

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 972-906-8712	1.49
Telephone call to: DALLAS NE,TX 972-906-8712	.50
Telephone call to: DALLAS NE,TX 972-906-2327	1.99
Telephone call to: STATE OF,DE 302-252-2900	.75
Telephone call to: WILMINGTON,DE 302-571-6690	1.00
Telephone call to: CINCINNATI,OH 513-721-4450	.50
Telephone call to: NEWYORKCTY,NY 212-455-2565	2.49
Telephone call to: NEWYORKCTY,NY 212-583-5000	1.45
Telephone call to: WASHINGTON,DC 202-783-1500	.62
Telephone call to: NEWYORKCTY,NY 212-819-8398	1.66
Telephone call to: W BAY,CA 510-813-4449	11.85
Standard Copies	1.20
Scanned Images	.15
Scanned Images	.45
Scanned Images	.75
Scanned Images	2.85
Fed Exp to:SHIRLEY CHO,VENICE,CA from:EITAN ALEXANDER	20.44
Sharifah S Abdullah - PREPARE DOCUMENTS	24.36
Belinda King - Print and distribute docs.	17.77
Belinda King - Printing and scanning docs.	35.55
Telephone call to: WILMINGTON,DE 302-652-4100	.50
Telephone call to: STATE OF,DE 302-252-2900	1.49
Telephone call to: WILMINGTON,DE 302-655-4200	.75
Telephone call to: WILMINGTON,DE 302-655-4200	.75
Telephone call to: WILMINGTON,DE 302-429-7600	1.66
Telephone call to: DALLAS NE,TX 972-906-2187	.50

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<u>Description</u>	<u>Amount</u>
GENESYS CONFERENCING, INC. - Telephone - 06/21/03 Conference call	196.59
GENESYS CONFERENCING, INC. - Telephone - 06/24/03 Conference call	104.57
GENESYS CONFERENCING, INC. - Telephone - 06/18/03 Conference call	2.14
GENESYS CONFERENCING, INC. - Telephone - 06/20/03 Conference call	60.60
GENESYS CONFERENCING, INC. - Telephone - 07/11/03 Conference call	.83
GENESYS CONFERENCING, INC. - Telephone - 07/13/03 Conference call	33.34
GENESYS CONFERENCING, INC. - Telephone - 07/13/03 Conference call	25.83
Telephone call to: DALLAS NE,TX 972-906-8712	2.49
Telephone call to: DALLAS NE,TX 972-931-9901	.50
Telephone call to: DALLAS NE,TX 972-906-2264	.50
Telephone call to: NEWYORKCTY,NY 212-819-8398	.62
Telephone call to: NEWYORKCTY,NY 212-455-2565	.62
Telephone call to: WILMINGTON,DE 302-594-3100	1.04
Telephone call to: NEWYORKCTY,NY 212-583-5847	1.04
Telephone call to: NEWYORKCTY,NY 212-819-8398	1.66
Telephone call to: DALLAS NE,TX 972-906-8111	.62
Telephone call to: NEWYORKCTY,NY 212-819-8398	.83
Telephone call to: NEWYORKCTY,NY 212-455-2565	2.91
Telephone call to: NEWYORKCTY,NY 212-819-8398	3.74
Telephone call to: NEWYORKCTY,NY 212-455-2565	2.29
Telephone call to: NEWYORKCTY,NY 212-455-2565	1.04
Telephone call to: DALLAS NE,TX 972-906-1172	.62
Standard Copies	.10
Standard Copies	.20

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<u>Description</u>	<u>Amount</u>
Standard Copies	107.70
Standard Copies	110.60
Standard Copies	13.80
Standard Copies	1.60
Scanned Images	4.35
Scanned Images	1.35
Scanned Images	.15
Scanned Images	.15
Scanned Images	.60
Scanned Images	3.15
Scanned Images	3.15
Scanned Images	1.35
Scanned Images	.75
Scanned Images	.60
CD-ROM Duplicates	60.00
Geoffrey Richards, Meals, Overtime	25.00
Meals-Attorney Chicago, IL, 07/14/03, (Overtime Meals)	
Belinda King - Printing, scanning and faxing docs.	35.55
Belinda King - document preparation	35.55
Telephone call to: WILMINGTON,DE 302-655-0477	1.25
Telephone call to: WILMINGTON,DE 302-655-0477	.75
Geoffrey Richards, Telephone, Telephone While Traveling, Wilmington, DE, 07/15/03, (Hearing)	7.98
Telephone call to: WILMINGTON,DE 302-594-3100	.50
Telephone call to: NYC BRONX,NY 212-728-8822	.50
Telephone call to: STATE OF,DE 302-777-4200	.50
Telephone call to: BRONX,NY 212-547-5477	.50
Telephone call to: DALLAS,TX 214-855-4871	.50
Telephone call to: CHICAGO,IL 312-853-4608	.50
Telephone call to: NEWYORKCTY,NY 212-909-6292	.75
Telephone call to: CLAREMORE,OK 918-341-3025	.50
Telephone call to: NEWYORKCTY,NY 212-455-2565	1.45

The Fleming Company  
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<u>Description</u>	<u>Amount</u>
Telephone call to: NEWYORKCTY,NY 212-819-8303	3.12
Telephone call to: NEWYORKCTY,NY 212-583-5847	1.25
Standard Copies	4.10
Standard Copies	3.00
Standard Copies	31.30
Standard Copies	8.50
Standard Copies	4.80
Standard Copies	.30
Scanned Images	.90
Scanned Images	.30
Scanned Images	.45
Scanned Images	.45
Scanned Images	.30
Scanned Images	.45
Scanned Images	1.05
Scanned Images	.15
Scanned Images	.90
Geoffrey Richards, Hotel, Wilmington, DE, 07/15/03, (Hearing)	235.44
Geoffrey Richards, Airfare, Philadelphia, PA, 07/15/03 to 07/20/03, (Hearing)	586.90
Geoffrey Richards, Transportation, To/From Airport, Philadelphia, PA, 07/15/03, (Hearing)	68.88
Geoffrey Richards, Transportation, Local Cabfares Chicago, IL, 07/15/03, (Hearing)	40.00
Belinda King - Prepare FedEx	8.88
Geoffrey Richards, Telephone, Telephone While Traveling, Wilmington, DE, 07/16/03, (Hearing)	.75
Telephone call to: WILMINGTON,DE 302-655-0400	1.18
Geoffrey Richards, Other, Fax, Wilmington, DE, 07/16/03, (Hearing)	193.00
Fax page charge to 302-652-4400	3.00
Fax page charge to 302-594-3108	3.00
Standard Copies	1.70
Standard Copies	4.00
Standard Copies	4.00
Standard Copies	2.00
Standard Copies	1.50
Standard Copies	2.10

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<u>Description</u>	<u>Amount</u>
Standard Copies	.10
Standard Copies	.10
Standard Copies	.20
Scanned Images	2.55
Scanned Images	2.85
Scanned Images	.75
Scanned Images	.30
Fed Exp to:JACQUELINE BUSH,EL SEGUNDO,CA from:CINDY MITCHELL	6.54
Fed Exp to:HARTLEY MARTYN,CLEVELAND,OH from:ALLEN MARGO ANDREWS	16.21
Geoffrey Richards, Hotel, Wilmington, DE, 07/16/03, (Hearing)	235.44
Geoffrey Richards, Meals, Travel Meals, Wilmington, DE, 07/16/03, (Hearing)	18.45
Frank Mashburn, Jr. - Revisions toBar Date Motion.	53.32
Telephone call to: DALLAS,TX 214-265-1006	3.49
Fax phone charge to 302-652-4400	5.40
Fax phone charge to 302-594-3108	3.74
Fax page charge to 302-652-4400	6.00
Geoffrey Richards, Other, Fax, Wilmington, DE, 07/17/03, (Hearing)	19.00
Fax page charge to 302-652-4400	21.00
Fax page charge to 302-594-3108	21.00
Fax page charge to 302-652-4400	1.50
Fax page charge to 302-652-4400	6.00
Fax page charge to 302-652-4400	2.25
Standard Copies	.10
Standard Copies	.50
Scanned Images	1.20
Scanned Images	2.85
Scanned Images	.15
Geoffrey Richards, Hotel, New York, NY, 07/17/03, (Hearing)	264.20
Belinda King - Various secretarial	35.55
Belinda King - Printing, scanning docs	17.77
Geoffrey Richards, Telephone, Telephone While Traveling, New York, NY, 07/18/03, (Hearing)	13.28
Telephone call to: DETROIT,MI 313-393-7450	.79
Telephone call to: WILMINGTON,DE 302-652-4100	3.14
Telephone call to: CHICAGO,IL	6.87

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<u>Description</u>	<u>Amount</u>
312-861-2041	
Telephone call to: CHICAGO,IL	19.63
312-861-2229	
Telephone call to: STATE OF,DE	.59
302-778-6405	
Telephone call to: STATE OF,DE	1.37
302-778-6405	
Geoffrey Richards, Other, Fax, New York, NY, 07/18/03, (Hearing)	26.00
Standard Copies	.10
Scanned Images	2.55
Scanned Images	.30
Scanned Images	.30
Scanned Images	3.00
Scanned Images	.45
Geoffrey Richards, Hotel, New York, NY, 07/18/03, (Hearing)	264.20
Geoffrey Richards, Telephone, Telephone While Traveling, New York, NY, 07/20/03, (Hearing)	31.28
Geoffrey Richards, Airfare, Newark, NJ, 07/15/03 to 07/20/03, (Hearing)	575.35
MATRIX LEGAL, LLC. - Outside Paralegal Assistance Siciliano, Liliana w/e 7/25/03	100.00
Telephone call to: TORONTO,ON	9.68
416-597-4153	
Telephone call to: SAN FRAN,CA	1.11
415-439-1462	
Telephone call to: TORONTO,ON	1.38
416-597-4153	
Telephone call to: SAN FRAN,CA	.87
415-439-1462	
Telephone call to: NORTHERN,KS	.50
785-346-2600	
Telephone call to: NEWYORKCTY,NY	1.45
212-759-4100	
Telephone call to: WILMINGTON,DE	.62
302-594-3100	
Standard Copies	.80
Standard Copies	1.40
Belinda King - Various secretarial	35.55
Belinda King - Printing and scanning docs	35.55
Telephone call to: NEWYORKCTY,NY	1.00
212-819-8311	

