Summary of Hours Billed**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Barnard	82.80	420.00	34,776.00
Richard S Berger	7.90	625.00	4,937.50
Robert T Buday	9.50	510.00	4,845.00
Damian D Capozzola	234.70	410.00	96,227.00
Eugene F Chay	93.80	375.00	35,175.00
Shirley S Cho	7.60	445.00	3,382.00
Michael G Fata11	1.60	375.00	600.00
Marjon E Ghasemi	10.30	385.00	3,965.50
Nicole E Goldstein	63.00	270.00	17,010.00
Andrew G Horne	117.70	345.00	40,606.50
Steven R Kotarba	2.40	420.00	1,008.00
Mark L Kovner	4.30	445.00	1,913.50
Eric C Liebeler	109.70	525.00	57,592.50
Christian Lymn	2.30	270.00	621.00
Sydne J Michel	125.90	420.00	52,878.00
Drew D Panahi	8.70	305.00	2,653.50
Andrew E Paris	115.60	455.00	52,598.00
Quentin T Phillips	10.90	415.00	4,523.50
Haleh Rahjoo	2.40	345.00	828.00
Geoffrey A Richards	2.70	460.00	1,242.00
Peter M Spingola	10.50	375.00	3,937.50
Laura Thomas	82.30	345.00	28,393.50
Richard L Wynne	14.30	670.00	9,581.00
James M Celeski	6.50	105.00	682.50
Frank A Chavez	4.90	90.00	441.00
Elizabeth Cox Arnold	1.30	190.00	247.00
Andrew J Groesch	10.90	190.00	2,071.00
Antoinette Huerta	100.20	90.00	9,018.00
Allison Mayo Andrews	184.00	185.00	34,040.00
Gary M Vogt	.40	210.00	84.00
Denise Wymore	6.80	210.00	1,428.00
Edgar I Yep	123.10	90.00	11,079.00
Duy Q Doan	6.00	175.00	1,050.00
<b>Total</b>	<b>1,565.00</b>		<b>\$ 519,435.00</b>

### Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/01/03	3.50	Edgar I Yep	Prepare documents to produce to H. Martyn (2.0); compile and prepare documents requested (1.5).
7/01/03	8.50	Allison Mayo Andrews	Analysis and preparation of evidentiary documents received by Core Mark International and Hays (2.0); attend team meeting re discovery scheduled and hearing preparation (2.5); prepare deposition subpoena of GSC for service on opposing counsel (2.0); prepare Fleming production documents to transmit to Martyn & Associates (2.0).
7/01/03	1.60	Shirley S Cho	Voicemail to R. Roof re AAA status (.1); review and return voicemail of D. Capozzola re Arizona litigation (.2); telephone conference with C. Hernandez re same (.2); telephone conference with L. Price re AAA actions (.5); review removal extension motion (.2); review and reply to email of C. Birchette re D&O litigation (.1); review and reply to email of C. Birchette re setoff (.1); review and return email of R. Stovall re military distribution agreement settlement (.2).
7/01/03	2.00	Andrew G Horne	Review pleadings in preparation for depositions.
7/01/03	5.40	Drew D Panahi	Review email from D. Berger re consolidation of adversary proceedings (.1); review order re same (1.0); review and revise complaint for section 105 injunction (1.5); draft memorandum of law re same (2.7); review email from D. Berger re section 105 injunction (.1).
7/01/03	.90	Haleh Rahjoo	Telephone conference with K&E team re July 17 hearing (.7); review court docket for latest filings (.2).

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/01/03	9.20	Damian D Capozzola	Review documents re American Greetings (2.0); review Hawaii software issues (1.5); prepare for depositions and draft deposition outlines (4.0): conference with M. Scott and E. Liebeler re case management and strategy issues (1.0); review documents produced by class plaintiffs (.7); telephone conference with S. McDonald re deposition scheduling issues (.3).
7/01/03	1.40	Eric C Liebeler	Prepare for DSD class action hearing.
7/01/03	.30	Sydne J Michel	Review and respond to correspondence re Hays' Stipulation.
7/02/03	6.00	Edgar I Yep	Prepare documents to produce regarding Fleming documents relating to E-Z Mart.
7/02/03	9.00	Allison Mayo Andrews	Follow-up on service and status of GSC deposition (2.0); coordination for production of documents re E-Z Mart and Albertsons (2.0); conference with attorney re demonstrative exhibits for 7/16/03 hearing (1.0); assist attorney with deposition preparation (2.0); prepare DSD documents for production (2.0).
7/02/03	.80	Shirley S Cho	Review OSC settlement agreement (.3); meet and confer with A. Stanger re motion needed for same (.3); telephone conference with D. Bickford re customer settlement (.2).
7/02/03	.10	Shirley S Cho	Review and forward email from J. Sullivan re Dunigan Fuels.
7/02/03	2.80	Andrew G Horne	Email to D. Capozzola re depositions of class action plaintiffs (.2); review documents produced by Plaintiffs and Defendants (2.6).
7/02/03	3.40	Richard L Wynne	Telephone conference with G. Richards, F. Huffard and T. Stenger re C&S agreement negotiations (.5); analyze

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Hays settlement e-mails (.2); analyze EZ Mart settlement idea (.2); telephone conference with bank group re update (.7); telephone conference with L. Myers (.1); telephone conference with G. Richards re fee update (.2); telephone conference with Michael R. Roof and A. Paris re Hays and EZ Mart settlements (.5); conference with C. Michel re Hays settlement (.2); telephone conference with T. Morrow re EZ Mart (.1); telephone conference with A. Paris re EZ Mart settlement (.1); analyze revised APA sent by C. Pak (.6).
7/02/03	.20	Drew D Panahi	Review email from D. Berger re Fleming adversary suits contacts at the company.
7/02/03	1.50	Damian D Capozzola	Review documents produced by class plaintiffs (.5); communications re deposition and discovery issues (1.0).
7/02/03	.60	Geoffrey A Richards	Analyze E-Z Mart settlement option.
7/02/03	.70	Sydne J Michel	Draft and respond to correspondence from B. Roof re Hays' Stipulation (.3); office conference with A. Paris re lift stay motions (.2); draft memorandum to C. Lhulier re same (.2).
7/03/03	13.00	Edgar I Yep	Compile and prepare evidentiary for production in E-Z Mart matter.
7/03/03	12.40	Allison Mayo Andrews	Analyze and process documents received from Core-Mark International (6.0); several conferences with attorneys re same (.4); analysis and production preparation of documents received from client re Albertsons (4.0); several telephone conferences with FTI Consultants re preparation of demonstrative exhibits for hearing on July 16, 2003 (1.0); arrange travel for witnesses and staff for same (1.0).

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/03/03	6.80	Antoinette Huerta	Prepare Albertson's evidentiary documents for production (4.0); assist with deposition preparation (2.8).
7/03/03	3.50	Nicole E Goldstein	Review pleadings and transcripts.
7/03/03	.50	Shirley S Cho	Telephone conference with A. Stanger re OSC settlement motion (.2); review 2004 exam motion and forward to J. Stang (.2); review and reply to email of D. Bickford re customer settlement (.1).
7/03/03	2.30	Andrew G Horne	Prepare for class certification depositions (2.0); emails to D. Capazolla re same (.3).
7/03/03	4.10	Alexander Barnard	Prepare for depositions re Superior Dairy.
7/03/03	1.00	Drew D Panahi	Review email from G. Richards re directors and officers insurance (.1); review email from R. Berger re outstanding D&O questions (.1); review section 105 motion and memorandum re same (.8).
7/03/03	5.80	Andrew E Paris	E-Z Mart settlement telephone conference with Stan Smith, Mike Walsh (1.0); prepare for hearing and depositions, including meeting with Eric Liebler and Laura Thomas (4.8).
7/03/03	.20	Sydne J Michel	Review and respond to voice mails from G. Richards and E. Davis re LOI and Hays' Stipulation.
7/04/03	8.00	Edgar I Yep	Compile and prepare evidentiary documents for production re E-Z Mart.
7/04/03	1.30	Allison Mayo Andrews	Prepare evidentiary documents for production re E-Z Mart.
7/04/03	.70	Damian D Capozzola	Email correspondence and voicemail to team members re DSD discovery and deposition issues.
7/05/03	7.00	Antoinette Huerta	Compile and prepare evidentiary

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

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			documents.
7/05/03	2.50	Andrew G Horne	Prepare for class certification depositions (2.3); email correspondence to D. Capozzola and L. Prodin re same (.2).
7/05/03	.20	Damian D Capozzola	Voicemails re DSD deposition and discovery issues.
7/06/03	6.50	Nicole E Goldstein	Review vendor partner manuals and Nickles Bakery discovery production re model deposition outline.
7/06/03	8.70	Andrew G Horne	Prepare for class certification depositions (8.5); email to D. Capozzola re same (.2).
7/06/03	.50	Andrew E Paris	Prepare for meeting with Rick Janssen.
7/06/03	.70	Sydne J Michel	Review and analyze 5 Rivers and K3RD motions (.3); review and respond to correspondence re same (.4).
7/07/03	3.50	Edgar I Yep	Prepare evidentiary documents re production in DSD and Farris matters.
7/07/03	2.00	Edgar I Yep	Research court cases on Westlaw regarding EZ-Mart briefs.
7/07/03	6.50	Allison Mayo Andrews	Prepare Core-Mark evidentiary documents for production (1.0); arrange travel for clients for hearing on 7/16/03 in Delaware (.8); deposition coordination for DSD matters (.5); review drafts for demonstrative exhibits for E-Z Mart hearing (.5); analysis of case documents relating to Albertson's litigation (.5); assisted attorney with preparation of litigation management schedule (.5); analysis and preparation of evidentiary documents produced in the E-Z Mart litigation (2.7).
7/07/03	2.00	Antoinette Huerta	Assist S. Bledsoe re serving Albertson's with discovery responses.



The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/07/03	8.30	Nicole E Goldstein	Obtain examples of types of production for review with D. Alexander (2.0); conference with D. Capozzola and D. Alexander to discuss Fleming invoices and Nickles Bakery production samples (1.0); review examples of invoices and corresponding financial documents re payments (3.0); individualize deposition outline re Nickels Bakery depositions (2.3)
7/07/03	.10	Shirley S Cho	Emails to A. Running re additional D&O coverage needed.
7/07/03	9.30	Andrew G Horne	Prepare for class certification depositions (7.7); conference with H. Martyn re class certification depositions (1.0); emails to D. Capozzola re same and voicemail to M. Morris re same (.6).
7/07/03	7.90	Damian D Capozzola	Emails correspondence re DSD litigation case management and strategy issues (3.5); communications re and preparations for depositions in DSD matters (3.5); conference with M. Scott re DSD spreadsheets (.3); prepare for deposition telephone conference (.2); telephone conference re Hawaii software issues (.4).
7/07/03	.40	Andrew J Groesch	Review and circulate 6/25 transcript to team.
7/07/03	13.50	Andrew E Paris	Prepare for meeting with R. Janssen (5.5); prepare for M. Walsh deposition (8.5).
7/07/03	2.70	Sydne J Michel	Research standard for acceleration of assumption or rejection of FSA (1.5); draft memorandum re same (1.2).
7/07/03	1.00	Sydne J Michel	Telephone conference with J. Gray re 5 Rivers and K3RD motions (.5); draft memorandum to R. Hawk re same (.5).
7/07/03	3.20	Sydne J Michel	Review and analyze 5 Rivers and K3RD

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			FSAs, notes, security agreements and other related documents in preparation for drafting oppositions.
7/07/03	.20	Sydne J Michel	Respond to correspondence from J. Grey re 5 Rivers and K3RD motions.
7/07/03	.70	Sydne J Michel	Telephone conference with J. Ruder and M. Ghazemi re 5 Rivers and K3RD motions.
7/07/03	.30	Sydne J Michel	Review and respond to voice mail messages from E. Davis re C&S letter of intent and retailer Stipulations.
7/07/03	1.30	Sydne J Michel	Review outline of affidavit for 5 Rivers and K3RD objections (.3); draft memorandum to J. Ruder re same (1.0).
7/08/03	4.00	Edgar I Yep	Compile documents for E. Liebler in preparation of upcoming depositions re E-Z Mart (2.0); prepare supplemental documents re production in E-Z Mart matter (1.0); compile cases from WestLaw re upcoming hearing (1.0).
7/08/03	10.20	Allison Mayo Andrews	Review and revise demonstrative exhibits re 7/16/03 hearing in Delaware (1.0); revise travel arrangements for attorneys and clients (.5); deposition coordination; assist attorneys with deposition preparation (8.7).
7/08/03	4.50	Eugene F Chay	Correspond with S. Cho and D. Alexander re possible Fleming complaint against Target (.5); review memorandum re Fleming's relationship with Target (3.0); telephone conference with Fleming re Target relationship (1.0).
7/08/03	4.80	Antoinette Huerta	Assist with deposition preparation (2.0); update produced documents files (2.8).
7/08/03	5.50	Nicole E Goldstein	Prepare exhibits and witness binders for Nickles Bakery depositions.