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<u>Description</u>	<u>Amount</u>
Telephone call to: WILMINGTON,DE	1.49
302-652-4100	
Telephone call to: STATE OF,DE	.62
302-778-6401	
Standard Copies	4.80
Standard Copies	2.00
Standard Copies	16.20
Standard Copies	1.10
Standard Copies	1.50
Standard Copies	.30
Standard Copies	.20
Standard Copies	1.20
Standard Copies	1.40
Standard Copies	1.10
Standard Copies	1.00
Standard Copies	.30
Standard Copies	.30
Standard Copies	.10
Renee Honigberg, Meals, Travel Meals, Dallas, TX, 07/22/03, (Attend Deposition)	81.66
Marjon Ghasemi, Meals, Overtime Meals-Attorney, Los Angeles, CA, 07/22/03, (Overtime Meals)	10.81
Belinda King - Printing, various secretarial	35.55
Belinda King - Various secretarial	35.55
Telephone call to: SLC OGDEN,UT 801-886-1444	.50
Telephone call to: E SACRAMEN,CA 530-221-0611	.72
Telephone call to: 865-539-2077	2.49
Telephone call to: EASTERN,MA 781-952-6000	.50
Telephone call to: EASTERN,MA 781-952-6000	.50
Renee Honigberg, Telephone, Telephone While Traveling, 07/23/03, (Attend Deposition)	18.05
Standard Copies	6.00
Standard Copies	.80
Standard Copies	9.40
Standard Copies	28.70
Standard Copies	64.30
Standard Copies	28.20
Overtime Meals Donna R Amos	12.00

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<u>Description</u>	<u>Amount</u>
Belinda King - Printing docs., various secretarial	17.77
Belinda King - secretarial overtime	195.52
Telephone call to: DALLAS, TX 214-725-0872	.75
Telephone call to: OKLA CITY, OK 405-552-2256	1.49
Telephone call to: STATE OF, DE 302-778-7550	1.49
Telephone call to: HARRISBURG, PA 717-231-6623	.62
Telephone call to: BRITTON, OK 405-841-8057	1.87
Telephone call to: NY CITY, NY 917-940-4413	.62
Fax page charge to 973-597-2400	1.50
Standard Copies	2.00
Standard Copies	12.30
Standard Copies	.20
Standard Copies	9.90
Postage	.37
Sharifah S Abdullah - SECRETARY SUPPORT	48.73
Telephone call to: STATE OF, DE 302-778-6406	1.99
Telephone call to: 229-896-4569	1.00
Telephone call to: 229-686-3430	.50
Telephone call to: OKLA CITY, OK 405-552-2256	.50
Telephone call to: DALLAS NE, TX 972-643-3040	.50
Telephone call to: NEWYORKCTY, NY 212-455-2312	1.99
Telephone call to: OMAHA, NE 402-341-6000	.50
Telephone call to: PRINCETON, NJ 609-921-3733	.50
Telephone call to: NORTH EAST, MD 410-287-0549	1.74
Telephone call to: SOUTHERN, TX 956-783-7461	1.49
Telephone call to: NEWYORKCTY, NY 212-455-2312	1.45
Telephone call to: NY CITY, NY 917-921-4597	1.66
Telephone call to: NY CITY, NY 917-882-0354	2.08

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<u>Description</u>	<u>Amount</u>
Fax phone charge to 229-896-7589	1.74
Fax phone charge to 229-896-5031	1.74
Fax phone charge to 229-896-7589	.75
Fax phone charge to 229-896-5031	1.25
Fax phone charge to 312-642-0346	1.74
Fax page charge to 229-896-7589	12.75
Fax page charge to 229-896-5031	10.50
Fax page charge to 229-896-7589	3.00
Fax page charge to 229-896-5031	12.75
Fax page charge to 312-642-0346	16.50
Standard Copies	.30
Standard Copies	3.80
Standard Copies	1.40
Standard Copies	1.40
Standard Copies	.70
Standard Copies	.20
Standard Copies	.70
Standard Copies	4.70
Standard Copies	2.10
Standard Copies	131.00
Postage-TRACKING ID# 1120556248564	.37
Fed Exp to:ROBERT DIMOND,EDINA,MN from:LOIS J BROUSSARD	28.35
Fed Exp to:MONA TOUMA,NEW YORK,NY from:LOIS J BROUSSARD	28.71
Helen G Goodyear - Revise chart; create new Grant	35.55
MATRIX LEGAL, LLC. - Outside Paralegal Assistance Siciliano, Liliana w/e 08/01/03	180.00
Telephone call to: NE CELL,IL 630-430-6393	3.74
Telephone call to: NE CELL,IL 630-430-6393	.50
Telephone call to: WILMINGTON,DE 302-652-4100	.50
Telephone call to: CHICAGO,IL 312-593-0643	1.49
Telephone call to: DALLAS NE,TX 972-906-1174	.50
Telephone call to: CHICAGO,IL 312-593-0643	1.49
Standard Copies	2.00
Standard Copies	5.20
Standard Copies	3.40
Fed Exp to:STEVEN KOTARBA C/O MARTHA	42.85

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<u>Description</u>	<u>Amount</u>
WAGN LEWISVILLE,TX from:SHIRLEY CHO	
Geoffrey Richards, Hotel, Dallas, TX, 07/28/03, (Meeting)	218.50
Geoffrey Richards, Airfare, Dallas, TX, 07/28/03 to 07/31/03, (Meeting)	1,555.00
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 07/28/03, (Hearing)	52.00
Geoffrey Richards, Transportation, Local Cabfares Chicago, IL, 07/28/03, (Meeting)	39.00
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 07/28/03, (Meeting)	45.00
Telephone call to: WILMINGTON,DE 302-652-4100	.50
Telephone call to: GRD PR,TX 214-647-7500	.50
Telephone call to: CENTRAL,MN 651-636-7094	1.99
Telephone call to: DALLAS,TX 214-587-6256	.50
Telephone call to: HOUSTON,TX 281-367-3456	1.25
Fax phone charge to 214-840-0103	1.99
Fax page charge to 972-906-1208	3.75
Fax page charge to 972-906-1208	3.00
Fax page charge to 214-840-0103	18.00
Standard Copies	2.40
Standard Copies	.90
Standard Copies	6.20
Postage	.60
Geoffrey Richards, Hotel, Dallas, TX, 07/29/03, (Meeting)	218.50
Geoffrey Richards, Meals, Travel Meals, Dallas, TX, 07/29/03, (Meeting)	37.82
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 07/29/03, (Meeting)	45.00
Cindy Mitchell - SECRETARY SUPPORT	48.73
Telephone call to: CHICAGO,IL 312-593-0643	.50
Telephone call to: DALLAS NE,TX 972-906-1433	3.99
Telephone call to: DALLAS NE,TX 972-906-1433	5.98
Telephone call to: NY CITY,NY 917-749-7660	.50
Telephone call to: ARLINGTON,TX	.75

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<u>Description</u>	<u>Amount</u>
817-810-5250	
Telephone call to: EASTERN,VA	.50
757-640-3774	
Telephone call to: NEWYORKCTY,NY	.50
212-449-4969	
Telephone call to: WILMINGTON,DE	1.25
302-427-0400	
Telephone call to: MIAMI,FL	.50
305-375-4930	
Telephone call to: MIAMI,FL	1.00
305-714-4397	
Telephone call to: DALLAS NE,TX	.50
972-906-8662	
Telephone call to: DALLAS NE,TX	7.72
972-906-1433	
Telephone call to: NASHVILLE,TN	3.49
615-244-0030	
Fax phone charge to 972-906-1208	.75
Fax phone charge to 972-906-1208	.75
Fax page charge to 972-906-1208	6.00
Fax page charge to 972-906-1208	8.25
Standard Copies	.30
Standard Copies	57.20
Standard Copies	12.70
Standard Copies	1.40
Standard Copies	10.30
Geoffrey Richards, Hotel, Dallas, TX, 07/30/03, (Meeting)	218.50
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 07/30/03, (Meeting)	44.00
Postage	.60
Fed Exp to:JACQUELINE BUSH,EL SEGUNDO,CA from:CINDY MITCHELL	6.54
Fed Exp to:RICHARD WYNNE,NEW YORK,NY from:CINDY MITCHELL	30.50
ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 07/17/03 - From: 777 S. Figueroa Street, Los Angeles / To: 7016 Ginko Court, Corona	113.00
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 07/31/03, (Meeting)	35.00
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 07/31/03, (Meeting)	45.00
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 07/31/03, (Meeting)	45.00

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Total Expenses	\$ 25,456.69
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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.# 2692977

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

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	\$ 29,878.00
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	\$ 12,338.48
Total for legal services rendered and expenses incurred	\$ 42,216.48

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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tim P Brown	20.80	390.00	8,112.00
Andres C Mena	9.90	385.00	3,811.50
Linda K Myers, P.C.	11.10	545.00	6,049.50
Geoffrey A Richards	2.60	460.00	1,196.00
Maureen E Sweeney	3.50	410.00	1,435.00
Victoria Wales	2.20	310.00	682.00
Richard L Wynne	.10	670.00	67.00
Nathaniel M Marrs	6.10	410.00	2,501.00
Laurie L Ruxton	24.90	185.00	4,606.50
Christopher J Valeri	8.10	175.00	1,417.50
<b>Total</b>	89.30		\$ 29,878.00

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### Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/01/03	.40	Andres C Mena	Telephone conference with J. Price (.2); coordinate with C. Valeri (.2).
7/01/03	2.30	Tim P Brown	Exchange email with K. Fuhrman re tripartite agreements (.4); telephone conference with A. Jasso re board meeting to approve forms of agreement (.4); draft and send issues memorandum to counsel to Bank of New York (.4); telephone conference with counsel to M&T re status of agreements (.3); exchange email with counsel to Bank of New York re indentures (.3); draft and revise board resolutions re tripartite agreements (.5).
7/01/03	1.10	Linda K Myers, P.C.	Telephone conference with M. Scott re amendment to DIP agreement (.3); telephone conference with M. Sweeney re same (.1); review of correspondence re amendment terms (.5); two telephone conferences with R. Wynne re carveout construction (.2).
7/01/03	4.00	Christopher J Valeri	Multiple office conferences with A. Mena re assignment (.5); scan and send documents to R. Radnay and M. Sweeney at K&E Chicago via electronic mail (1.0); retrieval of multiple documents from files (.5); organize and assemble multiple documents (2.0).
7/02/03	.10	Richard L Wynne	Analyze Fleming update on DIP.
7/02/03	1.50	Tim P Brown	Telephone conference with counsel to M&T and Bank One re asset agreements (.4); further revise resolutions and forward to A. Jasso and C. Hernandez (1.1).
7/02/03	1.30	Linda K Myers, P.C.	Review of carveout provision and telephone conference to R. Wynne re same (.3); review of correspondence re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			bank amendment (.6); review of DIP order re amendments to bank credit agreement (.4).
7/02/03	2.30	Maureen E Sweeney	Review and revise compliance certificate (.5); review asset sale provisions and deposit agreement (.6); conference re amendment with M. Scott and follow-up re same (1.2).
7/03/03	.20	Andres C Mena	Coordinate amendment to the DIP Agreement with M. Sweeney.
7/03/03	1.00	Tim P Brown	Telephone conference with counsel to M&T re assets (.4); review draft tripartites and telephone conference with counsel to Bank of New York re same (.6).
7/03/03	1.00	Linda K Myers, P.C.	Review of correspondence re proposed bank amendments (.4); review of final order re ability to enter into amendments without court authority (.4); prepare response to M. Scott re amendment proposal (.2).
7/03/03	1.30	Christopher J Valeri	Organize and assemble multiple schedules and exhibits (1.0); prepare and send package to White & Case via messenger (.3).
7/07/03	2.30	Andres C Mena	Coordinate issues re amendment of the DIP with L. Myers (.3); telephone conference with K. Fuhrman re amendment and certificate pursuant to section 5.01(t) of the DIP (.8); prepare draft of certificate and language re amendment (1.2).
7/07/03	.50	Victoria Wales	Review correspondence re properties to be mortgaged pursuant to the credit agreement and respond thereto.
7/07/03	1.40	Linda K Myers, P.C.	Review of 6/25 hearing transcript (.5); telephone conference with A. Mena and K. Fuhrman re amendment request (.3); review of Section 5.01(t) certification

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.2); review of correspondence re amendment (.2); review of equipment/inventory schedule (.2).
7/08/03	1.50	Andres C Mena	Coordinate amendment request with L. Myers and M. Scott (1.2); telephone discussions in this regard with J. Price and D. Diallo (.3)
7/08/03	1.70	Victoria Wales	Prepare for and conference with N. Marrs and L. Ruxton re the post closing deliveries for the Credit Agreement re real property.
7/08/03	.60	Tim P Brown	Telephone conference with M. Scott re inventory issues (.2); conference with L. Myers re same (.2); follow-up email to A. Jasso re board minutes and asset agreements (.2).
7/08/03	1.60	Linda K Myers, P.C.	Telephone conference with T. Brown re return of certain vendor inventory and review of credit agreement re same (.5); review of correspondence re bank amendment (.3); respond to same (.2); telephone conference with A. Mena re same (.2); review of request list (.4).
7/09/03	.20	Andres C Mena	Telephone discussion with M. Scott re amendment of the DIP.
7/09/03	2.00	Tim P Brown	Telephone conference with A. Jasso re minutes (.5); draft and revise unanimous board consents and forward to A. Jasso (1.5).
7/10/03	.40	Andres C Mena	Discuss pending issues re amendment to the DIP with L. Myers (.2); telephone discussion re amendment to the DIP with D. Diallo (.2)
7/10/03	.70	Tim P Brown	Exchange email with Fleming re Bank of New York asset agreement (.4); telephone conference with counsel to Bank of New York re same (.3).
7/11/03	.40	Andres C Mena	Telephone conference with D. Diallo re

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			amendment to the DIP (.2); coordinate in this regard with L. Myers (.2)
7/11/03	.90	Tim P Brown	Telephone conference with C. Birchette re Fleming Trustee Agreement (.3); review and respond to email from counsel to Bank of New York re representatives and warranties (.2); telephone conference with counsel to Bank of New York and Fleming (.4).
7/11/03	.50	Geoffrey A Richards	Review DIP re carveout issues.
7/11/03	.40	Linda K Myers, P.C.	Telephone conference with A. Mena re status of DIP amendment (.2); review of correspondence re bond postings for bank accounts (.2).
7/14/03	2.10	Andres C Mena	Coordinate comments to term sheet for proposed amendment to the DIP with L. Myers (.5); telephone conference with M. Scott to discuss proposed amendment (.5); review and prepare comments to the term sheet for proposed amendment and review related documents (1.1)
7/14/03	1.10	Tim P Brown	Follow-up with Fleming re signatures to board consent and update counsel to M&T, Bank of New York and Bank One via email.
7/14/03	.90	Geoffrey A Richards	Review correspondence re overadvance situation (.4); telephone conference with T. Stenger (.3) and D. Ginsberg (.2) re same.
7/14/03	1.70	Linda K Myers, P.C.	Review of borrowing base letter (.3); several telephone conferences with A. Mena re same (.3); review of revised letter (.2); telephone conference with A. Mena re same (.2); meeting with T. Brown re inventory return (.3); telephone conference with Richards re same (.2); telephone conference with T. Brown re same (.2).
7/15/03	2.00	Andres C Mena	Conference re comments to the

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>
			"Overadvance" Letter with L. Myers (.7); discuss related issues with E. Davis (.3); telephone conferences and follow-up discussions with M. Scott (.7) and J. Brazil (.3).
7/15/03	2.70	Tim P Brown	Exchange of email with M. Scott re return of inventory (.3); conference with L. Myers and draft and revise form of return agreement and circulate to M. Scott (2.4).
7/15/03	1.20	Geoffrey A Richards	Prepare for and participate in bank call re financing issues.
7/15/03	1.00	Linda K Myers, P.C.	Several telephone conferences with A. Mena re borrowing base letter (.4); meeting with T. Brown re inventory matters (.4); review of form of letter re inventory repurchases (.2).
7/16/03	1.00	Tim P Brown	Review and markup latest draft of assignment agreements and forward comments via email to counsel to Bank of New York.
7/16/03	.20	Linda K Myers, P.C.	Review of correspondence re indenture trustee replacement and telephone conference with T. Brown re same.
7/17/03	1.30	Tim P Brown	Review and revise Bank of New York drafts of assignment agreement and forward same to counsel to Bank of New York.
7/20/03	1.50	Tim P Brown	Assemble and distribute to Fleming execution copies of the various assignment agreements and update counsel to M&T, Bank of New York and Bank One re same.
7/20/03	1.00	Linda K Myers, P.C.	Review of correspondence re tripartite agreements.
7/21/03	1.20	Tim P Brown	Assemble and distribute execution signature pages to various Bank One and Bank of New York assignment agreements.

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/21/03	.40	Linda K Myers, P.C.	Telephone conference with K. Fuhrmann re borrowing base letter (.2); telephone conference with M. Sweeney re same (.2).
7/22/03	1.20	Laurie L Ruxton	Confer with N. Marrs re DIP financing issues (.3); conduct telephone conference with J. Calascibetta re title policies on DIP properties (.4); revise organizational charts (.5).
7/23/03	.40	Andres C Mena	Coordinate request for DIP documents with J. Price.
7/23/03	6.10	Nathaniel M Marrs	Review DIP collateral opinion and IL local counsel opinion (2.2); review and revise latest drafts of mortgages (2.3); review title materials (.8); telephone conferences and email correspondence with L. Ruxton and J. Calascibetta (.8).
7/24/03	1.20	Laurie L Ruxton	Confer with N. Marrs re lender survey requirements (.2); telephone conferences with J. Calasciabetta and follow up re DIP issues (.5); correspond with survey company re completion of surveys related to DIP loans (.3); telephone conference with N. Sarna re legal descriptions (.2).
7/24/03	1.00	Tim P Brown	Exchange email and voicemail with L. Binder and C. Birchette re BNY form of assignment agreement.
7/24/03	.40	Maureen E Sweeney	Exchange e-mail correspondence re return of goods and reclamation claims.
7/25/03	3.50	Laurie L Ruxton	Attend several office conferences with N. Marrs and work on follow-up re DIP closing issues (1.2); correspond with J. Bowman and title company (.4); compile list of values for mortgage taxes (.6); revise list of mortgagors (.7); obtain corporate titleholder information (.6).

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/28/03	2.90	Laurie L Ruxton	Prepare for DIP closing.
7/28/03	2.00	Tim P Brown	Review and respond to email messages from BNY and from counsel to BNY re assignment agreements (1.0); exchange email with C. Birchette re same (.3); telephone conference with counsel to BNY and forward her execution copies of assignment agreements (.7).
7/28/03	.10	Maureen E Sweeney	Determine status and coordinate distribution of lien searches.
7/28/03	2.80	Christopher J Valeri	Retrieval of multiple documents from the files (.8); scan and send via electronic mail the requested materials to M. Sweeney at N. Mars, K&E Chicago (.8); organize and assemble multiple documents (1.2).
7/29/03	5.50	Laurie L Ruxton	Prepare for DIP closing (5.0); attend telephone conference with N. Marrs, lender counsel, title company (.5).
7/30/03	4.60	Laurie L Ruxton	Reveiw and revise documents related to closing DIP Financing transaction (1.4); resolve title commitment issues (1.0); review and respond to email correspondence re closing matters and title/survey issues (.7); obtain corporate documentation (1.0); revise organizational charts and mortgage tax affidavits (.5).
7/30/03	.70	Maureen E Sweeney	Exchange e-mail correspondence re asset sale proceeds and carve-out.
7/31/03	6.00	Laurie L Ruxton	Prepare for closing DIP Financing transaction (1.0); several telephone conferences with title officer, lender, N. Marrs (1.2); attend meetings with N. Marrs re closing issues and work on follow up re same (1.2); resolve title commitment issues (.6); review and respond to email correspondence re DIP closing matters (.7); conduct telephone

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>
			conference with M. Sharp re documents to be signed for closing (.3); revise mortgage documents (.8).
	89.30		TOTAL HOURS

The Fleming Company  
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### Description of Expenses

<u>Description</u>	<u>Amount</u>
CT CORPORATION SYSTEM - Information	175.00
Broker Doc/Svcs, Corporate/Ltd	
partnership Name - AZ	
West Publishing-TP,Database Usage 5.03	29.43
West Publishing-TP,Database Usage 5.03	79.83
CT CORPORATION SYSTEM - Information	100.00
Broker Doc/Svcs, Corporate/Ltd	
Partnership Name - OK	
West Publishing-TP,Database Usage 5.03	67.27
Telephone call to: WILMINGTON,DE	1.42
302-652-4100	
CT CORPORATION SYSTEM - Information	2,417.25
Broker Doc/Svcs, State Lien search - NV	
West Publishing-TP,Database Usage 5.03	108.85
CT CORPORATION SYSTEM - Information	60.00
Broker Doc/Svcs, Corporate/Ltd	
Partnership Name - TX	
CT CORPORATION SYSTEM - Information	20.00
Broker Doc/Svcs, Corporate/Ltd	
Partnership name - AZ	
Telephone call to: NEW YORK,NY	1.58
212-819-8401	
Telephone call to: NEW YORK,NY	2.37
212-819-8401	
Telephone call to: DALLAS,TX	1.66
469-223-7085	
Telephone call to: DENVER,CO	1.45
303-764-4029	
Telephone call to: DALLAS,TX	.62
469-223-7085	
Telephone call to: DALLAS NE,TX	.62
972-906-2180	
Telephone call to: W BAY,CA	1.04
510-282-2246	
Telephone call to: DOWNTN LA,CA	1.04
213-830-6369	
Telephone call to: DOWNTN LA,CA	1.45
213-830-6369	
Telephone call to: DALLAS NE,TX	.62
972-906-2182	
Telephone call to: BAY W,CA	.62
831-647-7500	
Telephone call to: W BAY,CA	1.04