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/08/03	5.60	Nicole E Goldstein	Conference with A. Barnard re deposition strategy (3.0); perpare for depositions (1.0); create exhibits re depositions (1.6).
7/08/03	.90	Shirley S Cho	Analyze issue re Target non-payment (.1); telephone conference with E. Chay re same (.2); review Albertson's second document production request (.1); telephone conference with S. Bledsoe re same (.2); emails to K. Ziman re same (.2); review and reply to email of C. Birchette re settlement (.1).
7/08/03	12.30	Andrew G Horne	Prepare for deposition of Miles Farmers Market (5.0); take deposition re same (6.0); prepare for Farris Produce deposition (1.0); email to D. Capozzolare Miles Farmers Market deposition (.3).
7/08/03	9.00	Alexander Barnard	Prepare for deposition of E. Soehnlén.
7/08/03	8.90	Damian D Capozzola	Communications re DSD depositions and discovery (3.0); review research memorandum re implied-in-fact contracts and communications re same (.6); communications re Hawaii software issues (3.2); communications re potential suit against Target (1.0); review Miles Farmers Market deposition transcript and communications re same (1.1).
7/08/03	13.80	Andrew E Paris	Prepare Mike Walsh for deposition (3.8); defend Mike Walsh deposition (5.0); prepare for trial (5.0).
7/08/03	11.90	Sydne J Michel	Draft and revise objections to K3RD and 5 Rivers motions to compel assumption or rejection of contracts.
7/08/03	1.20	Sydne J Michel	Review and respond to voice mail messages from S. Cho and J. Ruder re 5 Rivers, K3RD and Fox Foods' motions.
7/09/03	.60	Edgar I Yep	Prepare correspondence and send via

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			facsimile to DSD and Farris counsel (.2); compile and send produced (evidentiary) documents to DSD counsel (.4).
7/09/03	13.00	Edgar I Yep	Organize and prepare evidentiary documents for upcoming EZ-Mart hearing (12.5); update deposition database (LiveNote) with Ohio depositions (.5).
7/09/03	5.50	Allison Mayo Andrews	Assist attorneys with deposition preparation (3.0); analysis of evidentiary documents and preparation re same (2.5).
7/09/03	11.30	Antoinette Huerta	Prepare Target evidentiary documents for production and distribution (5.0); cite check Fleming's objections to K3RD and 5 Rivers' motion to compel (6.3).
7/09/03	1.00	Peter M Spingola	Conferences with M. Fata11 and D. Capozolla re Berry infringement matter and relation to sale of C&S (.5); review and analyze emails correspondence from D. Capozolla and E. Davis resume (.5).
7/09/03	1.00	Michael G Fata11	Review and analysis of e-mails from D. Cappozola, E. Davis received re Wayne Berry claimed infringement matter (.5); conferences with P. Spingola, D. Cappozola re same (.5).
7/09/03	13.50	Nicole E Goldstein	Take depositions of Kris Bair and Mark Sponseller of Nickles Bakery (7.0); discuss depositions and deposition strategy with D. Cappazzola (3.0); prepare for deposition (2.0); prepare additional exhibits (1.5).
7/09/03	1.00	Shirley S Cho	Telephone conference with K. Ziman, S. Bledsoe re Albertson's document request (.5); review and return voicemail of C. Pak re Albertson's meeting (.1); email to E. Davis re customer settlements memorandum (.1); review and revise customer settlements memorandum (.3).

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/09/03	.70	Shirley S Cho	Review letter from Fox Foods extending deadline to respond to motion to compel (.1); review and return voicemail of M. Dawson re military contracts (.1); review and revise opposition to K3RD's motion to compel (.5).
7/09/03	11.80	Andrew G Horne	Prepare for Farris Produce deposition (2.0); prepare for Lewis Bakeries deposition (1.5); take Farris Produce deposition (3.0); prepare for Foster Farms deposition (5.0); email to D. Capozzola re depositions (.3).
7/09/03	.20	Richard L Wynne	Telephone conference with D. Bartel re issues on Nash Finch re diligence.
7/09/03	11.00	Alexander Barnard	Prepare for and take deposition of E. Soehnlen.
7/09/03	11.40	Damian D Capozzola	Review to Hawaii software issues and communications re same (3.0); attention to DSD deposition issues and communications re same (2.0); review and analysis of Nickles deposition transcripts and Superior Dairy deposition transcripts, and communications re same (5.4); prepare for upcoming DSD depositions and communications re same (1.0).
7/09/03	2.10	Eric C Liebler	Edit DiGiorgio mandamus petition.
7/09/03	5.50	Andrew E Paris	Prepare G. Antholzner for deposition (2.0); prepare examination outlines for trial witnesses (1.0); conferences regarding trial strategy with Eric Liebler, Sydne Michel (1.0); revise K3RD opposition brief (1.5).
7/09/03	2.00	Sydne J Michel	Draft and revise D. Smith affidavits for K3RD and 5 Rivers objections.
7/09/03	.70	Sydne J Michel	Review and respond to voice mails and emails from S. Cho and G. Richards re K3RD and 5 Rivers objections (.2);

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			review related documents (.5).
7/09/03	1.30	Sydne J Michel	Organize exhibits to send to C. Lhulier for 5 Rivers and K3RD objections (1.0); draft letter to C. Lhulier re same (.3).
7/09/03	3.90	Sydne J Michel	Draft and revise 5 Rivers and K3RD objections to motion to compel assumption or rejection (2.9); telephone conferences with J. Ruder re same (.8); telephone conference with R. Hawk re same (.2).
7/09/03	.70	Sydne J Michel	Review and analyze Fox Foods' motion to compel (.3); review issues and documents re same (.2); telephone conference with R. Hawk re same (.2).
7/09/03	.30	Sydne J Michel	Review Fox Foods' Stipulation (.2); draft memorandum to J. Ruder re same (.1).
7/10/03	5.00	Edgar I Yep	Research via Westlaw for court cases in E-Z Mart briefs and organize results in binders (4.0); compile evidentiary documents for upcoming E-Z Mart hearing (1.0).
7/10/03	3.00	Edgar I Yep	Update deposition database (1.0); compile depositions for D. Capozzola (2.0).
7/10/03	8.80	Allison Mayo Andrews	Assist attorneys with deposition preparation and coordination (3.0); prepare for E-Z Mart 7/16/03 hearing (2.0); revise demonstrative exhibits (1.0); prepare evidentiary documents for production (2.8).
7/10/03	2.20	Eugene F Chay	Review precedent re turnover complaints (2.0); correspondence with D. Capozzola re pouch of documents from Fleming (.2).
7/10/03	.30	Michael G Fatall	Review and analysis of latest correspondence from T. Hogan re Berry

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

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			infringement matter.
7/10/03	8.40	Nicole E Goldstein	Depose P. Gardner of Nickles Bakery (6.0); negotiate appearance of additional Superior Dairy witness (2.4).
7/10/03	.20	Shirley S Cho	Review and return voicemail of R. Roof re customer settlements (.1); review voicemail from E. Davis re same (.1).
7/10/03	10.30	Andrew G Horne	Prepare for Lewis Bakeries deposition (2.0); take Lewis Bakeries deposition (5.0); prepare for Foster deposition (2.5); voicemails and emails to D. Capozzola re class depositions (.3) email to D. Capozzola re Farris deposition (.5).
7/10/03	17.50	Alexander Barnard	Prepare for and take depositions of D. Stokes and G. Soehnlen and report to D. Capozzola re same.
7/10/03	2.10	Drew D Panahi	Read and review Bank of Bolivar motion and proposed order (1.7); read and review escrow agreement re Creekmore proceeds (.4).
7/10/03	.50	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings in adversary proceedings.
7/10/03	.20	Marjon E Ghasemi	Telephone calls to and from A. Krischman re settlement of prepetition workers' compensation claims.
7/10/03	10.10	Damian D Capozzola	Review and analysis of C. Farris transcript (1.5); conference with A. Horne and I. Martyn re C. Farris transcript (.5); review ESIS issues (.2); review to Hawaii software issues and communications re same (1.7); conference with E. Chay re Target litigation issues and review documents re same (.3); analysis of and conferences re DSD discovery and

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

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			deposition issues (1.1); conference re FSA issues (.1); conference with M. Scott re case management and strategy issues (.7); research re class certification issues and draft brief re same (3.5); review and analysis of P. Gardner deposition transcript (.5).
7/10/03	14.00	Andrew E Paris	Prepare Kevin Regan, Paul Auger for expert depositions (10.0); revise expert analysis (4.0).
7/10/03	5.60	Sydne J Michel	Telephone conferences with J. Ruder re 5 Rivers and K3RD objections (1.0); draft and revise objections (4.1); draft and revise D. Smith affidavits for objections to 5 Rivers and K3RD motions to compel (.5).
7/10/03	.60	Sydne J Michel	Telephone conference with J. Ruder re Fox Foods' motion (.3); review related documents (.3).
7/10/03	.10	Sydne J Michel	Review revised Fox Foods' Stipulation.
7/11/03	8.00	Allison Mayo Andrews	Review and process incoming deposition transcripts and exhibits (2.20); prepare evidentiary documents for production (2.0); assist attorneys with preparation for 7/16/03 hearing (1.8); assist attorney with preparation of demonstrative exhibits (1.0); confirm travel arrangements and hotel accommodations for clients (.5); review and revise database of evidentiary documents (.5).
7/11/03	6.30	Antoinette Huerta	Update deposition database and files (4.0); assist with preparation re DSD class certification hearing (2.3).
7/11/03	.10	Peter M Spingola	Review and analyze materials from T. Hogan re Berry infringement matter.
7/11/03	.40	Nicole E Goldstein	Draft letter to R. Dougherty re discovery.



The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

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7/11/03	12.80	Andrew G Horne	Prepare for and attend deposition of S. Koch.
7/11/03	.60	Richard L Wynne	Analyze DSD transcript and deposition.
7/11/03	11.00	Alexander Barnard	Prepare for and take deposition of V. Maier.
7/11/03	.70	Frank A Chavez	Monitor electronic case database re adversary proceedings; maintain, for attorney review and use, electronic case database re filed pleadings in adversary cases.
7/11/03	.50	Marjon E Ghasemi	Email correspondence with S. Cho re pending litigation (.2); telephone conference with C. Birchette re same (.1); telephone conference and email correspondence with D. Horwitz re pending litigation (.2).
7/11/03	3.90	Richard S Berger	Review Fleming D&O Policies and action against Company and individuals and incorporate information into 105 complaint and supporting documents.
7/11/03	11.70	Damian D Capozzola	Review and analysis of Superior Dairy deposition transcripts and communications re same (2.0); communications re ESIS issues (.5); review and analysis of Lewis Bakeries transcript and communications re same (2.5); communications re Berry software issues (1.7); communications with J. Stang and J. Fiero re Superior and Nickles (.2); draft class certification opposition brief (4.8).
7/11/03	9.50	Andrew E Paris	Defend Paul Auger and Kevin Regan depositions (6.0); review Tom Morrow and G. Anthelzner depositions (2.0); review case-related email (1.5).
7/11/03	.10	Sydne J Michel	Review joinder to objections to K3RD and 5 Rivers motion to compel.
7/11/03	2.50	Sydne J Michel	Draft discovery re K3RD and 5 Rivers

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			motions to compel.
7/11/03	1.50	Sydne J Michel	Telephone conference with J. Gray re 5 Rivers and K3RD motions to compel (1.0); draft letter to J. Gray re same (.3); draft memorandum to Kirkland attorneys re same (.2).
7/11/03	1.50	Sydne J Michel	Review and analyze Fox Foods contracts and documents related to motion to compel.
7/11/03	.50	Sydne J Michel	Review correspondence re Fox Foods' Stipulation (.3); draft correspondence re same (.2).
7/12/03	6.00	Allison Mayo Andrews	Prepare evidentiary documents for production (.5); assist attorney with preparation of Debtor's Opposition to Class Certification (5.5).
7/12/03	6.00	Antoinette Huerta	Assist with preparation of DSD class certification motion.
7/12/03	.10	Shirley S Cho	Review and return voicemail of D. Capozzola re Fleming Foreign Sales Corp.
7/12/03	.30	Andrew G Horne	E-mails to D. Capazolla re class certification depositions.
7/12/03	.50	Richard L Wynne	Telephone conference with A. Paris, E. Liebeler re EZ Mart, results of discovery and strategy.
7/12/03	1.20	Alexander Barnard	Review transcript of D. Stokes deposition and conference with court reporter re logistics (.6); conference with O. Rarric re deposition of Dan Soehnlen (.6).
7/12/03	9.20	Damian D Capozzola	Draft class certification opposition brief.
7/12/03	4.10	Andrew E Paris	Prepare for hearing by revising examination outlines, reviewing deposition transcripts, and editing

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			demonstratives.
7/13/03	.30	Shirley S Cho	Review and respond to email of A. Running re D&O litigation (.2); review and respond to C. Lhulier re supplement to D&O motion (.1).
7/13/03	3.80	Andrew G Horne	Edit documents re class certification opposition (1.0) research re same (2.5); email correspondence to D. Capazolla and E. Liebler re same (.3).
7/13/03	.80	Richard L Wynne	Revision of DSD class certification brief.
7/13/03	2.10	Richard L Wynne	Telephone conference with F. Huffard and T. Stenger re testimony outlines; prepare for agenda call (1.3); agenda conference call (.8).
7/13/03	2.20	Damian D Capozzola	Review and revise class certification opposition brief (2.0); conference with E. Liebler re same (.2).
7/13/03	8.50	Andrew J Groesch	Citecheck brief and print cases.
7/13/03	2.70	Eric C Liebler	Edit DSD brief.
7/13/03	6.00	Andrew E Paris	Revise examination outlines, prepare for hearing.
7/14/03	11.00	Edgar I Yep	Compile exhibits for court filing (10.0); prepare documents to be sent to local counsel in Delaware for court filing (1.0).
7/14/03	9.50	Robert T Buday	Review numerous objections to real estate motions address issues presented thereby and resolve outstanding objections.
7/14/03	12.00	Allison Mayo Andrews	Assist attorney with preparation of Debtor's Opposition to Class Certification brief (10.0); assist attorney with preparation for hearing on 7/16/03 (2.0).

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/14/03	7.70	Eugene F Chay	Review documents received from Fleming re relationship with Target (2.5); draft timeline of events (2.5); draft complaint for turnover of estate property (2.7).
7/14/03	2.40	Steven R Kotarba	Review response to request for class certification and provide comments to D. Capazolla re same (1.3); telephone conference with D. Capazolla re PACA issues relating to same (.3); follow up with A. Groesch and claims agent re additional information needed in support of response (.4); telephone conference with D. Capazolla and M. Scott re revise response and PACA issues contained therein (.4).
7/14/03	11.50	Antoinette Huerta	Assist with preparation of DSD opposition re class certification motion (6.5); assist with service of discovery and production of evidentiary documents re Albertson's (2.0); update deposition database and files and distribute to counsel (3.0).
7/14/03	.10	Shirley S Cho	Review email from J. Bocock re AAA actions.
7/14/03	.50	Shirley S Cho	Review draft class certification brief from D. Capozzola (.3); voicemail to D. Capozzola re same (.2).
7/14/03	3.70	Andrew G Horne	Edit and prepare class certification brief (1.7); numerous conferences with D. Capozzola re class certification brief (2.0).
7/14/03	2.50	Denise Wymore	Conference with R. Berger re filing and service of 105 injunction pleadings (.5); Telephone conference with S. McFarland re filing and service (.3); prepare exhibits to Affidavit (1.3); emails to S. McFarland forwarding complaint, motion, etc. (.4).
7/14/03	.50	Alexander Barnard	Conference with O. Rarric re efforts to

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			comply with requests made at depositions re Superior Dairy.
7/14/03	.70	Frank A Chavez	Prepare and organize production documents re adversary proceedings.
7/14/03	12.00	Damian D Capozzola	Communications re and analysis of Hawaii software issues (.4); communications re military contractor issues (.1); review and revise class certification opposition brief and prepare brief and related declarations and exhibits for filing (11.5).
7/14/03	2.00	Andrew J Groesch	Review final draft of brief and send comments to D. Capozzola (1.3); pull PACA claims and PACA reports for inclusion in brief in opposition to Farris class certification motion (.7).
7/14/03	15.40	Andrew E Paris	Prepare Paul Auger, Kevin Regan and Mike Walsh for trial (5.0); revise examination outlines and prepare for trial (10.4).
7/14/03	2.10	Geoffrey A Richards	Prepare for and participate in board call re Coremark.
7/14/03	.50	Sydne J Michel	Draft memorandum to J. Ruder re Fox Foods' FSA, lease and note issues.
7/14/03	.10	Sydne J Michel	Review and analyze court's order re emergency motion by DEC Investment for order compelling debtors to comply with section 365(d) of the Bankruptcy Code.
7/14/03	4.90	Sydne J Michel	Review and revise draft discovery in K3RD and 5 Rivers motions to compel.
7/14/03	1.40	Sydne J Michel	Draft memorandum to J. Gray re settlement issues in K3RD/5 Rivers motions to compel.
7/14/03	.50	Sydne J Michel	Draft memorandum to E. Liebeler re discovery and strategy issues in K3RD and 5 Rivers motions.

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/14/03	1.50	Sydne J Michel	Email correspondence with S. Cho re Hays hearing and objection deadlines (.5); email correspondence with R. Mersky re Hays' Stipulation issues (1.0).
7/14/03	.80	Sydne J Michel	Review and analyze draft objection to Fox Foods' motion to compel (.5); draft memorandum to J. Ruder re same (.3).
7/14/03	.20	Sydne J Michel	Review and analyze Committee's joinder in K3RD and 5 Rivers objections.
7/15/03	8.50	Allison Mayo Andrews	Assist attorney with preparation for hearing on 7/16/03 (1.0); prepare evidentiary documents to transmit to client, local counsel and opposing counsel (2.0); analysis and preparation of incoming deposition transcripts; revise database re same (5.5).
7/15/03	7.00	Eugene F Chay	Review documents from Fleming re Target (2.0); draft complaint for turnover of estate property (5.0).
7/15/03	.50	Andrew G Horne	Email correspondence with D. Capozzola and A. Groesch re pro hac forms.
7/15/03	.80	Frank A Chavez	Monitor and distribute, for attorney review and use, electronic case database re filed pleadings for adversary proceedings.
7/15/03	.40	Marjon E Ghasemi	Email correspondence with R. Blue re pending litigation (.2); follow up telephone conference with D. Horwitz re same (.2).
7/15/03	5.00	Damian D Capozzola	Telephone conferences re analysis of Berry software issues (.8); telephone conference re analysis of DSD deposition and strategy issues (2.2); review class certification opposition brief and conference with R. Wynne re same (1.2); draft outline for supplemental class certification opposition brief (.8).

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/15/03	1.30	Elizabeth Cox Arnold	Research precedent regarding 542 adversary complaint.
7/15/03	14.00	Andrew E Paris	Prepare Mike Walsh, Tom Morrow, Rick Janssen for trial (5.0); prepare closing argument (9.0).
7/15/03	2.50	Sydne J Michel	Review issues re cure notice and objections (1.5); review bidding procedures chart (1.0).
7/15/03	.50	Sydne J Michel	Draft memorandums to team re Hays' continuance and Hays' settlement/stipulation.
7/15/03	1.50	Sydne J Michel	Review and respond to correspondence from R. Mersky re Hays' objection (.5); draft Stipulation re hearing and filing dates (.2); draft and respond to correspondence from R. Wynn and G. Richards re same (.8).
7/15/03	.10	Sydne J Michel	Email correspondence with L. Thomas re E-Z Mart hearing.
7/16/03	1.50	Duy Q Doan	Update Notes and Concordance databases (.8); transfer LiveNote transcript on D. Cappozola and E. Yep's laptops for hearing (.7).
7/16/03	7.50	Edgar I Yep	Compile all deposition transcripts and send electronically and via hard copy to J. Stang and J. Fiero (Pachulski et al.) and C. Benson (White & Case) (6.5); compile exhibits for upcoming Notice of Errata filing (1.0).
7/16/03	9.00	Allison Mayo Andrews	Prepare deposition transcripts and exhibits to transmit to opposing counsel (1.0); analysis and preparation of evidentiary documents to produce to American Greeting and assist with preparation of Initial Disclosures re same (8.0).
7/16/03	7.80	Eugene F Chay	Review Fleming documents re Target

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			relationship (2.0); revise timeline of events (.8); draft complaint for turnover of estate property (5.0).
7/16/03	.30	Nicole E Goldstein	Corresponded with O. Rarric re deposition follow-up.
7/16/03	.20	Christian Lymn	Read and review of email from G. Cranley re changes to Hartford Stipulation and Exhibits.
7/16/03	1.00	Christian Lymn	Review and revising Hartford Order and Stipulation.
7/16/03	.30	Christian Lymn	Emails to R. Berger re Hartford Stipulation.
7/16/03	.20	Christian Lymn	Telephone Conference with S. Chon re Hartford Stipulation.
7/16/03	.10	Christian Lymn	Voicemail to G. Cranley re Hartford Stipulation.
7/16/03	.50	Christian Lymn	Review and Revising Exhibits to Hartford Stipulation.
7/16/03	.70	Andrew G Horne	Email correspondence with D. Capozzola re status of case (.1); email correspondence with A. Groesch re pro hac vice forms (.3); prepare materials for class certification hearing (.3).
7/16/03	2.20	Alexander Barnard	Draft digest of V. Maier deposition.
7/16/03	9.30	Damian D Capozzola	Review and analysis of military contractor issues (.8); review and analysis of Hawaii software issues (.3); prepare initial disclosures and document production in American Greetings matter, and review re same (3.4); analysis of witness availability and testimony issues re upcoming class certification hearing (.7); review DSD deposition transcripts and draft supplemental class certification opposition brief (3.4); telephone conference with E. Liebler and C.



The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Lhulier re DSD litigation management and strategy issues (.7).
7/16/03	2.00	Sydne J Michel	Review Purchase and Asset agreement re impact on retailer motions.
7/16/03	.20	Sydne J Michel	Review and respond to correspondence from J. Ruder re Fox Foods' cure objection.
7/17/03	7.50	Edgar I Yep	Prepare exhibits for Notice of Errata and prepare for sending to local counsel in Delaware (4.0); prepare exhibits and Supplemental Opposition to send to local counsel (3.5).
7/17/03	10.00	Allison Mayo Andrews	Analysis and preparation of depositions, exhibits and videos; prepare DSD depositions and exhibits to transmit to opposing counsel (8.0); assist attorney with preparation of Debtor's Supplemental Response to Plaintiff's Class Certification brief (2.0).
7/17/03	8.30	Eugene F Chay	Finalize draft of turnover complaint for Fleming adverse to Target.
7/17/03	3.80	Nicole E Goldstein	Draft deposition summaries for depositions of K. Bair and M. Sponseller.
7/17/03	7.30	Alexander Barnard	Review and draft digest of V. Maier and G. Soehnen deposition (5.0); review and draft digest of E. Soehnen deposition (2.3).
7/17/03	11.50	Damian D Capozzola	Telephone conferences with witnesses re class action hearing (1.5); prepare supplemental response re class certification opposition (3.0); analysis of and communications re Hawaii software (1.0); draft witness outlines and arguments for class certification hearing, and communications re same (5.0); communications re ESIS issues (.5);

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			communications re American Greetings issues (.5).
7/17/03	4.30	Mark L Kovner	Ongoing antitrust analysis and discussions with Blackstone and Core-Mark interview re same.
7/17/03	11.70	Andrew E Paris	Prepare for and attend trial.
7/17/03	3.20	Sydne J Michel	Draft Fox Foods discovery outline, review related pleadings.
7/17/03	1.50	Sydne J Michel	Review documents re supply levels for Nashville Division for Hays, K3RD and 5 Rivers motions.
7/17/03	2.20	Sydne J Michel	Research stay of offset proceedings under stay.
7/17/03	1.60	Sydne J Michel	Telephone conference with R. Mersky re Hays Food's Stipulation and discovery issues (.5); draft and revise Hays Food Stipulation (.3); draft memorandum to R. Mersky re same (.8).
7/17/03	.40	Sydne J Michel	Telephone conference with J. Ruder re Fox Foods' motion to compel.
7/18/03	4.50	Duy Q Doan	Update Fleming Concordance and Notes database and images for remote access (2.5); download transcripts on to D. Cappozola and E. Yep's laptops (2.0).
7/18/03	14.00	Edgar I Yep	Confirm with Delaware co-counsel court filing status (.5); compile and prepare documents for upcoming Class Certification hearing in Delaware (12.5); contact and resolve LiveNotes (deposition/hearing transcript software) issues with Chicago office (1.0).
7/18/03	10.30	Allison Mayo Andrews	Review deposition videos of DSD witnesses (1.5); analysis and preparation of class action documents for attorneys in preparation for hearing on 7/22/03 (8.8).

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/18/03	5.00	Antoinette Huerta	Prepare for class certification hearing.
7/18/03	2.70	Nicole E Goldstein	Draft summary of deposition of P. Gardner of Nickles bakery (1.0); edit deposition summaries of P.Gardner, K. Bair, and M. Sponseller (1.7).
7/18/03	.40	Shirley S Cho	Review military settlement letter from M. Dawson (.2); telephone conference with D. Cohen re Kellogg's military distribution agreement (.2).
7/18/03	.30	Andrew G Horne	Review and sign pro hac form (.1); conference with A. Groesh re pro hac vice form (.1); email correspondence with C. Lhulier re pro hac (.1).
7/18/03	1.20	Denise Wymore	Review email from M. Ghasemi re motion to file under seal (.1); research re same (.5); review email from S. Cho re Reliant motion (.1); retrieve same (.4); forward to S. Cho (.1).
7/18/03	.80	Frank A Chavez	Locate, retrieve, organize and distribute for attorney review and use documents re class certification.
7/18/03	2.00	James M Celeski	Revise and update Objection Chart for Fleming.
7/18/03	13.30	Damian D Capozzola	Review and revise supplemental class certification opposition brief and prepare same for filing (1.1); communications with and re J. Clemens re testimony at class certification hearing (.8); communications re DSD strategy issues (.2); review and analysis of Cangemi deposition and draft cross-examination outline (.7); prepare for and participate in communications re Hawaii software issues, and review and comment on Guidance draft re same (2.2); review and analysis of class plaintiff deposition transcripts, prepare

August 22, 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.# 2692975

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

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	\$ 3,849.00
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	\$ 3,543.70
Total for legal services rendered and expenses incurred	\$ 7,392.70

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

**Summary of Hours Billed**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Marjon E Ghasemi	1.80	385.00	693.00
Christian Lymn	.30	270.00	81.00
J Garrett Van Osdel	8.20	375.00	3,075.00
<b>Total</b>	10.30		<b>\$ 3,849.00</b>