The Fleming Company  
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<u>Description</u>	<u>Amount</u>
510-282-2246	
Telephone call to: S SAN,CA	1.45
650-857-9500	
CT CORPORATION SYSTEM - Information	6,052.00
Broker Doc/Svcs, Cert copy of Articles	
of Inc & all Amend/Mrgr - NV	
CT CORPORATION SYSTEM - Information	20.00
Broker Doc/Svcs, Corporate/Ltd	
Partnership name - OK	
CT CORPORATION SYSTEM - Information	48.25
Broker Doc/Svcs, Corporate/Ltd	
Partnership name - AZ	
CT CORPORATION SYSTEM - Information	131.00
Broker Doc/Svcs, State lien search - DE	
CT CORPORATION SYSTEM - Information	20.00
Broker Doc/Svcs, Corporate/Ltd	
partnership name - MN	
CT CORPORATION SYSTEM - Information	26.00
Broker Doc/Svcs, Debtor name-liens with	
secured party - DE	
Telephone call to: SAN FRAN,CA	4.16
415-439-1437	
Telephone call to: NEWYORKCTY,NY	1.25
212-592-1459	
Telephone call to: W BAY,CA	2.29
510-282-2246	
Telephone call to: NY CITY,NY	2.49
917-750-1281	
CT CORPORATION SYSTEM - Information	126.00
Broker Doc/Svcs, Termination - CA	
Telephone call to: DALLAS NE,TX	1.25
972-906-1433	
Telephone call to: LB AREA,CA	1.04
310-360-2355	
Telephone call to: PHILADELPH,PA	1.25
215-567-1999	
Telephone call to: DALLAS NE,TX	1.66
972-906-1433	
CT CORPORATION SYSTEM - Information	40.00
Broker Doc/Svcs, File number - GA	
Telephone call to: AUGUSTA,GA	1.04
404-724-3668	
Patricia A O'Neil - Travel to Fleming.	26.99
S. Kotarba	
Patricia A O'Neil - Travel to Fleming.	53.98
S. Kotarba	

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Description</u>	<u>Amount</u>
Patricia A O'Neil - Work at Fleming. S. Kotarba a	8.99
Patricia A O'Neil - Work at Fleming. S. Kotarba a	143.96
Telephone call to: ATLANTA,GA 404-588-8594	.83
Telephone call to: DALLAS NE,TX 972-906-8122	1.25
Telephone call to: NEW YORK,NY 212-819-8494	1.89
Patricia A O'Neil - Work at Fleming. S. Kotarba a	8.99
Patricia A O'Neil - Work at Fleming. S. Kotarba a	89.97
CT CORPORATION SYSTEM - Information Broker Doc/Svcs, Termination - TX	477.50
CT CORPORATION SYSTEM - Information Broker Doc/Svcs, Obtain Info/Status - NV	1,389.00
Patricia A O'Neil - Travel for Fleming. S. Kotarb	44.98
GENESYS CONFERENCING, INC. - Telephone, Conference call, A Bates, 5/05/2003	14.30
Telephone call to: DALLAS NE,TX 972-906-8665	.79
Patricia A O'Neil - Travel for Fleming.	89.97
Patricia A O'Neil - Work at Fleming	8.99
Patricia A O'Neil - Work at Fleming	71.98
Patricia A O'Neil - Work at Fleming	44.98
Patricia A O'Neil - Work at Fleming	35.99
Patricia A O'Neil - Work at Fleming	17.99
Patricia A O'Neil - Travel for Fleming	89.97
Telephone call to: DALLAS NE,TX 972-906-8122	.83
CT CORPORATION SYSTEM - Information Broker Doc/Svcs, Corporate/Ltd Partnership Name - OK	40.00
West Publishing-TP,Database Usage 6.03	4.17
Fed Exp to: ,NEW YORK CITY,NY from:MAILROOM	9.52
Telephone call to: DALLAS NE,TX 972-906-2191	.62
Telephone call to: DALLAS NE,TX 972-906-1120	2.08
Telephone call to: DALLAS NE,TX 972-906-8000	.83
Telephone call to: EASTERN,MA	6.44

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

<u>Description</u>	<u>Amount</u>
617-856-8584	
Telephone call to: NEWYORKCTY,NY	8.11
212-450-4442	
Telephone call to: PHOENIX,AZ	1.87
602-264-3522	
Telephone call to: WASHINGTON,DC	1.66
202-324-7085	
Standard Copies	1.30
Telephone call to: NEWYORKCTY,NY	2.08
212-574-1586	
Telephone call to: SAN FRAN,CA	4.57
415-439-1437	
Overtime Transportation Carolyn L Marino	26.00
Overtime Meals Carolyn L Marino	9.00
Scanned Images	1.20
NEW YORK CORPORATE SERVICES, INC - Outside Messenger Services, Valeri, 6/26/03	12.75
Telephone call to: NEWYORKCTY,NY	.62
212-819-8401	
Binding	1.75
Binding	1.75
Telephone call to: DALLAS,TX	4.99
214-969-5251	
Telephone call to: EASTERN,MD	.62
410-916-6628	
Telephone call to: GRD PR,TX	.98
214-704-9254	
Telephone call to: ALBANY,NY	1.45
518-433-2425	
Telephone call to: DALLAS NE,TX	1.87
972-906-1120	
Telephone call to: ALBANY,NY	.83
518-433-2425	
Telephone call to: LOSANGELES,CA	3.74
213-891-7877	
Telephone call to: DOWNTN LA,CA	2.91
213-830-6369	
Telephone call to: NEWYORKCTY,NY	2.29
212-450-4442	
Telephone call to: NEWYORKCTY,NY	1.45
212-450-4442	
Telephone call to: NEWYORKCTY,NY	1.87
212-450-4442	
Telephone call to: NE CELL,IL	.75

The Fleming Company  
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<u>Description</u>	<u>Amount</u>
630-430-6393	
Total Expenses	\$ 12,338.48

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.# 2692978

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IN THE MATTER OF                      **Claims Estimate, Objection & Resolution**  
   **File No. 40575-0008**

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	\$ 39,022.00
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	\$ 5,485.66
Total for legal services rendered and expenses incurred	\$ 44,507.66

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shirley S Cho	1.30	445.00	578.50
Marjon E Ghasemi	.20	385.00	77.00
Steven R Kotarba	14.50	420.00	6,090.00
Haleh Rahjoo	4.90	345.00	1,690.50
Geoffrey A Richards	4.20	460.00	1,932.00
Andrew R Running	5.10	510.00	2,601.00
Victoria Wales	8.00	310.00	2,480.00
Richard L Wynne	.80	670.00	536.00
Wenette Bradford	36.00	105.00	3,780.00
James M Celeski	3.00	105.00	315.00
Elizabeth Cox Arnold	.30	190.00	57.00
Maria T DelZoppo	4.90	105.00	514.50
Catherine B Filippini	2.80	120.00	336.00
Adam J Gorman	5.70	105.00	598.50
Tracy J McCollom	19.90	105.00	2,089.50
Michal Moskovich	37.80	105.00	3,969.00
Joseph A Patrevito	14.50	115.00	1,667.50
Robert B Rittenhouse	7.40	105.00	777.00
Gary M Vogt	12.10	210.00	2,541.00
Melanie D Whitcomb	10.10	190.00	1,919.00
Denise Wymore	1.80	210.00	378.00
David Hernandez	3.00	150.00	450.00
Gary McCollum	19.00	150.00	2,850.00
James R Strohl	5.30	150.00	795.00
<b>Total</b>	<b>223.0</b>		<b>\$ 39,022.00</b>

**Description of Legal Services**

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/02/03	1.50	Steven R Kotarba	Review case law and other research re pension funding issues and related claims.
7/02/03	.20	Shirley S Cho	Review voicemail from S. Eagle at the PBGC re proof of claim (.1); telephone conference with S. Eagle re same (.1).
7/02/03	.20	Marjon E Ghasemi	Telephone and email conferences with R. Stovall re workers compensation claims.
7/02/03	.90	Haleh Rahjoo	Review notice of bar date (.5); review emails from M. John re same (.2); review and reply to email from S. Kotarba re same (.2).
7/03/03	.20	Richard L Wynne	Telephone conference with Bryan Becket re administrative claim.
7/05/03	.30	Shirley S Cho	Review case law re administrative claim from A. Stanger (.2); review and reply to email of S. Boyd re bar date (.1).
7/07/03	1.20	Steven R Kotarba	Review Bar Date Order and finalize memo re Bar Date Protocol (.7); conference call with K&E, AlixPartners and BMC to coordinate duties re service and noticing of bar date (.5).
7/07/03	.50	Haleh Rahjoo	Telephone conference with S. Kotarba and M. John re bar date notice (.3); review and reply to emails from S. Kotarba re same (.2).
7/07/03	3.00	James M Celeski	Process and send Proof of Claims to BMC Claims Agent.
7/07/03	1.10	Geoffrey A Richards	Review bar date materials (.3); telephone conference with S. Kotarba re mailing and coordination of same (.4); telephone conference with C. Hernandez re bar date issues (.4).