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

### Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/08/03	.30	Christian Lymn	Review of Fleming minimum tobacco licensing requirements in the State of Washington.
7/21/03	1.30	J Garrett Van Osdell	Multiple telephone conferences and correspondence with Kirkland & Ellis attorneys and Canadian counsel re cash management order and bank account holdings (.8); draft motion to amend cash management order (.5).
7/21/03	1.80	Marjon E Ghasemi	Telephone conference with C. Schaffel re various open cash management issues (.4); follow up telephone calls and emails to and from S. Cho and G. Van Osdell re same (.6); review email correspondence from G. Van Osdell and S. Cho re same (.2); telephone conference with G. Van Osdell re same (.3); follow telephone conference with G. Van Osdell and C. Schaffel re same (.3).
7/22/03	.30	J Garrett Van Osdell	Draft motion to amend cash management orders.
7/23/03	1.90	J Garrett Van Osdell	Draft motion and order amending cash management order (1.3); correspondence with Kirkland & Ellis attorneys and Canadian counsel re same (.6).
7/24/03	1.20	J Garrett Van Osdell	Review and revise Motion to Amend Cash Management Order and correspondence with Kirkland & Ellis attorneys and Canadian counsel re same.
7/28/03	2.50	J Garrett Van Osdell	Review and revise motion and orders to amend cash management orders (2.2); correspondence with Canadian counsel, Kirkland & Ellis attorneys and Pachulski re same (.3).
7/29/03	.60	J Garrett Van Osdell	Correspondence with Kirkland & Ellis

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			attorneys and White and Case re filing of cash management motion and establishment of hearing date re same.
7/30/03	.40	J Garrett Van Osdel	Correspondence with Canadian counsel and Kirkland & Ellis attorneys re comments to Cash Management Order.
	10.30		TOTAL HOURS

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

### Description of Expenses

<u>Description</u>	<u>Amount</u>
Fed Exp from:MARJON S,LOS ANGELES,CA	12.58
to:D W	
Fed Exp to:SHIRLEY CHO,LOS ANGELES,CA	14.25
from:MARK H	
West Publishing-TP,Database Usage 5.03	52.18
West Publishing-TP,Database Usage 5.03	47.03
West Publishing-TP,Database Usage 5.03	49.69
West Publishing-TP,Database Usage 5.03	82.92
West Publishing-TP,Database Usage 5.03	79.22
Fed Exp from:JEOFFREY	13.20
RICHARDS,CHICAGO,IL to:GEOFFREY RICHARDS	
Telephone call to: WILMINGTON,DE	.50
302-654-1888	
Telephone call to: 262-798-8220	1.99
Telephone call to: DALLAS NE,TX	.50
972-906-2177	
Telephone call to: 262-798-8220	.50
Telephone call to: DALLAS,TX	.50
214-777-4287	
Telephone call to: NY CITY,NY	.50
917-836-2419	
Telephone call to: 262-798-8220	.75
Telephone call to: NY CITY,NY	.50
917-836-2419	
Telephone call to: MILWAUKEE,WI	.50
414-298-8136	
Telephone call to: 262-521-2304	.50
Telephone call to: MILWAUKEE,WI	1.99
414-270-2719	
Telephone call to: 262-521-2304	3.74
Telephone call to: PHILADELPH,PA	.50
215-864-8623	
Telephone call to: 262-798-8220	.50
Telephone call to: DALLAS NE,TX	1.99
972-906-2264	
Haleh Rahjoo - Overtime Meals - Attorney	12.64
- 6/24/03 Dinner	
Haleh Rahjoo - Overtime Meals - Attorney	16.41
- 6/16/03 Dinner	
Haleh Rahjoo - Overtime Meals - Attorney	22.78
- 6/17/03 Dinner	
Haleh Rahjoo - Overtime Meals - Attorney	23.17
- 6/18/03 Dinner	



The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: CHICAGO,IL 312-332-7555	.50
Telephone call to: 262-798-8220	.50
Telephone call to: MILWAUKEE,WI 414-298-8136	.50
Telephone call to: MILWAUKEE,WI 414-270-2719	.50
Telephone call to: PHILADELPH,PA 215-864-8623	.50
Telephone call to: DETROIT,MI 313-259-7110	.50
Telephone call to: DETROIT,MI 313-259-7110	.75
Telephone call to: DALLAS NE,TX 972-906-8057	.50
Telephone call to: DALLAS NE,TX 972-906-2264	.75
Telephone call to: MILWAUKEE,WI 414-298-8136	.75
Telephone call to: MILWAUKEE,WI 414-640-2775	.75
West Publishing-TP,Database Usage 6.03	14.24
Telephone call to: DALLAS,TX 214-725-0872	.75
Telephone call to: DALLAS,TX 214-725-0872	1.25
Telephone call to: DALLAS,TX 214-725-0872	3.24
Binding	3.50
Tabs/Indexes/Dividers	10.00
GENESYS CONFERENCING, INC. - Telephone - 06/11/03 Conforence call	65.96
Telephone call to: CHICAGO,IL 312-543-5435	.50
Telephone call to: STATE OF,DE 302-778-6405	.50
Telephone call to: STATE OF,DE 302-778-6405	1.00
Telephone call to: S SAN,CA 650-589-9445	.72
Telephone call to: RICHMOND,BC 604-244-4609	12.42
Telephone call to: BARRINGTON,IL 847-381-4443	.75
Telephone call to: BARRINGTON,IL 847-381-4443	.75

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: LITTLE ROCK, AR 501-688-8800	.50
Telephone call to: S SAN, CA 650-559-8885	1.24
Telephone call to: MINEAPOLIS, MN 612-371-2493	.75
Telephone call to: 262-798-8220	.50
Telephone call to: MILWAUKEE, WI 414-270-2719	1.00
Telephone call to: MINEAPOLIS, MN 612-371-2493	.50
West Publishing-TP, Database Usage 6.03	29.67
Mona L Ashbaugh - SECRETARY SUPPORT	97.46
Telephone call to: WILMINGTON, DE 302-656-8162	1.74
Telephone call to: DALLAS NE, TX 972-906-8114	1.74
Telephone call to: STATE OF, DE 302-778-6401	.50
Telephone call to: RICHMOND, BC 604-244-4609	5.59
Telephone call to: WASHINGTON, DC 202-463-2124	.50
Telephone call to: S SAN, CA 650-589-9445	2.89
Telephone call to: ARLINGTON, TX 817-313-9992	.50
Telephone call to: CHICAGO, IL 312-782-3939	.50
Telephone call to: BARRINGTON, IL 847-381-4443	1.25
Telephone call to: LITTLE ROCK, AR 501-688-8800	.50
Telephone call to: LITTLE ROCK, AR 501-688-8800	.50
Telephone call to: CHICAGO, IL 312-782-3939	1.00
Telephone call to: CHICAGO, IL 312-782-3939	1.00
Telephone call to: CHICAGO, IL 312-782-3939	.50
Telephone call to: E BAY, CA 925-736-5754	1.45
Telephone call to: DALLAS NE, TX 972-906-8125	.50
Telephone call to: STATE OF, DE	1.00

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
302-778-6405	
Telephone call to: STATE OF,DE	2.49
302-778-6406	
Telephone call to: STATE OF,DE	.75
302-778-6406	
Telephone call to: STATE OF,DE	3.24
302-778-6406	
Telephone call to: WILMINGTON,DE	.50
302-651-7700	
Telephone call to: ARLINGTON,TX	2.99
817-313-9992	
Scanned Images	.75
Scanned Images	.90
Scanned Images	.30
Scanned Images	.30
Scanned Images	.30
Scanned Images	.30
Scanned Images	2.85
Scanned Images	1.05
Scanned Images	.75
Scanned Images	2.85
Scanned Images	.15
Scanned Images	.15
Cheri Owen - SECRETARY SUPPORT	73.09
Haleh Rahjoo - Telephone - 6/18/03	2.00
Telephone charges	
Haleh Rahjoo - Telephone - 6/19/03	94.79
Telephone charges	
Haleh Rahjoo - Telephone - 6/19/03	9.95
Internet charges	
Haleh Rahjoo - Telephone - 6/20/03	35.68
Telephone charges	
Haleh Rahjoo - Telephone - 6/18/03	9.95
Internet charges	
Telephone call to: STATE OF,DE	2.24
302-778-6405	
Telephone call to: OKLA CITY,OK	2.49
405-235-7749	
Telephone call to: STATE OF,DE	.75
302-778-6406	
Telephone call to: STATE OF,DE	.50
302-778-6405	
Telephone call to: DALLAS NE,TX	.50
972-906-8114	
Telephone call to: DALLAS,TX	1.25
214-754-7504	

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: DALLAS NE,TX 972-906-2180	.50
Telephone call to: DALLAS NE,TX 972-906-8114	.75
Telephone call to: S SAN,CA 650-589-9445	1.66
Telephone call to: LITTLEROCK,AR 501-688-8800	.50
Scanned Images	.75
Mona L Ashbaugh - SECRETARY SUPPORT	36.54
Mona L Ashbaugh - SECRETARY SUPPORT	36.54
Scanned Images	.30
Scanned Images	.45
ANDREW E PARIS - Working Meals/K&E Only - 6/22/03 Dinner w/C. Owen	36.61
ANDREW E PARIS - Overtime Meals - Attorney - 6/17/03 Dinner	19.78
ANDREW E PARIS - Overtime Meals - Attorney - 6/24/03 Dinner	51.86
ANDREW E PARIS - Overtime Meals - Attorney - 6/23/03 Dinner	40.64
Cheri Owen - SECRETARY SUPPORT	97.46
Telephone call to: DALLAS,TX 214-953-6467	.50
Telephone call to: NORTH EAST,NJ 201-556-4070	3.74
Telephone call to: LITTLEROCK,AR 501-688-8800	4.73
Telephone call to: RICHMOND,BC 604-244-4643	.62
Telephone call to: S SAN,CA 650-589-9445	1.19
Telephone call to: ARLINGTON,TX 817-514-8031	.50
Telephone call to: RICHMOND,BC 604-244-4609	1.24
Telephone call to: RICHMOND,BC 604-244-4647	4.35
Scanned Images	.15
Scanned Images	.60
Cheri Owen - SECRETARY SUPPORT	121.82
Cheri Owen - SECRETARY SUPPORT	24.36
Telephone call to: CHICAGO,IL 312-335-8533	2.49
Telephone call to: VANCOUVER,BC 604-683-1234	3.11

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: NORTH EAST,NJ 201-556-4063	.75
Telephone call to: LITTLEROCK,AR 501-688-8800	5.98
Telephone call to: S SAN,CA 650-589-9445	3.88
Telephone call to: CENTRAL,NC 336-725-3500	7.97
Telephone call to: S SAN,CA 650-589-9445	.72
Telephone call to: LITTLEROCK,AR 501-688-8800	.75
Telephone call to: DALLAS NE,TX 972-906-8085	.79
Telephone call to: DALLAS NE,TX 972-906-8662	3.14
Telephone call to: DALLAS NE,TX 972-906-1433	5.50
Standard Copies	.80
Standard Copies	4.80
Cheri Owen - SECRETARY SUPPORT	85.27
Cheri Owen - SECRETARY SUPPORT	24.36
Telephone call to: SULPHRSPGS,TX 903-885-6476	.50
Telephone call to: OKLA CITY,OK 405-528-6569	.50
Telephone call to: TEXARKANA,TX 903-832-6502	4.48
Telephone call to: S SAN,CA 650-589-9445	1.27
Telephone call to: VANCOUVER,BC 604-683-1234	1.86
Telephone call to: DALLAS NE,TX 972-906-8114	1.00
Telephone call to: DALLAS NE,TX 972-906-8114	.50
Telephone call to: AUGUSTA,ME 207-623-9193	.50
Telephone call to: DALLAS NE,TX 972-906-8114	26.41
Telephone call to: S SAN,CA 650-589-9445	7.37
Fax page charge to 650-952-4284	2.25
Fax page charge to 501-688-8807	.75
Standard Copies	4.20
Standard Copies	.40

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Standard Copies	4.50
Standard Copies	13.40
Standard Copies	.80
Fed Exp to:PAUL J ANGER,MANCHESTER,ME from:ANDREW PARIS	16.23
Cheri Owen - SECRETARY SUPPORT	97.46
Cheri Owen - SECRETARY SUPPORT	48.73
Fax phone charge to 604-689-3707	1.24
Fax page charge to 501-688-8807	2.25
Fax page charge to 903-885-1385	.75
Fax page charge to 604-689-3707	2.25
Scanned Images	.60
Scanned Images	.60
Scanned Images	1.50
Scanned Images	.45
Fed Exp to:KEVIN REGAN,SADDLE BROOK,NJ from:ANDREN PARIS	9.87
Fed Exp to:BECKY ROOF,HOUSTON,TX from:HALEH RAJHOO	29.34
Cheri Owen - SECRETARY SUPPORT	109.64
Telephone call to: NEWYORKCTY,NY 212-446-4800	1.00
Telephone call to: LITTLEROCK,AR 501-688-8800	1.00
Fax page charge to 405-239-6651	3.00
Fax page charge to 405-528-6462	3.00
Telephone call to: NEWYORKCTY,NY 212-819-8311	.50
Haleh Rahjoo - Telephone - 7/08/03 Cell phone charges	71.40
Telephone call to: AUGUSTA,ME 207-623-9193	.50
Telephone call to: NEWYORKCTY,NY 212-755-1200	1.49
Scanned Images	.45
Haleh Rahjoo - Overtime Meals - Attorney - 6/30/03 Dinner	22.27
Haleh Rahjoo - Overtime Meals - Attorney - 6/24/03 Dinner	16.22
Haleh Rahjoo - Overtime Meals - Attorney - 6/23/03 Dinner	14.00
Haleh Rahjoo - Overtime Meals - Attorney - 7/02/03 Dinner	16.22
Cheri Owen - SECRETARY SUPPORT	85.27
Telephone call to: MILWAUKEE,WI 414-270-2719	.50

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: DETROIT,MI 313-393-7433	.50
Telephone call to: S SAN,CA 650-833-2159	1.74
Telephone call to: STATE OF,DE 302-778-6405	1.25
Telephone call to: WILMINGTON,DE 302-652-4100	1.49
Telephone call to: NEWYORKCTY,NY 212-869-4400	.75
Telephone call to: RICHMOND,BC 604-244-4609	1.24
Telephone call to: NEWYORKCTY,NY 212-755-1200	1.00
Telephone call to: NEWYORKCTY,NY 212-755-1200	1.25
Telephone call to: NEWYORKCTY,NY 212-755-1200	1.00
Telephone call to: GAITHERSBG,MD 301-926-0381	5.23
Fax phone charge to 212-421-3876	1.49
Fax page charge to 501-688-8807	.75
Fax page charge to 212-421-3876	10.50
Fax page charge to 650-952-4284	.75
Standard Copies	1.50
Cheri Owen - SECRETARY SUPPORT	73.09
Telephone call to: WILMINGTON,DE 302-652-4100	.50
Telephone call to: NORTH EAST,NJ 201-906-7022	.59
Telephone call to: S SAN,CA 650-589-9445	.59
Telephone call to: RICHMOND,BC 604-244-4609	8.38
Telephone call to: W BAY,CA 510-813-4449	7.26
Telephone call to: RICHMOND,BC 604-273-7721	.52
Telephone call to: RICHMOND,BC 604-244-4623	6.29
Telephone call to: RICHMOND,BC 604-244-4609	3.67
Telephone call to: DOWNTN LA,CA 213-248-1212	.59
Standard Copies	65.00
Standard Copies NY	.15

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Cheri Owen - SECRETARY SUPPORT	36.54
Telephone call to: S SAN,CA	.93
650-833-2159	
Telephone call to: ELK GROVE,IL	.50
847-439-5502	
Telephone call to: NEWYORKCTY,NY	.50
212-446-4800	
Telephone call to: DALLAS NE,TX	7.47
972-906-1377	
Telephone call to: NOVATO,CA	.59
415-898-2255	
Fax phone charge to 212-446-4900	1.49
Fax page charge to 212-446-4900	11.25
Fax page charge to 207-623-5027	.75
Standard Copies	14.00
Standard Copies	14.00
BETWEEN THE BREAD CATERING, INC. -	140.00
Working Meals/K&E and Others, 7/11/03,	
D. Paris, Lunch, 4	
Telephone call to: LITTLEROCK,AR	.75
501-688-8800	
Telephone call to: NEWYORKCTY,NY	1.49
212-557-5558	
Telephone call to: WILMINGTON,DE	1.00
302-652-4100	
Telephone call to: WILMINGTON,DE	.50
302-652-4100	
Telephone call to: WILMINGTON,DE	1.00
302-652-4100	
Telephone call to: NEWYORKCTY,NY	.50
212-557-5558	
Telephone call to: NEWYORKCTY,NY	.50
212-557-5558	
Telephone call to: WILMINGTON,DE	.50
302-652-4100	
Telephone call to: LITTLEROCK,AR	1.00
501-688-8800	
Telephone call to: LITTLEROCK,AR	.75
501-688-8800	
Telephone call to: 856-931-1030	2.49
Telephone call to: DALLAS NE,TX	.75
972-906-2264	
Telephone call to: S SAN,CA	1.03
650-589-9445	
Telephone call to: DALLAS NE,TX	.50
972-657-7054	



The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: WESTERN,PA 814-947-5426	.50
Telephone call to: LCKPT RMV,IL 815-372-4141	.50
Fax page charge to 302-652-4400	2.25
Fax page charge to 302-594-3108	1.50
Cheri Owen - SECRETARY SUPPORT	85.27
Telephone call to: WILMINGTON,DE 302-652-4100	1.00
Telephone call to: NEWYORKCTY,NY 212-755-1200	.50
Telephone call to: DALLAS NE,TX 972-657-7054	5.98
Fax page charge to 302-652-4400	.75
Standard Copies	4.50
Standard Copies	29.40
Standard Copies	2.20
Standard Copies	33.90
ADMINISTRATIVE SERVICES COOPERATIVE, INC	46.40
- Local Transportation - 07/03/03 - From: 777 S. Figueroa / To: LAX	
Cheri Owen - SECRETARY SUPPORT	85.27
Telephone call to: WILMINGTON,DE 302-652-4100	.75
Standard Copies	7.20
Standard Copies	1.00
Cheri Owen - SECRETARY SUPPORT	97.46
Telephone call to: CLVD N,OH 330-854-0342	7.72
Telephone call to: ROCKY MT,NC 252-291-6230	5.73
Telephone call to: S SAN,CA 650-589-9445	.95
Telephone call to: WILMINGTON,DE 302-652-4100	.50
Telephone call to: PHILADELPH,PA 215-575-7136	.50
Telephone call to: S SAN,CA 650-949-1615	3.56
Telephone call to: NEWYORKCTY,NY 212-755-1200	1.25
Telephone call to: STATE OF,DE 302-778-6405	1.74
Cheri Owen - SECRETARY SUPPORT	73.09
Telephone call to: TORONTO,ON 416-597-4153	6.22

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: WILMINGTON,DE 302-652-4100	.50
Telephone call to: DALLAS NE,TX 972-906-8114	.50
Standard Copies	1.20
Standard Copies	4.70
EVAN W GRANOWITZ - Travel expense 7/14-7/18/03 - Trans to/from airport - Delaware - Hearing Preparation	55.00
EVAN W GRANOWITZ - Travel expense 7/14-7/18/03 - Meals - Delaware - Hearing Preparation	39.95
EVAN W GRANOWITZ - Travel expense 7/14-7/18/03 - Auto mileage/parking & tolls - Delaware - Hearing Preparation	55.00
Telephone call to: DALLAS NE,TX 972-906-2324	.50
Telephone call to: NOVATO,CA 415-898-2255	1.66
Telephone call to: S SAN,CA 650-833-2159	1.19
Standard Copies	31.90
Cheri Owen - SECRETARY SUPPORT	85.27
Telephone call to: LITTLEROCK,AR 501-688-8800	.50
Telephone call to: OK CITY,OK 405-419-3406	1.00
Telephone call to: DALLAS NE,TX 972-906-8125	.50
Telephone call to: DALLAS NE,TX 972-906-2324	.50
Telephone call to: STATE OF,DE 302-778-6401	.50
Telephone call to: WILMINGTON,DE 302-652-8400	.50
Telephone call to: SAN LUS,CA 805-543-8402	.80
Telephone call to: STATE OF,DE 302-778-6406	.50
Telephone call to: ALEXANDRIA,VA 703-578-3165	5.98
Telephone call to: STATE OF,DE 302-778-6406	.50
Telephone call to: WILMINGTON,DE 302-652-8400	2.99
Telephone call to: CHATANOOGA,TN	1.99

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
615-846-8000	
Telephone call to: S SAN,CA	.64
650-589-9445	
Telephone call to: CHICAGO,IL	2.24
312-287-1355	
Telephone call to: S SAN,CA	.57
650-833-2159	
Telephone call to: NEWYORKCTY,NY	12.46
212-677-3967	
Telephone call to: CHATANOOGA,TN	.50
615-846-8000	
Telephone call to: LITTLEROCK,AR	1.00
501-688-8800	
Telephone call to: DALLAS NE,TX	.50
972-906-2324	
Telephone call to: WILMINGTON,DE	3.24
302-652-4100	
Telephone call to: WILMINGTON,DE	1.25
302-652-8400	
Telephone call to: DALLAS NE,TX	.50
972-315-3777	
Telephone call to: WILMINGTON,DE	.75
302-652-4100	
Telephone call to: ATLANTA,GA	4.98
404-237-3847	
Telephone call to: ATLANTA,GA	1.74
404-314-9409	
Telephone call to: STATE OF,DE	1.25
302-778-6401	
Telephone call to: STATE OF,DE	1.25
302-547-3132	
Telephone call to: STATE OF,DE	1.49
302-778-6406	
Telephone call to: 229-686-7015	.50
Telephone call to: N CENTRAL,TN	.50
615-963-2200	
Telephone call to: SULPHRSPGS,TX	1.25
903-885-6476	
Standard Copies	2.40
Telephone call to: PHILADELPH,PA	.75
215-523-8000	
Telephone call to: SULPHRSPGS,TX	.50
903-885-6476	
Telephone call to: PHILADELPH,PA	1.00
215-523-8000	
Telephone call to: PHILADELPH,PA	.75

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
215-523-8000	
Fax page charge to 215-568-6445	.75
Standard Copies	.80
Standard Copies	.50
Standard Copies	23.00
Total Expenses	\$ 3,543.70

August 22, 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.# 2692976

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IN THE MATTER OF            **Case Administration**  
                                 **File No. 40575-0006**

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	\$ 101,362.00
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	\$ 25,456.69
Total for legal services rendered and expenses incurred	\$ 126,818.69

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

### Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ashley H Anderson	2.40	345.00	828.00
Heather D Bawden	.30	270.00	81.00
Richard S Berger	.20	625.00	125.00
Robert T Buday	3.60	510.00	1,836.00
Eugene F Chay	7.20	375.00	2,700.00
Shirley S Cho	7.50	445.00	3,337.50
Eva H Davis	2.20	545.00	1,199.00
Seth J Gerson	7.60	430.00	3,268.00
Marjon E Ghasemi	4.80	385.00	1,848.00
Andrew G Horne	.80	345.00	276.00
Alison Hunter	1.10	385.00	423.50
Steven R Kotarba	95.50	420.00	40,110.00
Eric C Liebeler	2.10	525.00	1,102.50
Christian Lymn	1.10	270.00	297.00
Drew D Panahi	2.50	305.00	762.50
Andrew E Paris	.70	455.00	318.50
Larissa Paule-Carres	1.50	375.00	562.50
Haleh Rahjoo	16.10	345.00	5,554.50
Geoffrey A Richards	37.30	460.00	17,158.00
Andrew R Running	1.50	510.00	765.00
J Garrett Van Osde11	1.00	375.00	375.00
Victoria Wales	2.00	310.00	620.00
Richard L Wynne	18.10	670.00	12,127.00
James M Celeski	3.50	105.00	367.50
Elizabeth Cox Arnold	4.50	190.00	855.00
Adam J Gorman	2.40	105.00	252.00
Andrew J Groesch	6.20	190.00	1,178.00
Melanie D Whitcomb	2.60	190.00	494.00
Denise Wymore	7.10	210.00	1,491.00
David Hernandez	7.00	150.00	1,050.00
<b>Total</b>	<b>250.40</b>		<b>\$ 101,362.00</b>

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

### Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
6/12/03	.50	Andrew J Groesch	Correspond with S. McFarland re open issues.
7/01/03	.50	Robert T Buday	Participate in legal issues call.
7/01/03	.40	Shirley S Cho	Review and email to E. Arnold revisions to open task list items (.3); review agenda for committee telephone conference and reply to email re time of same (.2).
7/01/03	.70	Seth J Gerson	Telephone conference with members of client, other professionals and other members of K&E re various legal issues re client and Chapter 11 Case.
7/01/03	1.50	Andrew J Groesch	Office conference with K. Percy, AlixPartners re professional fee applications submitted for payment; prepare for and participate in professionals conference call with AlixPartners, Pachulski attorneys and K&E attorneys (1.2).
7/01/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
7/02/03	1.70	Shirley S Cho	Attend weekly Committee telephone conference (1.0); attend weekly bank telephone conference (.7).
7/02/03	.40	Ashley H Anderson	Telephone call from PBGC counsel to discuss certain filing issues relating to the debtors (.2); consider PBGC issues (.1); participate in e-mail conference with S. Cho and other Kirkland lawyers re DIP credit agreement filing schedule (.1).

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/02/03	7.00	David Hernandez	Review and organize documents returned from scanning source (1.2); input documents into electronic database (5.8).
7/02/03	.30	Marjon E Ghasemi	Telephone conference with R. Stoval re various open case issues.
7/02/03	.90	Marjon E Ghasemi	Telephone and email conferences with R. Stoval re post petition bond program (.4); telephone and email conferences with E. Davis re same (.3); telephone conference with S. Cho re same (.2).
7/02/03	.40	Haleh Rahjoo	Review court docket for latest filings.
7/02/03	.20	Richard S Berger	Conference M. Ghasemi re pre-petition and post-petition security for bonds.
7/02/03	1.40	Andrew J Groesch	Prepare and participate in professionals conference call to discuss motion preparation for 7/17/03 Omnibus hearing.
7/02/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/03/03	1.50	Robert T Buday	Participate in legal issues call.
7/03/03	1.50	Steven R Kotarba	Participate in professionals call re open issues, strategy re same and preparation for July attention to hearing.
7/03/03	.20	Richard L Wynne	Review and analysis of motions to extend 9006 actions.
7/03/03	.20	Richard L Wynne	Review and analysis of Nash Finch re diligence issues and reply.
7/03/03	2.00	Ashley H Anderson	Prepare for and participate in telephone conference on open issues and upcoming hearing.
7/03/03	1.00	J Garrett Van Osdel	Conference call with full working group re task lists and status of issues.