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/08/03	.90	Steven R Kotarba	Review newly filed claims and circulate to claims agent and attorneys as necessary, discussion with appropriate attorney re certain claims and claim types.
7/08/03	.80	Steven R Kotarba	Conference with M. Monger and B. Porter re claims bar date and noticing issues re same (.4); conference with G. Richards and C. Lhulier re same (.4).
7/08/03	1.80	Denise Wymore	Research re administrative claim.
7/08/03	.70	Geoffrey A Richards	Analyze Canadian bar date issues (.3); telephone conference with S. Kotarba re same (.4).
7/09/03	.90	Steven R Kotarba	Review summary of Canadian claims process, consider alternatives to coordinate with US process and discussions with S. Cho and G. Richards re same.
7/09/03	.10	Shirley S Cho	Review email from J. Carfagnini re claims bar date.
7/09/03	1.60	Andrew R Running	Telephone conversation with C. Birchette re D&O coverage for additional officer defendants (.3); telephone conversation with G. Ward re same (.2); telephone conversation with J. Hermes re same (.2); review documents forwarded by J. Hermes (.4); review and respond to e-mails from G. Richards, S. Cho and A. Groesch re same (.5).
7/10/03	.50	Steven R Kotarba	Conference with Canadian counsel and S. McFarland re Canadian protocol and Canadian Court order re jurisdiction over claims filed by Canadian entities.
7/10/03	1.20	Steven R Kotarba	Compile Bar Date Notice service list per Order and circulate email summary re same (.6); circulate necessary documentation and discussions with various agents re publication of notice

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>
			(.6).
7/10/03	1.20	Steven R Kotarba	Research and review case law re jurisdictional effect on claimant of filing proof of claim.
7/10/03	1.90	Steven R Kotarba	Obtain and review precedent re cross-border cases and claims processes employed.
7/10/03	4.00	Victoria Wales	Review and conference with the Company and J. Stang re DEC emergency motion (2.5); review and conference with counsel re objections filed to motion to reject certain unexpired leases (1.5).
7/10/03	1.70	Geoffrey A Richards	Review case law re jurisdiction over Canadian creditors (1.4); telephone conference with M. Ghasemi re workers' compensation claims (.3).
7/10/03	1.50	Andrew R Running	Confer with S. Kotarba re reclamation claim valuation issues (.2); review background materials re same (.4); write e-mail to R. Wynne and S. Cho re D&O coverage issues (.9).
7/12/03	.90	Steven R Kotarba	Revise Motion re Canadian bar date.
7/13/03	.60	Richard L Wynne	Revision of Section 105 motion for bar date order excluding Canadian creditors from jurisdiction, consents, exhibits and Canadian papers.
7/14/03	.80	Steven R Kotarba	Revise and circulate draft Motion and Order to clarify Bar Date Order re certain Canadian creditors (.5); review proposed stipulation from PBGC and respond to same (.3).
7/14/03	.40	Shirley S Cho	Telephone conference with N. Keller re proof of claim notices for taxing entities (.2); emails to S. Kotarba re same (.1); review and forward PBGC's proposed stipulation re proofs of claim (.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>
7/14/03	.70	Haleh Rahjoo	Review and analysis of letter and invoices from H. Thayer re Lettieri's claim (.5); leave voicemail message for D. Snyder re same (.2).
7/15/03	.50	Steven R Kotarba	Discussions with Levin Advertising re publication of Bar Date Notice and follow up re same.
7/15/03	.30	Haleh Rahjoo	Review and reply to emails from S. Kotarba and A. Levin re bar date notice.
7/15/03	1.50	Andrew R Running	Review files forwarded by J. Hermes and C. Birchette re additional D&O claims (.8); review reclamation claim summary and analysis (.4); confer with G. Richards re D&O coverage issues (.3).
7/16/03	.10	Shirley S Cho	Forward Weingarten administrative claim motion to R. Buday.
7/16/03	.50	Andrew R Running	Telephone conference with C. Birchette re D&O coverage issues.
7/17/03	2.20	Steven R Kotarba	Discuss bar date issues with K. Everett (.3); discuss preparation of custom proofs of claim with M. John (.3); review notice of publication and arrange for publication (.4); revise and file Motion to Clarify Bar Date Order (1.2).
7/17/03	3.40	Melanie D Whitcomb	Assist on missing address project for purposes of sending notice to creditors.
7/18/03	.20	Shirley S Cho	Review and return email of C. Birchette re cure bar date.
7/21/03	.90	Haleh Rahjoo	Exchange email correspondence with S. Kotarba re claim bar notices (.3); exchange email correspondence with R. Buday re bar date (.3); telephone conference with R. Buday and V. Wales re cure amounts (.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>
7/22/03	1.10	James R Strohl	Telephone conferences with various parties re returning phone requests for information on claims.
7/22/03	1.30	Haleh Rahjoo	Review and evaluate protocol for bar date notices (.5); telephone conference with S. Kotarba and M. Johns re same (.8).
7/22/03	.70	Geoffrey A Richards	Telephone conference with S. Kotarba re bar date issues.
7/23/03	3.60	Gary M Vogt	Perform internet searches to compile address information re creditors for service of bar date notice.
7/23/03	4.20	James R Strohl	Research claim addresses re parties filing a claim in the Fleming bankruptcy.
7/23/03	3.00	David Hernandez	Review and add addresses of creditors for bar date notification.
7/23/03	4.00	Gary McCollum	Searching Internet for specific addresses for Fleming creditors.
7/23/03	6.10	Michal Moskovich	Sort and review creditors' matrix in preparation for bar date (1.9); search the Internet for creditors' contact information (2.3); record information re same (1.9).
7/23/03	2.10	Melanie D Whitcomb	Coordinated staffing for Missing addresses project and monitored same.
7/23/03	3.20	Tracy J McCollom	Search for creditor addresses and phone numbers.
7/24/03	2.80	Catherine B Filippini	Search and retrieve creditor contact information re bar date (1.8); update spreadsheet re same (.5); prepare for and attend office conference with W. Bradford re same (.5).
7/24/03	3.30	Joseph A Patrevito	Sort and review updated creditors' matrix for missing information in

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			preparation for bar date (1.7); locate creditors' contact information and record (.8); compile contact information and update spreadsheet (.8).
7/24/03	3.00	Gary M Vogt	Continue internet searches to compile creditor address information for use in service of bar date notice.
7/24/03	3.50	Wenette Bradford	Review Fleming creditors contact list (1.4); search and retrieve contract information re same (1.6); edit and update creditors contract list (.5).
7/24/03	.50	Wenette Bradford	Prepare for and attend office conference with C. Filippini re creditors contact list project.
7/24/03	7.70	Gary McCollum	Searching Internet for addresses of Fleming creditors.
7/24/03	4.90	Michal Moskovich	Sort and review creditors' matrix in preparation for bar date (1.9); search the Internet for creditors' contact information (1.7); record information re same (1.3).
7/24/03	1.80	Melanie D Whitcomb	Assisted in coordinating "Missing Address Assignment".
7/24/03	4.50	Tracy J McCollom	Search for creditor addresses.
7/24/03	2.50	Maria T DelZoppo	Review creditor spreadsheet and search Internet for corporate headquarters addresses, phone and fax numbers.
7/24/03	2.40	Robert B Rittenhouse	Review and Edit contact list information for Creditors List (.7); search and Retrieve contact information re the same (1.7).
7/24/03	.30	Elizabeth Cox Arnold	Correspond with T. Feil re notice list.
7/25/03	5.70	Adam J Gorman	Complete search and retrieval re 341 filling.

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	4.00	Victoria Wales	Respond to numerous inquiries re the cure notices and disputes as to the cure amounts listed on such notices.
7/25/03	7.70	Joseph A Patrevito	Sort and review updated creditors' matrix for missing information in preparation for bar date (1.3); locate creditors' contact information and record (4.8); compile contact information and update spreadsheet (1.6).
7/25/03	4.50	Gary M Vogt	Search to compile address information for service of bar date notice.
7/25/03	4.50	Wenette Bradford	Edit and update creditors contact information (1.7); attach additional records re same (1.3); cross reference contact information with master creditors list (1.5).
7/25/03	4.00	Wenette Bradford	Review creditors contact information sheet (1.9); search and retrieve creditors information re same (1.1); edit and update list (1.0).
7/25/03	3.50	Wenette Bradford	Input new entries into creditors contact list (1.4); search and retrieve additional information re same (1.6); conduct quality control for distribution (.5).
7/25/03	7.30	Gary McCollum	Searching Internet for addresses of creditors.
7/25/03	4.00	Michal Moskovich	Review updated creditors' matrix for missing contact information (1.4); search the Internet for missing information and record (1.7); compile information into updated Excel spreadsheet of creditors' information (.9).
7/25/03	4.50	Michal Moskovich	Sort and review creditors' matrix in preparation for bar date (1.6); search the Internet for creditors' contact information (1.7); record information

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 same (1.2).
7/25/03	2.40	Melanie D Whitcomb	Assisted in the coordination of missing addresses project (1.2); answered several questions re the project (1.2).
7/25/03	5.50	Tracy J McCollom	Search for creditor addresses.
7/25/03	2.40	Maria T DelZoppo	Review and edit contact list information for Fleming creditors.
7/25/03	.30	Haleh Rahjoo	Review and reply to emails from S. Kotarba re bar date publication.
7/25/03	5.00	Robert B Rittenhouse	Review and edit information for creditors list (2.3); search and retrieve contact information re the same (2.7).
7/26/03	1.00	Wenette Bradford	Review final creditors contact information list (.3); edit and update re same (.4); perform final quality control for distribution (.3).
7/28/03	1.00	Gary M Vogt	Continue searches for creditor address information for use in service of bar date notice.
7/28/03	5.00	Wenette Bradford	Edit and update creditors contact information list (2.0); input new records into contact information sheet (1.9); conduct quality control (1.1).
7/28/03	4.00	Wenette Bradford	Review Fleming Creditors list for additional entries (1.9); search and retrieve creditors contact information (1.6); edit and update list re same (.5).
7/28/03	3.60	Michal Moskovich	Review updated creditors' matrix for missing contact information (1.4); search the Internet for missing information and record (1.3); compile contact information and update (.9).
7/28/03	4.00	Michal Moskovich	Sort and review creditors' matrix in preparation for bar date (1.1); search

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>
			the Internet for creditors' contact information (1.6) record information re same (1.3).
7/28/03	6.70	Tracy J McCollom	Search creditor addresses.
7/29/03	3.50	Joseph A Patrevito	Locate creditors' contact information and record (1.7); compile contact information and update spreadsheet (1.8).
7/29/03	2.50	Wenette Bradford	Review creditors contact information list (1.0); edit and update re same (1.5).
7/29/03	2.70	Michal Moskovich	Review updated creditors' matrix for missing contact information (.7); search the Internet for missing information and record (1.2); compile contact information and update (.8).
7/29/03	4.00	Michal Moskovich	Sort and review creditors' matrix in preparation for bar date (1.1); search the Internet for creditors' contact information (1.6); record information re same (1.3).
7/30/03	4.00	Wenette Bradford	Review creditors contact information list for bar date notices (1.6); record additional creditors contact information into master list (1.4); conduct quality control (1.0).
7/30/03	4.00	Michal Moskovich	Sort and review updated creditors' matrix for missing information, in preparation for bar date (1.4); search the Internet for creditors' contact information and record (1.7); compile contact information and update spreadsheet (.9).
7/30/03	.40	Melanie D Whitcomb	Assist in answering procedural questions re "Missing Address" project.
7/31/03	3.50	Wenette Bradford	Review Fleming Creditors contact list (1.6); edit and update re same (1.9).