The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/03/03	1.20	Marjon E Ghasemi	Prepare for and participate in telephone conference re open case items.
7/03/03	1.50	Seth J Gerson	Telephone conference with members of client, professionals and other members of K&E re various legal issues re client and its chapter 11 case.
7/03/03	1.30	Haleh Rahjoo	Telephone conference with K&E team (1.0); review court docket for latest filings (.3).
7/03/03	2.00	James M Celeski	Update Fleming Contact List.
7/03/03	1.00	Elizabeth Cox Arnold	Telephone conference with team re hearing agenda and task list.
7/03/03	1.50	Elizabeth Cox Arnold	Receive, review and incorporate revisions to task list.
7/03/03	1.50	Larissa Paule-Carres	Conferene with J. Irving to discuss upcoming issues in case (.5); review related materials (1.0).
7/04/03	1.50	Richard L Wynne	Revision of APA of 7/4/03 with C&S.
7/04/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/05/03	.30	Heather D Bawden	Review correspondence.
7/05/03	1.00	Drew D Panahi	Review email from D. Berger re section 105 complaint (.1); review revised section 105 complaint (.9).
7/07/03	8.00	Steven R Kotarba	Work on Fleming.
7/07/03	.20	Shirley S Cho	Emails to C. Lymm re Avalon letter re bonds.
7/07/03	1.50	Andrew J Groesch	Circulate timeline re motion summaries to team (.3); correspond with court reporter re hearing transcripts (.3); correspond with J. Celeski and M. Rocco

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re updating Livenote database with additional transcripts (.2); review bar date protocol and participate in telephone conference call re same with S. Kotarba, M. Johns, M. Monger and K. Everett (.7).
7/07/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/08/03	8.00	Steven R Kotarba	Work on Fleming.
7/08/03	.20	Christian Lymn	Email to C. Wong re RLI surety bonds.
7/08/03	.30	Christian Lymn	Emails to J. West (counsel for RLI Insurance Company) re RLI surety bonds.
7/08/03	1.10	Shirley S Cho	Attend bank call re status of case (.6); attend committee call re status of case (.5).
7/08/03	1.30	Denise Wymore	Review email from M. Foster re investment banker fees (.2); research re same (.9); email results to M. Foster (.2).
7/08/03	1.10	Seth J Gerson	Telephone conference with members of client, AlixPartners, certain professionals and other members of K&E re various legal issues relating to client and its Chapter 11 case (1.1).
7/08/03	2.90	Haleh Rahjoo	Telephone conference with K&E team (1.2); review court docket for latest filings (.3); review press release for C&S asset purchase agreement (.3); review agenda for hearing on July 17 (.3); review Fleming revised calendar (.3); review revised task list (.3); send emails to A. Groesch and S. Cho re same (.2).
7/08/03	1.20	Eva H Davis	Various telephone conferences/emails with R. Stovall, C. Lymn, D. Berger to discuss surety bond issues with Hartford and Avalon.

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/08/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
7/09/03	.70	Steven R Kotarba	Discussion with B. Porter (.2) and B. Porter and C. Lhulier (.3) re MOR filing issues; update R. Wynne, G. Richards and B. Roof re MOR filing issues (.2).
7/09/03	.20	Shirley S Cho	Review and revise dates for upcoming events.
7/09/03	.60	Shirley S Cho	Review and return voicemail of R. Stovall re bonds (.1); review and return voicemail of C. Lymm re bonding company (.1); telephone conference with R. Stovall re Avalon (.2); voicemail to R. Hertzberg re same (.1); telephone conference with C. Lymm re same (.1).
7/09/03	.80	Richard L Wynne	Telephone conference with bank group.
7/09/03	.30	Richard L Wynne	Telephone conference with S. Cho re Asset Purchase Agreement issues and problems there.
7/09/03	.30	Richard L Wynne	Telephone conference with S. Michel re K3rd and 5 Rivers email and conference call.
7/09/03	.20	Richard L Wynne	Telephone conference with E. Davis re EZ Mart litigation.
7/09/03	4.50	Denise Wymore	Review email from S. Cho re Refrigerated Transport Motion (.2); research re same (.3); forward copies to C. Lymm and S. Cho (.2); email to A. Groesch re omnibus hearing schedule (.2); review multiple letters re liens (.5); forward copies to A. Groesch (.2); draft letters (several) in response to same (2.2); review email

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			from M. Ghasemi re admin claim precedent (.1); research re same (.6).
7/09/03	.20	Marjon E Ghasemi	Telephone calls to and from C. Birchette re various open case issues.
7/09/03	.30	Haleh Rahjoo	Review court docket for latest filings.
7/09/03	1.00	Eva H Davis	Review and comment on Hartford Stipulation and Order (.3); telephone conferences/meetings with C. Lymn re same (.2); review and comment on Avalon terms and bank consent (.3); telephone conferences/meetings with C. Lymn re same (.2).
7/09/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/10/03	1.30	Steven R Kotarba	Participate in conference call re open issues, sale update, strategy going forward.
7/10/03	.50	Christian Lymn	Updating Fleming Task List.
7/10/03	1.20	Shirley S Cho	Committee call.
7/10/03	.80	Marjon E Ghasemi	Review several telephone messages from J. Bienias re open case issues (.1); telephone conference with J. Bienias re same (.2); exchange email correspondence with S. Cho re same (.1); telephone calls to and from R. Stovall re several open case issues (.2); follow up email to R. Stovall re same (.1); telephone conference with R. Stovall re same (.1).
7/10/03	1.20	Seth J Gerson	Telephone conference with members of client, AlixPartners, Pachulski and other members of K&E re various legal and other issues related to client and its Chapter 11 case.
7/10/03	1.80	Haleh Rahjoo	Telephone conference with K&E team re July 17 agenda (1.2); review court

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			docket for most recent filings (.2); review revised task list and agenda (.4).
7/10/03	.80	Elizabeth Cox Arnold	Telephone conference with team re hearing agenda.
7/10/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (.5); telephone conference with T. Morrow re substantive consolidation matters (.5).
7/10/03	1.40	Geoffrey A Richards	Prepare for and participate in telephone conference with creditors' committee.
7/11/03	.80	Alison Hunter	Send various email messages about TSA, letter agreements.
7/11/03	7.20	Eugene F Chay	Review Fleming documents re relationship with Target (5.0); draft timeline of events (2.2).
7/11/03	9.00	Steven R Kotarba	Work on Fleming.
7/11/03	.10	Christian Lymn	Email to M. Genereux of Blackstone re Confidentiality Agreements.
7/11/03	.30	Haleh Rahjoo	Review court docket for latest filings.
7/11/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/11/03	1.50	Andrew R Running	Review draft reclamation report and other reclamation documents forwarded by S. Kotarba (.8); telephone conversation with Kotarba re same (.3); write e-mail to S. Cho and R. Wynne re D&O coverage issues (.4).
7/13/03	1.00	Victoria Wales	Prepare for and participate in telephone conference re July 17th

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			hearing (1.0).
7/13/03	.80	Haleh Rahjoo	Telephone conference with K&E team re July 17 hearing (.5); review agenda for same (.3).
7/13/03	2.10	Eric C Liebeler	Edit DiGiorgio mandamus.
7/13/03	1.20	Geoffrey A Richards	Review class certification brief.
7/14/03	.30	Alison Hunter	Review email messages.
7/14/03	.20	Shirley S Cho	Review and respond to email of D. Bickford re settlement of claim.
7/14/03	1.40	Drew D Panahi	Review memorandum re Creekmore proceeds (.8); draft email to G. Richards and S. Cho re same (.1); review email from S. Cho re Creekmore (.1); review memorandum and reply via email to S. Cho re same (.1); revise Creekmore memorandum with S. Cho suggestions (.2); draft email re same to G. Richards and S. Cho (.1).
7/14/03	2.30	Haleh Rahjoo	Review court docket for latest filings (.3); review and reply to emails from S. Cho re EFS (.2); telephone conferences with K&E team on July 17th hearing (1.7); exchange email correspondence with R. Buday re C&S staffing (.3).
7/14/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/15/03	1.00	Robert T Buday	Participate in legal issues call.
7/15/03	7.00	Steven R Kotarba	Work on Fleming.
7/15/03	.80	Shirley S Cho	Attend committee call.
7/15/03	2.10	Richard L Wynne	Telephone conference with . J. Schaeffer re Canadian issues with U.S. bar date (.2); telephone conference with D. Capozzola re DSD class

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			certification motion and discovery (.4); telephone conference with S. Cho re defaults under contracts (.4); analyze set off and recoupment research re non-monetary defaults issues (1.1).
7/15/03	.50	Marjon E Ghasemi	Telephone conference with J. Bienias re open case issue (.3); telephone calls to and from D. Coleman re same (.2).
7/15/03	.50	Seth J Gerson	Telephone conference with members of client, AlixPartners, Pachulski, other professionals and other members of K&E re legal issues relating to client and its chapter 11 case.
7/15/03	1.20	Haleh Rahjoo	Review court docket for latest filings (.3); telephone conference with K&E team on July 17th hearing (.5); review agenda for July 17 hearing (.4).
7/15/03	1.00	Elizabeth Cox Arnold	Telephone conference with team re preparation for omnibus hearing.
7/15/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
7/16/03	.30	Haleh Rahjoo	Review court docket for latest filings.
7/16/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/17/03	.30	Haleh Rahjoo	Review court docket for latest filings.
7/17/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
7/18/03	7.00	Steven R Kotarba	Work on Fleming.

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/18/03	.60	Richard L Wynne	Telephone conference with W. Cohen re contractual cure issues and consequences (.4); telephone conference with S. Cho re battle plan issues (.2).
7/18/03	.80	Denise Wymore	Telephone conference with D. Wade re Dunigun Fuel file (.2); letter to K. Richesson forwarding same (.6).
7/18/03	.30	Haleh Rahjoo	Review court docket for latest filings.
7/18/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/20/03	.10	Shirley S Cho	Review entered orders re extension of exclusivity and removal periods and forward same for calendaring.
7/21/03	10.00	Steven R Kotarba	Work on Fleming.
7/21/03	.10	Drew D Panahi	Office conference with S. Cho re Creekmore claims.
7/21/03	.30	Marjon E Ghasemi	Confer with S. Cho various open case issues.
7/21/03	.30	Haleh Rahjoo	Review court docket for latest filings.
7/21/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/22/03	.60	Robert T Buday	Participate in legal issues call.
7/22/03	15.00	Steven R Kotarba	Work on Fleming.
7/22/03	1.00	Richard L Wynne	Telephone conference with all hands re agenda preparation.
7/22/03	2.40	Richard L Wynne	Analyze loan/FSA documents (.6); research offset and recoupment cases in preparation of outline (1.4); analyze new timeline (.2); analyze Berry criminal infringement warnings and various e-mails (.2).



The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/22/03	1.00	Victoria Wales	Prepare for and participate in legal issues telephone conference.
7/22/03	.80	Seth J Gerson	Telephone conference with members of client, AlixPartners, other professionals and members of K&E re various legal issues relating to client and its Chapter 11 Case.
7/22/03	1.50	James M Celeski	Review and update Fleming Contact List.
7/22/03	1.30	Andrew J Groesch	Prepare for and participate in conference call re pending motions with AlixPartners, Pachulski attorneys and K&E attorneys.
7/22/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
7/23/03	10.00	Steven R Kotarba	Work on Fleming.
7/23/03	1.00	Shirley S Cho	Attend committee telephone conference.
7/23/03	.80	Andrew G Horne	Conferences with D. Horowitz re bankruptcy procedure.
7/23/03	.50	Richard L Wynne	Conference with L. Price and G. Richardson re monetary damages issues versus non-monetary cure issues.
7/23/03	2.00	Richard L Wynne	Telephone conference with R. Berger re sale order issues (.3); analyze Coremark presentation (.3); analyze APA modifications (.3); analyze 1146 C estimate (.2); analyze Simpson changes to sale order (.3); analyze Fox Foods settlement response (.2); analyze TWA case on setoff and recoupment (.4).
7/23/03	.30	Haleh Rahjoo	Review court docket for latest filings.
7/23/03	.70	Geoffrey A Richards	Participate in daily executive

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			committee strategy meeting re daily developments.
7/23/03	5.90	Geoffrey A Richards	Prepare for and participate in creditors' committee meeting re case update.
7/24/03	2.40	Adam J Gorman	Begin search and retrieval re 341 filing.
7/24/03	18.00	Steven R Kotarba	Work on Fleming.
7/24/03	.60	Marjon E Ghasemi	Prepare for and participate in telephone conference with Fleming team re open case issues.
7/24/03	.90	Seth J Gerson	Telephone conference with members of client, AlixPartners, other professionals and members of K&E re various legal issues relating to client and its Chapter 11 Case.
7/24/03	.80	Haleh Rahjoo	Review court docket for latest filings (.3); telephone conference with K&E team (.5).
7/24/03	1.70	Haleh Rahjoo	Review multiple letters from customers re default notice (.8); revise and update customer default notice chart (.9).
7/24/03	.20	Elizabeth Cox Arnold	Contact C. Owen re payment of expert fees.
7/24/03	.70	Andrew E Paris	Conference with A. Ranning re expert analysis.
7/24/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
7/25/03	.50	Denise Wymore	Prepare suggestion of bankruptcy for filing in Georgia Superior Court.

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/25/03	.80	Haleh Rahjoo	Review court docket for latest filings (.4); review court transcript for July 17 hearing (.4).
7/25/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/25/03	4.40	Geoffrey A Richards	Multiple telephone conferences with T. Stenger re arrest of employee in Georgia (1.8); telephone conference with M. Scott re same (.9); telephone conference with M. Walsh re same (.8); telephone conferences with L. Jones (.5) and S. Cho (.4) re same.
7/26/03	.50	Richard L Wynne	Conference with T. Stenger re negotiations with C&S.
7/26/03	2.60	Melanie D Whitcomb	Assisted S. Kotarba in coordinating attorneys to assist in reviewing objections.
7/28/03	.50	Richard L Wynne	Telephone conference with B. Roof and T. Stenger re legal issues on consequential damages issues.
7/28/03	3.40	Richard L Wynne	Analyze updated case lists (.4); analyze Miner's response and other responses re cure amounts (.4); analyze revised timeline (.2); research cases (Ames, TWA and Folger Adams) for draft reply brief (.8); revision of reply brief (.5); research bidding cases (.6); analyze McKormick objection (.2); analyze XL objection (.3).
7/28/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/29/03	.90	Seth J Gerson	Telephone conference with members of client, AlixPartners, other professionals and other members of K&E re various legal issues related to client and its chapter 11 case.

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/29/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
7/30/03	1.10	Richard L Wynne	Telephone conference with T. Stenger re planning next steps.
7/30/03	.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments.
7/31/03	.50	Richard L Wynne	Telephone conference with G. Richard, K. Ziman re "to do" for Monday.
7/31/03	1.70	Geoffrey A Richards	Participate in daily executive committee strategy meeting re daily developments (.7); prepare for and participate in telephone conference with debtors' professionals re case developments (1.0).
	250.40		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: CHICAGO,IL 773-871-5963	.91
Telephone call to: CHICAGO,IL 312-861-2322	.92
Telephone call to: CHICAGO,IL 773-871-5963	.91
Telephone call to: CHICAGO,IL 312-972-0542	.93
Telephone call to: CHICAGO,IL 312-861-2400	1.20
Telephone call to: GRANDPRARI,TX 214-704-1676	2.28
Telephone call to: GRANDPRARI,TX 214-673-2868	1.87
Telephone call to: CHICAGO,IL 312-861-2481	3.04
Telephone call to: NEW YORK,NY 212-416-3229	.91
Telephone call to: WILMINGTON,DE 302-778-6401	1.47
Telephone call to: WILMINGTON,DE 302-778-6401	1.90
Telephone call to: CHICAGO,IL 312-972-0542	1.54
Telephone call to: GRANDPRARI,TX 214-673-2868	4.33
Telephone call to: CHICAGO,IL 312-972-0542	6.64
Telephone call to: LOSANGELES,CA 323-933-4851	2.54
Telephone call to: LOSANGELES,CA 213-680-8412	3.05
Telephone call to: LOSANGELES,CA 213-629-9040	1.06
Telephone call to: GARDENA,CA 310-291-0978	1.44
Telephone call to: CANOGAPARK,CA 818-703-6303	.73
Telephone call to: SSNFRNCSCO,CA 650-589-9445	1.11
Telephone call to: LEWISVILLE,TX 972-906-8682	.72
Telephone call to: BAYVILLE,NY	2.52

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
516-628-2002	
Telephone call to: RYE,NY 914-925-2579	.72
Telephone call to: PERRINE,FL	.72
305-251-3665	
Telephone call to: PERRINE,FL	.72
305-251-3665	
Telephone call to: MIAMI,FL	.72
305-794-8100	
Telephone call to: DEERFIELD,IL	2.64
847-948-0475	
Telephone call to: LOSANGELES,CA	83.22
213-680-8203	
Telephone call to: LOSANGELES,CA	83.20
213-680-8488	
Fed Exp to: Toledo, OH from: Mailroom, 4/10/03	6.59
Telephone call to: GRANDPRARI,TX	4.10
214-673-2465	
Telephone call to: LOMBARD,IL	10.31
630-916-6584	
Telephone call to: CHICAGO,IL	2.95
312-806-2165	
Telephone call to: LEWISVILLE,TX	.72
972-906-1368	
Telephone call to: LEWISVILLE,TX	1.16
972-906-1368	
Telephone call to: CHICAGO,IL	4.61
312-861-2481	
Telephone call to: CHICAGO,IL	3.88
312-861-2400	
Telephone call to: NEW YORK,NY	1.96
212-446-4944	
Telephone call to: CHICAGO,IL	3.81
312-861-2400	
Telephone call to: CHICAGO,IL	1.05
312-861-2038	
Telephone call to: CHICAGO,IL	1.63
312-861-2038	
Telephone call to: CHICAGO,IL	.94
312-861-2322	
Telephone call to: NEW YORK,NY	.75
212-530-5770	
Telephone call to: BERWYN,MD	1.49
301-344-8018	
Telephone call to: CHICAGO,IL	1.49
312-419-6900	

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: CHICAGO,IL 312-606-3200	.50
Telephone call to: EASTERN,MA 617-753-1100	.50
Fed Exp to: Kansas City, MO from: Mailroom, 4/15/03	7.54
Telephone call to: STATE OF,DE 302-547-3132	1.74
Telephone call to: CHICAGO,IL 312-861-2400	.94
Telephone call to: CHICAGO,IL 312-520-2440	4.49
Telephone call to: CHICAGO,IL 312-861-2046	.94
Telephone call to: CHICAGO,IL 312-806-2165	7.10
Telephone call to: BRIDGEMPTN,NY 631-537-2243	.72
Telephone call to: PHILA,PA 215-717-2905	11.40
Telephone call to: CHICAGO,IL 312-861-2322	.94
Telephone call to: NEW YORK,NY 917-488-3114	.72
Telephone call to: BERWYN,MD 301-344-8051	.72
Telephone call to: ALEXANDRIA,VA 703-351-3146	.72
Telephone call to: ALEXANDRIA,VA 703-351-3146	.72
Telephone call to: ALEXANDRIA,VA 703-351-3146	1.39
Telephone call to: WILMINGTON,DE 302-778-6406	.78
Telephone call to: LEWISVILLE,TX 972-906-2180	.72
Telephone call to: WILMINGTON,DE 302-778-7550	.72
Telephone call to: LEWISVILLE,TX 972-906-8085	.72
Telephone call to: LEWISVILLE,TX 972-906-8085	2.08
Telephone call to: LEWISVILLE,TX 972-906-8085	.81
Telephone call to: NEW YORK,NY 917-488-3114	2.28

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: LEWISVILLE, TX 972-906-8662	3.30
Telephone call to: CHICAGO, IL 312-861-2481	4.16
Telephone call to: CHICAGO, IL 312-972-0542	.96
Telephone call to: WILMINGTON, DE 302-778-6401	2.87
Telephone call to: NEW YORK, NY 212-446-4800	8.68
Telephone call to: NEW YORK, NY 212-696-4600	1.70
Telephone call to: NEW YORK, NY 212-696-4600	.98
Library Document Procurement - 997 F.2d 1029 (Columbia); 486 F.2d 519 (Penn Central).	10.00
GENESYS CONFERENCING, INC. - Telephone, Conference Call, G Richards, 4/11 to 4/30/03	1,371.70
Telephone call to: BEVERLYHLS, CA 310-729-3054	2.59
Telephone call to: BEVERLYHLS, CA 310-277-6910	4.06
Telephone call to: CHICAGO, IL 312-861-2481	3.81
Telephone call to: NORTHRIDGE, CA 818-678-4603	8.15
Telephone call to: W ANGELES, CA 310-208-7576	1.84
Telephone call to: MIAMI, FL 305-860-7211	1.84
Telephone call to: LOSANGELES, CA 213-251-5185	1.84
Telephone call to: BOSTON, MA 617-753-1100	1.84
Telephone call to: WILMINGTON, DE 302-547-3132	2.01
GLOBAL SECURITIES INFORMATION, INC. - TA - Computer Database Research, LIVEdgar usage, 4/03	93.55
Telephone call to: CHICAGO, IL 312-861-2322	.96
West Publishing-TP, Database Usage 5.03 Geoffrey Richards, Telephone, Telephone	3.67
While Traveling, 05/02/03, (Telephone	490.78



The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Charges)	
Telephone call to: WILMINGTON,DE	.72
302-778-7550	
Geoffrey Richards, Telephone, Telephone	659.64
While Traveling, 05/06/03, (Telephone	
Charges)	
Tabs/Indexes/Dividers	3.60
West Publishing-TP,Database Usage 5.03	14.21
Telephone call to: CHICAGO,IL	.95
312-972-0542	
Telephone call to: LEWISVILLE,TX	5.42
972-906-1172	
Telephone call to: DETROIT,MI	.95
313-259-7110	
Telephone call to: LEWISVILLE,TX	1.28
972-906-1172	
Geoffrey Richards, Telephone, Telephone	300.96
While Traveling, 05/14/03, (Telephone	
Charges)	
Telephone call to: CHICAGO,IL	8.97
312-972-0542	
Geoffrey Richards, Telephone, Telephone	684.96
While Traveling, 05/20/03, (Telephone	
Charges)	
Telephone call to: TORONTO,ON	.96
416-597-4107	
Telephone call to: BOSTON,MA	.80
617-753-1100	
Telephone call to: CHICAGO,IL	.96
312-861-2046	
Telephone call to: WILMINGTON,DE	1.06
302-778-6401	
Telephone call to: BOSTON,MA	7.95
617-753-1100	
Geoffrey Richards, Transportation,	96.06
To/From Airport, Dallas, TX, 05/21/03,	
(Client Meeting), Supplemental	
Overtime Meals Donna R Amos	12.00
Patricia C Myers - Tasks related to fee	36.99
app prepar	
Patricia C Myers - Tasks related to	101.72
preparing fee	
Geoffrey Richards, Other, Overnight	32.03
Delivery, 05/22/03, (Client Meeting)	
Scanned Images	.90
Scanned Images	.75

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Scanned Images	.60
Scanned Images	1.95
Scanned Images	1.50
Scanned Images	2.10
Scanned Images	1.35
Scanned Images	4.20
Scanned Images	3.00
Scanned Images	.15
Scanned Images	6.00
Patricia C Myers - Work related to preparation of	36.99
Overtime Meals Donna R Amos &	12.00
Patricia C Myers - Secretarial overtime &	203.44
Geoffrey Richards, Telephone, Telephone While Traveling, 05/27/03, (Client Meeting)	333.38
Tabs/Indexes/Dividers	.60
Geoffrey Richards, Telephone, Telephone While Traveling, 05/28/03, (Telephone Charges)	455.74
Telephone call to: CHICAGO,IL 312-972-0542	4.48
D.Holland - Secretarial overtime	173.81
Telephone call to: NEW YORK,NY 212-819-8303	1.86
Telephone call to: NEW YORK,NY 917-488-3114	2.19
Telephone call to: NEW YORK,NY 917-488-3114	3.63
Telephone call to: NEW YORK,NY 917-488-3114	.72
Vital Transportation - Local	32.13
Transportation, Geoffrey A Richards	
Overtime Meals Steven R Kotarba T	9.00
Donna M Holland - ARRANGE FOR DOCUMENTS DELIVERY T	86.29
Crown Coach - Transportation to/from airport, Steven R Kotarba	66.40
West Publishing-TP,Database Usage 6.03	47.15
Telephone call to: DALLAS,TX 214-673-2465	.75
Geoffrey Richards, Telephone, Telephone While Traveling, 06/05/03, (Telephone Charges)	61.01
West Publishing-TP,Database Usage 6.03	1.30

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: CHICAGO,IL 312-861-2400	3.74
Telephone call to: CHICAGO,IL 312-861-2400	1.70
Telephone call to: WILMINGTON,DE 302-547-3132	.80
Telephone call to: WILMINGTON,DE 302-547-3132	.72
Crown Coach - Overtime Transportation, Andrew J Groesch	64.80
Geoffrey Richards, Telephone, Telephone While Traveling, 06/09/03, (Telephone Charges)	275.59
Fax page charge to 302-652-4400	6.75
Scanned Images	.60
Scanned Images	.60
Scanned Images	.60
Scanned Images	1.95
Scanned Images	.90
Scanned Images	3.45
Scanned Images	1.05
Overtime Meals Donna R Amos r	4.00
Telephone call to: DALLAS,TX 214-890-4676	.50
Telephone call to: NEW YORK,NY 212-819-8303	1.02
Scanned Images	3.00
Scanned Images	1.65
Scanned Images	3.00
West Publishing-TP,Database Usage 6.03	96.18
Telephone call to: DETROIT,MI 313-259-7110	.75
Telephone call to: MIAMI,FL 305-794-8100	1.22
Scanned Images	1.80
West Publishing-TP,Database Usage 6.03	12.49
Geoffrey Richards, Telephone, Telephone While Traveling, 06/12/03, (Telephone Charges)	615.58
Fed Exp from:GEOFFNEY RICHARDS,CHICAGO,IL to:GEOFFREY RICHARDS	23.60
West Publishing-TP,Database Usage 6.03	30.86
GENESYS CONFERENCING, INC. - Telephone, Conference call, G Richards, 5/15/03 to 6/14/03	962.89