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>
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	223.0		
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			TOTAL HOURS
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The Fleming Company  
 Legal Services for the Period Ending July 31, 2003  
 August 22, 2003

### Description of Expenses

<u>Description</u>	<u>Amount</u>
West Publishing-TP,Database Usage 5.03	8.37
West Publishing-TP,Database Usage 5.03	207.67
West Publishing-TP,Database Usage 5.03	46.14
West Publishing-TP,Database Usage 6.03	50.38
West Publishing-TP,Database Usage 6.03	41.70
West Publishing-TP,Database Usage 6.03	90.15
West Publishing-TP,Database Usage 6.03	13.12
Telephone call to: EL SEGUNDO,CA 310-364-3170	.83
Postage	3.85
Sullivan, C - Email distribution	9.69
Standard Copies	.30
Standard Copies	.20
Scanned Images	.30
Scanned Images	.30
Scanned Images	.15
Scanned Images	.60
Postage-TRACKING ID# 1118859200483	11.30
Scanned Images	.90
Fed Exp to: ,EL SEGUNDO,CA from:MAILROOM	8.29
Scanned Images	.75
Fed Exp to: ,EL SEGUNDO,CA from:MAILROOM	8.29
Fax page charge to 425-783-0238	.75
Standard Copies	11.00
Scanned Images	.60
Scanned Images	.45
Scanned Images	1.20
Scanned Images	.60
Telephone call to: NEWYORKCTY,NY 212-909-6653	.50
Telephone call to: WILMINGTON,DE 302-571-6714	.62
Scanned Images	.45
Scanned Images	.90
Telephone call to: WILMINGTON,DE 302-652-4100	.83
Telephone call to: NORTH EAST,WI 920-776-1744	1.25
Standard Copies	.40
Standard Copies	.80
Standard Copies	.30
Standard Copies	.20
Standard Copies	1.40

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

<u>Description</u>	<u>Amount</u>
Standard Copies	.20
Standard Copies	.30
Standard Copies	1.30
Standard Copies	.20
Standard Copies	.30
Telephone call to: ROCHESTER,MN 507-289-4086	.62
Telephone call to: DALLAS NE,TX 972-906-8052	.75
Standard Copies	1.20
Victoria Wales, Hotel, Lewisville, TX, 07/28/03, (Meeting)	134.47
Jason Friedman, Hotel, Lewisville,TX, 07/28/03, (Client Meeting)	134.47
Victoria Wales, Airfare, Dallas, TX, 07/28/03 to 08/01/03, (Meeting)	1,600.00
Jason Friedman, Airfare, Dallas,TX, 07/28/03 to 07/30/03, (Client Meeting)	1,600.00
Jason Friedman, Meals, Travel Meals, Chicago,IL, 07/28/03, (Client Meeting)	16.72
Jason Friedman, Meals, Travel Meals, Chicago,IL, 07/28/03, (Client Meeting)	12.85
Victoria Wales, Telephone, Telephone While Traveling, 07/29/03, (Meeting)	.50
Victoria Wales, Telephone, Telephone While Traveling, 07/29/03, (Meeting)	1.00
Victoria Wales, Telephone, Telephone While Traveling, 07/29/03, (Meeting)	2.00
Victoria Wales, Hotel, Lewisville, TX, 07/29/03, (Meeting)	134.47
Jason Friedman, Hotel, Lewisville,TX, 07/29/03, (Client Meeting)	134.47
Victoria Wales, Meals, Travel Meals, Dallas, TX, 07/29/03, (Meeting)	76.31
Victoria Wales, Hotel, Dallas, TX, 07/30/03, (Meeting)	224.25
Jason Friedman, Hotel, Dallas,TX, 07/30/03, (Client Meeting)	253.50
Jason Friedman, Meals, Travel Meals, Dallas,TX, 07/30/03, (Client Meeting)	211.00
Victoria Wales, Hotel, Dallas, TX, 07/31/03, (Meeting)	224.25
Jason Friedman, Hotel, Dallas,TX, 07/31/03, (Client Meeting)	195.00
Total Expenses	\$ 5,485.66

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.# 2692979

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

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	\$ 11,152.00
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	\$ 38,467.38
Total for legal services rendered and expenses incurred	\$ 49,619.38

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>
Heather D Bawden	1.40	270.00	378.00
Michael G Fata11	.90	375.00	337.50
Willard G Fraumann, P.C.	8.70	660.00	5,742.00
Mark L Kovner	1.30	445.00	578.50
Christian Lymn	1.50	270.00	405.00
Peter M Spingola	.50	375.00	187.50
Laurence A Urgenson	1.50	570.00	855.00
Vanessa L Higareda	.30	95.00	28.50
Daneen L Jachino	5.50	480.00	2,640.00
<b>Total</b>	21.60		\$ 11,152.00

**Description of Legal Services**

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/08/03	.80	Christian Lymn	Review of Hartford's comments to Proposed Order.
7/08/03	.10	Christian Lymn	Voicemail to J. West (RLI's counsel) re RLI surety bonds.
7/08/03	2.30	Willard G Fraumann, P.C.	Telephone conference G. Richards re SEC (.3); telephone conference L. Urgenson (1.0); conference call re SEC investigation (.8); review memoranda and documents (.2).
7/10/03	.50	Peter M Spingola	Internal conferences with M. Fata11 re transition services agreement, C&S APA, and Berry infringement matter.
7/10/03	.20	Christian Lymn	Telephone Conference with R. Stovall re XL.
7/10/03	1.80	Willard G Fraumann, P.C.	Conference call re SEC investigation (1.0); telephone conference C. Hernandez (.5); telephone conference L. Urgenson (.2); review documents (.1).
7/10/03	1.50	Laurence A Urgenson	Telephone conference E. U and A. Harris re case status and strategy; telephone conference with W. Fraumann, E. U, A. Harris re status re same; further conference with W. Fraumann, E. U, A. Harris, Messrs. Wilmont and Hernandez re same.
7/14/03	1.80	Willard G Fraumann, P.C.	Board of Directors conference call re SEC investigation status (.8); telephone conference L. Urgenson (.5); telephone conference P. Willmott (.5).
7/14/03	3.00	Daneen L Jachino	Revise HSR; prepare SEC exhibits; e-mail and voicemail to J. Rebel re geographic information.
7/15/03	1.30	Mark L Kovner	HSR/antitrust analysis; review pertinent materials for same.

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>
7/16/03	.10	Christian Lymn	Email to Daneen Jachino the Fleming Corporate Structure Chart.
7/16/03	.30	Willard G Fraumann, P.C.	Telephone conference P. Willmott (.1); review SEC memorandum (.1).
7/17/03	.10	Christian Lymn	Emails to R. Stovall re Avalon Comfort Letter.
7/17/03	.40	Willard G Fraumann, P.C.	Telephone conference B. Roof re 10-K issues and accountant issues (.2); telephone conference G. Richards (.2).
7/22/03	.90	Michael G Fata11	Internal conferences with R. Radnay. G. Richards re IGA license and other IGA agreements, assumption and assignment and cure issues (.4); conference with P. SPingola re same (.2); conference call with M. Fenton re same (.3).
7/22/03	1.40	Heather D Bawden	Correspond periodically with R. Tilley and R. Radnay (.4); attend conference call re required licenses and permits (.5); circulate update to schedules (.5).
7/24/03	2.50	Daneen L Jachino	Voicemail and e-mail from and telephone conference with D. Straite re HSR (.1); voicemails and e-mails to and from E. Davis re HSR (.1); telephone conferences with and e-mails to and from J. Brungardt re HSR (.1); revise HSR including drafting letters to FTC and DOJ, drafting signature pages and forwarding to K. Richesson (2.2).
7/28/03	.20	Christian Lymn	Email to L. Dixon at Marsh re list of XL bonds.
7/30/03	1.50	Willard G Fraumann, P.C.	Conference call re SEC filings (.5); review Fleming filings (1.0).
7/31/03	.30	Vanessa L Higareda	Deliver original signature pages to the Federal Trade Commission; return to HSR Department in Chicago.

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>
7/31/03	.60	Willard G Fraumann, P.C.	Research re SEC filings (.2); telephone conference K. Davis (.2); review 8-K filing (.2).
	21.60		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>
Telephone call to: INDIANAPLS,IN 317-656-6906	.72
Richard Radnay, Airfare, Dallas, TX, 06/02/03 to 06/04/03, (Document Production), Fee for change of flight	51.00
Telephone call to: NEW YORK,NY 212-701-3624	.88
Telephone call to: NEW YORK,NY 212-701-3624	1.41
West Publishing-TP,Database Usage 6.03	10.37
Telephone call to: NEW YORK,NY 212-846-6749	.76
Telephone call to: NEW YORK,NY 212-258-8390	1.18
Telephone call to: CHICAGO,IL 312-655-4873	4.55
Telephone call to: LAKEFOREST,IL 847-295-0335	22.09
Telephone call to: LAKEFOREST,IL 847-295-0335	.96
Telephone call to: CHICAGO,IL 312-375-3709	.96
Telephone call to: CHICAGO,IL 312-373-1447	.96
Telephone call to: CHICAGO,IL 312-373-1447	11.06
Overtime Transportation Richard J Tilley	5.00
Overtime Meals Richard J Tilley	9.00
Evangelina Garcia - SECRETARY SUPPORT	280.19
Richard Radnay, Hotel, Dallas, TX, 06/24/03, (Document Production)	190.52
Richard Radnay, Airfare, Dallas, TX, (includes fee), 06/24/03 to 06/27/03, (Document Production)	1,680.00
Richard Radnay, Transportation, To/From Airport, Dallas, TX, 06/24/03, (Document Production)	32.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/24/03, (Document Production)	10.00
Richard Radnay, Car Rental, Dallas, TX, 06/24/03 to 06/27/03, (Document	321.19

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

<u>Description</u>	<u>Amount</u>
Production)	
Scanned Images	.30
Richard Radnay, Hotel, Dallas, TX, 06/25/03, (Document Production)	190.52
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/25/03, (Document Production)	12.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/25/03, (Document Production)	6.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/25/03, (Document Production)	58.38
Richard Radnay, Hotel, Dallas, TX, 06/26/03, (Document Production)	190.52
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/26/03, (Document Production)	14.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/26/03, (Document Production)	4.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/26/03, (Document Production)	41.68
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/26/03, (Document Production)	35.93
Charles Pak, Meals, Meals/K&E and Others, Los Angeles, 06/26/03, (Meals/K&E and Others)	40.80
Overtime Meals Richard J Tilley	9.00
Olga I Bernal - SECRETARY SUPPORT	243.65
Scanned Images	2.40
Richard Radnay, Transportation, To/From Airport, Dallas, TX, 06/27/03, (Document Production)	30.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/27/03, (Document Production)	12.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/27/03, (Document Production)	13.00
Richard Radnay, Transportation, Gas, Dallas, TX, 06/27/03, (Document Production)	12.00
Lin E Welden - SECRETARY SUPPORT	12.36

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

<u>Description</u>	<u>Amount</u>
Andrea F Olivas - SECRETARY SUPPORT	365.47
Eva Davis, Other, Fax, 06/28/03, (Fax Charges)	23.75
Overtime Transportation Richard J Tilley	7.30
Andrea F Olivas - SECRETARY SUPPORT	48.73
Andrea F Olivas - SECRETARY SUPPORT	73.09
Richard Radnay, Hotel, Dallas, TX, 06/29/03, (Document Production)	197.75
Richard Radnay, Airfare, Dallas, TX (includes travel fee), 06/29/03 to 07/03/03, (Document Production)	1,680.00
Richard Radnay, Transportation, To/From Airport, Dallas, TX, 06/29/03, (Document Production)	32.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/29/03, (Document Production)	85.87
Richard Radnay, Car Rental, Dallas, TX, 06/29/03 to 07/03/03, (Document Production)	389.37
Richard Radnay, Other, Tips, Dallas, TX, 06/29/03 (Document Production)	5.00
Richard Radnay, Hotel, Dallas, TX, 06/30/03, (Document Production)	220.50
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/30/03, (Document Production)	10.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 06/30/03, (Document Production)	9.00
MANGIA - Working Meals/K&E and Others, Charles Park, 6/30/03 Client Lunch (15)	397.75
BERKELEY CATERERS, INC. - Working Meals/K&E and Others, C. Pak, 6/30/03, Breakfst, 15	194.00
GLOBAL SECURITIES INFORMATION, INC. - Computer Database Research, LIVEdgar, 6/2003	97.26
GLOBAL SECURITIES INFORMATION, INC. - Computer Database Research, LIVEdgar, 6/2003	191.33
Overtime Meals Karin Moody	9.00
Sindia E Smith - PROVIDE COVERAGE	229.08
CHARLES PAK'S TE	
Clidia N Mercado - WORKED FOR VISITING	57.27

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

<u>Description</u>	<u>Amount</u>
ATTYS	
Anne B Ross - GENERAL SECRETARIAL COVERAGE	126.77
N.Rielle - Make photocopies; provide support during closing.	49.66
A.Nelson - Assist visiting attorneys during closing.	74.49
Telephone call to: WASHINGTON,DC 202-589-0433	1.96
Telephone call to: CAMBRIDGE,MD 410-221-9535	.50
Telephone call to: DALLAS NE,TX 972-906-1433	2.16
Telephone call to: DALLAS NE,TX 972-906-8662	3.53
Telephone call to: DALLAS NE,TX 972-906-8000	.59
Telephone call to: DALLAS NE,TX 972-906-8000	.59
Telephone call to: E CENTRAL,FL 561-866-6654	.59
Telephone call to: DALLAS NE,TX 972-906-1433	1.37
Telephone call to: DALLAS NE,TX 972-906-8665	.59
Fax phone charge to 202-589-0433	1.96
Fax page charge to 202-589-0433	41.25
Scanned Images	.90
Standard Copies NY	.15
Standard Copies NY	1.35
Standard Copies NY	.90
Standard Copies NY	.90
Standard Copies NY	1.35
Standard Copies NY	1.80
Standard Copies NY	48.15
Eva Davis, Hotel, New York, 07/01/03, (Closing)	314.47
Heather Bawden, Hotel, New York, NY, 07/01/03, (Client Meeting)	250.85
Charles Pak, Hotel, New York, 07/01/03, (Closing)	314.47
Richard Radnay, Hotel, Dallas, TX, 07/01/03, (Document Production)	175.00
Heather Bawden, Airfare, New York, NY, 07/01/03 to 07/04/03, (Client Meeting)	1,550.50
Heather Bawden, Transportation, To/From	40.00

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

<u>Description</u>	<u>Amount</u>
Airport, Chicago, IL, 07/01/03, (Client Meeting)	
Heather Bawden, Transportation, To/From Airport, New York, NY, 07/01/03, (Client Meeting)	25.00
Heather Bawden, Meals, Travel Meals, New York, NY 07/01/03, (Client Meeting)	8.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 07/01/03, (Document Production)	10.00
Heather Bawden, Transportation, Local Cabfares, New York, NY, 07/01/03, (Client Meeting)	4.00
Clidia N Mercado - WORKED VISITING ATTYS	28.63
S.Smith - Desk coverage; print out several documents.	99.32
A.Nelson - Secretarial support during closing.	347.62
N.Rielle - Secretarial support during closing.	310.38
Telephone call to: WASHINGTON,DC 202-589-0433	3.34
Telephone call to: WASHINGTON,DC 202-589-0433	1.77
Eva Davis, Telephone, Cellular Service, 07/02/03, (Cellular Telephone)	54.98
Telephone call to: BRATTLEBO,VT 802-257-6700	1.77
Telephone call to: DALLAS NE,TX 972-906-1551	24.34
Telephone call to: UK 011-442087489735	2.56
Telephone call to: LA CITY,CA 323-264-5200	1.77
Telephone call to: UK 011-442087489735	.85
Telephone call to: WASHINGTON,DC 202-589-0434	7.46
Telephone call to: UK 011-442087489735	5.97
Telephone call to: BRATTLEBO,VT 802-257-6025	.59
Telephone call to: WALPOLE,NH 603-756-2812	.59
Telephone call to: STATE OF,NH 603-315-0416	.59
Telephone call to: SOUTHEAST,LA 225-769-2020	2.75
Telephone call to: PORTLAND,OR	1.57

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

<u>Description</u>	<u>Amount</u>
503-284-3541	
Telephone call to: WASHINGTON,DC	2.94
202-589-0438	
Telephone call to: WASHINGTON,DC	2.55
202-589-0438	
Telephone call to: WASHINGTON,DC	1.57
202-589-0438	
Telephone call to: WASHINGTON,DC	3.53
202-309-1801	
Telephone call to: BRATTLEBO,VT	2.36
802-257-6600	
Telephone call to: BAR HARBOR,ME	2.94
207-288-9302	
Telephone call to: NORTH WEST,CO	.59
970-476-2373	
Telephone call to: BRATTLEBO,VT	.98
802-257-6700	
Fax phone charge to 202-589-0433	1.96
Fax phone charge to 202-589-0433	3.34
Fax phone charge to 202-589-0433	.79
Fax page charge to 202-589-0433	26.25
Fax page charge to 202-589-0433	32.25
Fax page charge to 202-589-0433	7.50
Standard Copies NY	4.50
Standard Copies NY	7.20
Standard Copies NY	4.05
Standard Copies NY	5.85
Standard Copies NY	3.60
Standard Copies NY	222.75
Standard Copies NY	70.50
Standard Copies NY	14.10
Standard Copies NY	.60
Standard Copies NY	.90
Standard Copies NY	.60
Standard Copies NY	2.85
Standard Copies NY	3.00
Standard Copies NY	.60
Standard Copies NY	1.20
Standard Copies NY	7.65
Standard Copies NY	1.35
Standard Copies NY	.45
Standard Copies NY	4.50
Standard Copies NY	262.50
Standard Copies NY	87.75
Eva Davis, Hotel, New York, 07/02/03,	314.47
(Closing)	

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

<u>Description</u>	<u>Amount</u>
Heather Bawden, Hotel, New York, NY, 07/02/03, (Client Meeting)	250.85
Charles Pak, Hotel, New York, 07/02/03, (Closing)	314.47
Richard Radnay, Meals, Travel Meals, Dallas, TX, 07/02/03, (Document Production)	8.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 07/02/03, (Document Production)	8.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 07/02/03, (Document Production)	15.00
Heather Bawden, Transportation, Local Cabfares, New York, NY, 07/02/03, (Client Meeting)	4.00
Heather Bawden, Transportation, Local Cabfares, New York, NY, 07/02/03, (Client Meeting)	4.00
Eva Davis, Transportation, Local Cabfares, New York, 07/02/03, (Closing)	8.00
ALISON HUNTER - Dinner with clients, 7/1/03	430.63
Sindia E Smith - REVISING AGREEMENT	57.27
Clidia N Mercado - WORKED VISITING ATTYS	57.27
S.Smith - Desk coverage; revise agreement.	248.30
D.Holland - Provide coverage for closing.	347.62
Telephone call to: CHICAGO,IL 312-861-2200	.59
Telephone call to: DALLAS NE,TX 972-906-8649	.59
Telephone call to: DALLAS NE,TX 972-906-2180	.59
Telephone call to: DALLAS NE,TX 972-906-1214	.79
Telephone call to: DALLAS NE,TX 972-906-1214	2.94
Telephone call to: CHICAGO,IL 312-952-0687	1.37
Telephone call to: DALLAS NE,TX 972-906-8114	3.93
Telephone call to: UK 011-442087489735	1.71
Telephone call to: LA GRANGE,IL 312-968-0156	.59

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

<u>Description</u>	<u>Amount</u>
Telephone call to: PORTLAND,OR 503-284-3541	.59
Telephone call to: NORTHBROOK,IL 847-650-2984	.59
Telephone call to: WASHINGTON,DC 202-309-1801	1.37
Telephone call to: PORTLAND,OR 503-284-3541	1.18
Telephone call to: DALLAS NE,TX 972-906-1433	2.94
Telephone call to: OKLA CITY,OK 405-552-2253	1.77
Telephone call to: ROANOKE,VA 703-989-9615	2.75
Telephone call to: DALLAS NE,TX 972-906-8000	.79
Telephone call to: WASHINGTON,DC 202-309-1801	1.57
Telephone call to: LA CITY,CA 323-264-5200	1.96
Telephone call to: LA GRANGE,IL 312-968-0156	1.18
Telephone call to: SOUTHEAST,LA 225-769-2020	6.87
Telephone call to: BYRON CTR,MI 616-878-8315	1.18
Telephone call to: HOUSTON,TX 713-749-9321	1.18
Telephone call to: HOUSTON,TX 713-749-9321	1.18
Telephone call to: WASHINGTON,DC 202-589-0438	.59
Telephone call to: LA GRANGE,IL 312-501-9591	.59
Telephone call to: CHICAGO,IL 312-388-3334	1.18
Telephone call to: ROANOKE,VA 703-989-9615	.79
Telephone call to: GLENVIEW,IL 847-998-8412	.98
Telephone call to: PORTLAND,OR 503-284-3541	1.18
Fax page charge to 213-680-8500	1.50
Fax page charge to 972-906-1530	3.75
Scanned Images	.60
Standard Copies NY	19.20