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
GENESYS CONFERENCING, INC. - Telephone -	18.81
05/29/03 Conference call	
GENESYS CONFERENCING, INC. - Telephone -	16.90
06/04/03 Conference call	
GENESYS CONFERENCING, INC. - Telephone -	20.12
06/06/03 Conference call	
GENESYS CONFERENCING, INC. - Telephone -	.11
06/13/03 Conference call	
Geoffrey Richards, Telephone, Telephone	166.19
While Traveling, 06/15/03, (Telephone	
Charges)	
Telephone call to: EULESS EM,TX	.83
817-967-2000	
Telephone call to: SAN FRAN,CA	2.29
415-217-5102	
Telephone call to: DALLAS NE,TX	1.45
972-906-8082	
Telephone call to: DALLAS,TX	.62
214-468-8399	
Telephone call to: DALLAS NE,TX	.62
972-906-1368	
Telephone call to: LB AREA,CA	1.87
310-990-9645	
CT CORPORATION - Information Broker	362.00
Doc/Svcs - State lien search	
Geoffrey Richards, Telephone, Telephone	323.37
While Traveling, 06/18/03, (Telephone	
Charges)	
Telephone call to: LEWISVILLE,TX	.83
972-906-1172	
Telephone call to: LEWISVILLE,TX	.72
972-906-8000	
Telephone call to: LEWISVILLE,TX	.72
972-906-8662	
Telephone call to: LEWISVILLE,TX	.96
972-906-8662	
Telephone call to: CHICAGO,IL	.96
312-972-0542	
Tabs/Indexes/Dividers	5.60
Telephone call to: CENTRAL,MN	2.08
651-293-3410	
Scanned Images	2.40
Telephone call to: DALLAS NE,TX	1.66
972-906-8085	
Telephone call to: NORWALK,CA	1.45
310-866-8242	

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: PITTSBURGH,PA 412-281-5423	.62
Telephone call to: NEWYORKCTY,NY 212-530-5412	.83
Scanned Images	5.70
Scanned Images	5.70
Library Document Procurement - Journal of Bankruptcy Law & Practice (2002).	10.00
West Publishing-TP,Database Usage 6.03	8.43
Patricia C Myers - Revise May Fee Application	35.55
Telephone call to: CHICAGO,IL 312-972-0542	1.26
Telephone call to: OKLA CITY,OK 405-552-2223	1.25
Telephone call to: S SAN,CA 650-462-6162	1.45
Telephone call to: DALLAS NE,TX 972-906-1368	1.66
Telephone call to: WILMINGTON,DE 302-652-4100	1.25
Telephone call to: WILMINGTON,DE 302-594-3100	.62
Scanned Images	1.80
Scanned Images	1.80
Telephone call to: DALLAS NE,TX 972-526-1649	2.29
Geoffrey Richards, Telephone, Telephone While Traveling, 06/24/03, (Telephone Charges)	264.00
Fax phone charge to 302-652-4400	1.66
Fax phone charge to 302-652-4400	2.49
Fax phone charge to 302-652-4400	2.49
Fax page charge to 302-652-4400	2.25
Fax page charge to 302-652-4400	1.50
Fax page charge to 302-652-4400	2.25
Fax page charge to 302-652-4400	1.50
Fax page charge to 302-652-4400	3.00
Fax page charge to 302-652-4400	1.50
Fax page charge to 302-652-4400	13.50
Fax page charge to 302-652-4400	28.50
Fax page charge to 302-652-4400	1.50
Fax page charge to 302-652-4400	3.00
Fax page charge to 302-652-4400	2.25
Fax page charge to 302-652-4400	6.00
Fax page charge to 302-652-4400	30.00

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Fax page charge to 302-652-4400	8.25
Fax page charge to 302-652-4400	1.50
Fax page charge to 302-652-4400	7.50
Vital Transportation - Transportation to/from airport, Richard L Wynne	23.46
Telephone call to: DETROIT,MI 313-259-7110	3.03
Telephone call to: DALLAS,TX 214-468-8399	.62
Telephone call to: NEW YORK,NY 917-488-3114	1.49
Telephone call to: NEWYORKCTY,NY 212-819-8200	.62
Scanned Images	.15
Scanned Images	.30
Scanned Images	1.95
Scanned Images	.15
Scanned Images	1.20
Overtime Meals Richard S Berger	9.00
Sharifah S Abdullah - PREPARE DOCUMENTS	109.64
Telephone call to: NEWYORKCTY,NY 212-759-4100	1.45
Telephone call to: DALLAS,TX 214-953-6971	.62
Geoffrey Richards, Telephone, Telephone While Traveling, 06/26/03, (Telephone Charges)	291.95
Scanned Images	1.80
Scanned Images	1.05
Scanned Images	.30
Scanned Images	.30
Scanned Images	1.80
Scanned Images	.15
Scanned Images	.45
Scanned Images	1.50
Scanned Images	.30
Scanned Images	.75
Scanned Images	1.80
Scanned Images	2.70
Scanned Images	.15
West Publishing-TP,Database Usage 6.03	2.63
Telephone call to: SAN FRAN,CA 415-439-1462	.94
Telephone call to: NEWYORKCTY,NY 212-806-5599	.50
Fax phone charge to 212-446-4900	1.04

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Fax page charge to 212-446-4900	6.00
Scanned Images	2.70
Fed Exp to:JOSEPH J. MCMAHON, JR., ESQ.	9.87
WILMINGTON,DE from:DAMIAN CAPOZZOLA	
Belinda King - Printing, faxing docs.	35.55
Belinda King - Printing documents	17.77
Geoffrey Richards, Telephone, Telephone	55.63
While Traveling, 07/01/03,	
(Negotiations)	
Telephone call to: DALLAS NE,TX	.75
972-906-2352	
Telephone call to: NEWYORKCTY,NY	.50
212-418-4293	
Fax page charge to 212-446-4900	3.00
Standard Copies	1.40
Standard Copies	18.70
Scanned Images	1.80
Scanned Images	3.15
Scanned Images	1.65
Scanned Images	10.20
Scanned Images	1.50
Geoffrey Richards, Hotel, New York, NY,	307.65
07/01/03, (Negotiations)	
Geoffrey Richards, Transportation, Local	3.70
Cabfares New York, NY, 07/01/03,	
(Negotiations)	
AD PERSONNEL, INC. - Outside Paralegal	43.75
Assistance - Rahban, alan w/e 06/29/03	
Belinda King - Printing documentsq	17.77
Belinda King - Prepare expense reports,	35.55
various se	
Telephone call to: STATE OF,DE	.75
302-778-6406	
Telephone call to: STATE OF,DE	.50
302-425-5177	
Telephone call to: DALLAS,TX	.50
214-765-8530	
Telephone call to: DALLAS,TX	.62
214-953-6954	
Telephone call to: FLINT,MI	.62
313-234-5044	
Telephone call to: NEWYORKCTY,NY	1.25
212-759-4100	
Fax page charge to 516-873-2010	3.00
Standard Copies	.60
Scanned Images	.90

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Scanned Images	.45
Standard Copies NY	5.40
Fed Exp to:ROBERT STOVALL C/O MARTHA	43.06
WAGN LEWISVILLE,TX from:EITAN ALEXANDER	
Geoffrey Richards, Hotel, New York, NY,	307.65
07/02/03, (Negotiations)	
Geoffrey Richards, Meals, Travel Meals,	32.71
New York, NY, 07/02/03, (Negotiations)	
Geoffrey Richards, Transportation, Local	4.30
Cabfares New York, NY, 07/02/03,	
(Negotiations)	
Overtime Meals Donna R Amos n	12.00
Overtime Meals Marguerite M Melvin	9.00
Sharifah S Abdullah - PREPARE DOCUMENTS	85.27
Belinda King - Printing documents	35.55
Belinda King - Document preparation;	79.98
printing; gen	
Scanned Images	.30
Scanned Images	.45
Scanned Images	.45
Scanned Images	.45
Scanned Images	.45
Scanned Images	.30
Scanned Images	1.50
Geoffrey Richards, Airfare, Ft.	767.00
Lauderdale, FL, 06/29/03 to 07/06/03,	
(Negotiations)	
Geoffrey Richards, Meals, Travel Meals,	32.71
New York, NY, 07/03/03, (Negotiations)	
Belinda King - Various secertarial	8.88
Geoffrey Richards, Telephone, Cellular	694.02
Service, 07/04/03, (Telephone Charges)	
Geoffrey Richards, Other, Fax, 07/04/03,	34.98
(Negotiations)	
Fax phone charge to 561-447-3183	4.16
Fax phone charge to 561-447-3183	19.12
Geoffrey Richards, Other, Fax, 07/05/03,	103.88
(Negotiations)	
Geoffrey Richards, Other, Fax, 07/05/03,	603.14
(Negotiations)	
Fax page charge to 561-447-3183	48.00
Fax page charge to 561-447-3183	185.25
Geoffrey Richards, Airfare, Chicago, IL,	903.00
06/29/03 to 07/06/03, (Negotiations)	
AD PERSONNEL, INC. - Outside Paralegal	18.75
Assistance - Rahban, Alan w/e 07/06/03	



The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Overtime Meals Donna R Amos	12.00
Patricia C Myers - Secretarial Overtime	159.97
Telephone call to: DALLAS NE,TX	.50
972-906-8000	
Telephone call to: DALLAS NE,TX	1.00
972-906-8085	
Telephone call to: STATE OF,DE	.50
302-778-6401	
Telephone call to: LB AREA,CA	6.44
310-581-1369	
Telephone call to: LB AREA,CA	3.53
310-729-3054	
Telephone call to: NEWYORKCTY,NY	3.12
212-446-4800	
Telephone call to: SUPERIOR,WI	1.04
715-394-7751	
Telephone call to: NEWYORKCTY,NY	1.25
212-446-4800	
Telephone call to: NEWYORKCTY,NY	1.49
212-735-3000	
Telephone call to: STATE OF,DE	.50
302-425-5177	
GENESYS CONFERENCING, INC. - Telephone -	124.22
06/12/03 Conference call	
Fax page charge to 952-806-6984	.75
Fax page charge to 561-447-3183	.75
Fax page charge to 561-447-3183	2.25
Fax page charge to 561-447-3183	3.75
Standard Copies	2.80
Standard Copies	.90
Standard Copies	13.30
Scanned Images	1.20
Scanned Images	1.05
Scanned Images	.45
Scanned Images	1.65
Scanned Images	1.50
Scanned Images	.30
Scanned Images	2.25
Fed Exp to:JACQUELINE BUSH,EL SEGUNDO,CA	6.54
from:CINDY MITCHELL	
Belinda King - Printing, scanning and	35.55
emailing doc	
Belinda King - File maintenance;	17.77
Transcribe memo t	
Telephone call to: WILMINGTON,DE	1.25
302-571-6600	

The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

<u>Description</u>	<u>Amount</u>
Telephone call to: STATE OF,DE 302-252-2887	.50
Telephone call to: NEWYORKCTY,NY 212-538-6571	1.00
Standard Copies	2.60
Standard Copies	2.60
Scanned Images	.30
Scanned Images	.45
Scanned Images	2.40
Scanned Images	.30
Scanned Images	.75
Scanned Images	.30
Scanned Images	.30
Scanned Images	6.00
Scanned Images	9.15
Scanned Images	3.15
Scanned Images	.45
Scanned Images	1.65
Scanned Images	.60
Geoffrey Richards, Meals, Overtime	25.00
Meals-Attorney Chicago, IL, 07/08/03, (Overtime Meals)	
Belinda King - Printing and scanning docs, various	35.55
Belinda King - Revise task list, printing, misc. s	26.66
Telephone call to: WILMINGTON,DE 302-658-1800	.50
Telephone call to: STATE OF,DE 302-778-6405	1.00
Standard Copies	3.60
Standard Copies	6.40
Standard Copies	.50
Standard Copies	44.90
Standard Copies	3.10
Scanned Images	.30
Scanned Images	.30
Scanned Images	.30
Scanned Images	3.90
Scanned Images	.60
Scanned Images	4.50
Scanned Images	.45
Scanned Images	.75
Scanned Images	4.95
Scanned Images	.90
Scanned Images	.15

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
August 22, 2003

<u>Description</u>	<u>Amount</u>
Scanned Images	.30
Scanned Images	.45
Scanned Images	.15
Fed Exp to:JACQUELINE BUSH,EL SEGUNDO,CA from:CINDY MITCHELL	6.54
PACER SERVICE CENTER - Computer Database Research, Documents retrieved from miscellaneous court dockets, 4/1/03 to 6/30/03	1,577.17
PACER SERVICE CENTER - Computer Database Research, Documents Retrieved from miscellaneous Court Dockets, 4/1/03 to 6/30/03	67.20
PACER SERVICE CENTER - Computer Database Research 04/01/03 - 06/30/03 Research	4.48
PACER SERVICE CENTER - Computer Database Research, Electronic Court Docket Searches, 4/1/03 to 6/30/03	131.04
PACER SERVICE CENTER - Computer Database Research, Document retrieved from miscellaneous court dockets, 4/1/03 to 6/30/03	104.23
Belinda King - Printing; scanning docs.	35.55
Belinda King - Misc. secretrial	8.88
Fax phone charge to 213-808-8030	2.91
Fax page charge to 202-783-1523	5.25
Fax page charge to 213-808-8030	31.50
Standard Copies	.70
Standard Copies	8.60
Standard Copies	23.20
Standard Copies	.70
Standard Copies	.10
Scanned Images	1.05
Scanned Images	1.65
Scanned Images	.15
Scanned Images	.60
Scanned Images	.45
Scanned Images	.60
Scanned Images	4.80
Postage	7.60
Fed Exp to:JACQUELINE BUSH,EL SEGUNDO,CA from:CINDY MITCHELL	6.54
Belinda King - Printing; scanning documents	35.55
Belinda King - Print and distribute docs.	17.77