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

<u>Description</u>	<u>Amount</u>
Standard Copies NY	.75
Standard Copies NY	19.80
Standard Copies NY	17.70
Standard Copies NY	.90
Standard Copies NY	17.25
Standard Copies NY	6.45
Standard Copies NY	2.10
Standard Copies NY	1.65
Standard Copies NY	1.95
Standard Copies NY	17.25
Standard Copies NY	1.80
Standard Copies NY	89.25
Fed Exp to:MR .RICHARD RADNAY,CHICAGO,IL from:MAILROOM	27.56
Heather Bawden, Hotel, New York, NY, 07/03/03, (Client Meeting)	250.85
Eva Davis, Hotel, New York, 07/03/03, (Closing)	314.47
Charles Pak, Hotel, New York, 07/03/03, (Closing)	314.47
Eva Davis, Airfare, New York, 06/29/03 to 07/03/03, (Closing)	1,943.00
Eva Davis, Transportation, To/From Airport, New York, 07/03/03, (Closing)	25.00
Richard Radnay, Transportation, To/From Airport, Dallas, TX, 07/03/03, (Document Production)	30.00
Heather Bawden, Meals, Travel Meals, New York,NY, 07/03/03, (Client Meeting)	14.94
Eva Davis, Meals, Travel Meals, New York, 07/03/03, (Closing)	12.63
Richard Radnay, Meals, Travel Meals, Dallas, TX, 07/03/03, (Document Production)	10.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 07/03/03, (Document Production)	12.00
Richard Radnay, Meals, Travel Meals, Dallas, TX, 07/03/03, (Document Production)	20.00
Sindia E Smith - MAKING REVISIONS TO AGREEMENT	57.27
Clidia N Mercado - WORKED VISITING ATTYS	28.63
Clidia N Mercado - WORKED FOR VISITING ATTYS	100.22
M.Scully - Prepare file folder labels.	24.83

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Legal Services for the Period Ending July 31, 2003  
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<u>Description</u>	<u>Amount</u>
S.Smith - Desk coverage; revise agreement.	347.62
S.Smith - Assigned to Charles Pak's group; revise agreement.	273.13
D.Holland - Provide coverage closing.	273.13
A.Nelson - Secretarial support during closing.	49.66
Charles Pak, Hotel, New York, 07/04/03, (Closing)	314.47
Heather Bawden, Transportation, To/From Airport, New York, NY, 07/04/03, (Client Meeting)	24.00
Heather Bawden, Transportation, To/From Airport, Chicago, IL, 07/04/03, (Client Meeting)	38.00
Heather Bawden, Meals, Travel Meals, New York, NY 07/04/03, (Client Meeting)	8.00
Eva Davis, Other, Tips, 07/04/03, (Closing)	10.00
Overtime Meals Karin Moody	9.00
Overtime Meals Alison Hunter	9.00
Sindia E Smith - PROVIDE COVERAGE	114.54
Andrea Mills - REVISIONS TO DOCUMENT	92.20
Cynthia Chiaramonte-Arc - CLOSING COVERAGE	368.80
Charles Pak, Hotel, New York, 07/05/03, (Closing)	314.47
Overtime Meals Karin Moody	9.00
Overtime Meals Karin Moody	9.00
Andrea Mills - MADE REVISIONS RAN BLACKLINE	276.60
Georgette A Niles - WORK ON DOCUMENTS	322.70
Telephone call to: BRATTLEBO,VT 802-257-6857	6.67
Telephone call to: BRATTLEBO,VT 802-257-6857	1.57
Telephone call to: BRATTLEBO,VT 802-257-6620	21.00
Telephone call to: BETHESDA,MD 301-229-4176	.59
Fax phone charge to 802-257-6857	1.57
Fax phone charge to 802-257-6857	6.67
Fax phone charge to 802-257-6620	13.15
Fax page charge to 718-472-2899	.75
Fax page charge to 802-257-6857	6.75
Fax page charge to 802-257-6857	36.00

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<u>Description</u>	<u>Amount</u>
Fax page charge to 802-257-6620	81.00
Standard Copies NY	2.10
Standard Copies NY	20.10
Standard Copies NY	2.70
Standard Copies NY	17.10
Standard Copies NY	.30
Standard Copies NY	1.80
Standard Copies NY	12.90
Standard Copies NY	7.95
Standard Copies NY	46.35
Standard Copies NY	1.80
Standard Copies NY	1.20
Standard Copies NY	1.65
Heather Bawden, Hotel, New York, NY, 07/06/03, (Client Meeting)	337.19
Eva Davis, Hotel, New York, 07/06/03, (Closing)	314.47
Charles Pak, Hotel, New York, 07/06/03, (Closing)	314.47
Heather Bawden, Airfare, New York, NY, 07/06/03 to 07/08/03, (Client Meeting)	1,550.50
Heather Bawden, Transportation, To/From Airport, Chicago, IL, 07/06/03, (Client Meeting)	38.00
Heather Bawden, Transportation, To/From Airport, New York, NY, 07/06/03, (Client Meeting)	23.10
Heather Bawden, Meals, Travel Meals, New York, NY 07/06/03, (Client Meeting)	8.00
Heather Bawden, Transportation, Local Cabfares, New York, NY, 07/06/03, (Client Meeting)	4.00
Overtime Meals Karin Moody	9.00
Overtime Meals Karin Moody	9.00
Andrea Mills - MADE REVISIONS RAN BLACKLINE	276.60
Sharon A Burke - PROVIDE SECRETARIAL ASSIST	449.47
Sandra Lee - SEND FAX PRINT EMAILS ADMIN DUTIES	276.60
Telephone call to: DALLAS NE,TX 972-906-1533	.59
Telephone call to: NORTH WEST,NJ 973-325-1500	.75
Telephone call to: OKLA CITY,OK 405-552-2274	1.00

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<u>Description</u>	<u>Amount</u>
GENESYS CONFERENCING, INC. - CONFERENCE CALL 07/07/03	72.24
GENESYS CONFERENCING, INC. - Telephone, Conference call, E Davis, 7/05/2003 and 7/06/2003	2,229.76
Telephone call to: WASHINGTON,DC 202-589-0434	.59
Telephone call to: DALLAS NE,TX 972-906-2177	3.14
Telephone call to: LB AREA,CA 310-581-1369	10.21
Telephone call to: CHICAGO,IL 312-861-2131	3.34
Telephone call to: UK 011-442087489735	1.71
Fax page charge to 972-906-1533	1.50
Color Copy	1.50
Scanned Images	.30
Scanned Images	.30
Scanned Images	.30
Scanned Images	.30
Scanned Images	.15
Standard Copies NY	1.20
Standard Copies NY	4.80
Standard Copies NY	1.50
Standard Copies NY	.75
Standard Copies NY	.60
Standard Copies NY	9.00
Standard Copies NY	.90
Standard Copies NY	1.20
Standard Copies NY	1.50
Standard Copies NY	24.75
Standard Copies NY	.90
Standard Copies NY	12.00
Standard Copies NY	.30
Standard Copies NY	1.65
Standard Copies NY	4.65
Standard Copies NY	.30
Standard Copies NY	15.00
Standard Copies NY	30.75
Standard Copies NY	165.00
Standard Copies NY	5.25
Standard Copies NY	17.40
Standard Copies NY	167.40
Heather Bawden, Hotel, New York, NY, 07/07/03, (Client Meeting)	337.19
Eva Davis, Hotel, New York, 07/07/03,	314.47

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

<u>Description</u>	<u>Amount</u>
(Closing)	
Charles Pak, Hotel, New York, 07/07/03,	314.47
(Closing)	
Eva Davis, Meals, Travel Meals, New	4.34
York, 07/07/03, (Closing)	
Richard Radnay, Transportation, Overtime	13.00
Transportation, Chicago, IL, 07/07/03,	
(Document Production)	
Richard Tilley, Meals, Overtime	13.72
Meals-Attorney, Los Angeles, CA,	
07/07/03, (Overtime Meals)	
Overtime Meals Alison Hunter	9.00
Richard Radnay, Meals, Overtime	22.00
Meals-Attorney, Chicago, IL, 07/07/03,	
(Document Production)	
Sindia E Smith - REVISIONS TO AGREEMENT	42.95
Sindia E Smith - REVISIONS TO AGREEMENT	300.66
Craig K Best - COMPLETE JOB FOR A HUNTER	16.43
Kim George - WORKED FOR VISITING ATTYS	57.27
Coverage for visiting attorneys;	347.62
photocopies; blackline Asset Purchase	
Agreement.	
Telephone call to: DALLAS,TX	.79
214-587-6256	
Heather Bawden, Telephone, Telephone	6.00
While Traveling, 07/08/03, (Client	
Meeting)	
Charles Pak, Telephone, Telephone While	146.08
Traveling 07/08/03, (Closing)	
Telephone call to: DALLAS NE,TX	1.25
972-436-4502	
Telephone call to: NEWYORKCTY,NY	.75
212-355-1820	
Telephone call to: DALLAS,TX	.50
214-969-8644	
Telephone call to: OKLA CITY,OK	.75
405-552-2274	
Telephone call to: NYC BRONX,NY	1.49
212-438-6565	
Telephone call to: DALLAS,TX	12.46
214-969-8644	
Telephone call to: DALLAS NE,TX	.50
972-906-1429	
Telephone call to: HOUSTON,TX	.75
713-758-4534	
Telephone call to: OKLA CITY,OK	1.74

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<u>Description</u>	<u>Amount</u>
405-552-2274	
Standard Copies	9.20
Standard Copies NY	263.55
Standard Copies NY	323.85
Fed Exp to:CARL WISTREICH,BRATTLEBORO,VT from:ALISON HUNTER	11.38
Fed Exp to:EVA DAVIS,LOS ANGELES,CA from:MAILROOM	23.54
Fed Exp to:EVA DAVIS,LOS ANGELES,CA from:MAILROOM	23.54
Fed Exp to:EVA DAVIS,LOS ANGELES,CA from:MAILROOM	23.54
Fed Exp to:CHARLES PAK,LOS ANGELES,CA from:MAILROOM	23.54
Eva Davis, Airfare, New York, 07/06/03 to 07/08/03, (Closing)	2,360.50
Charles Pak, Airfare, New York, 06/28/03 to 07/08/03, (Closing)	1,928.36
Heather Bawden, Transportation, To/From Airport, New York, NY, 07/08/03, (Client Meeting)	23.00
Heather Bawden, Transportation, To/From Airport, Chicago, IL, 07/08/03, (Client Meeting)	40.00
Eva Davis, Meals, Travel Meals, New York, 07/08/03, (Closing)	41.49
Eva Davis, Meals, Travel Meals, New York, 07/08/03, (Closing)	34.40
Charles Pak, Meals, Travel Meals, 07/08/03, (Closing)	5.43
Charles Pak, Meals, Travel Meals, New York, 07/08/03, (Closing)	126.76
Eva Davis, Transportation, Local Cabfares, New York, 07/08/03, (Closing)	95.00
Charles Pak, Other, Valet/Laundry Services, 07/08/03, (Closing)	135.00
Charles Pak, Transportation, Local Cabfares, New York, 07/08/03, (Closing)	242.00
Lenette B Wilson - WORKED FOR ALISON	57.62
Eva Davis, Gifts, 4, Floral Gifts, Clients for Fleming	195.20
Telephone call to: DALLAS NE,TX 972-906-1109	2.36
Telephone call to: DALLAS NE,TX 972-906-1109	.79
Telephone call to: NYC BRONX,NY	.75

The Fleming Company  
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<u>Description</u>	<u>Amount</u>
212-723-9297	
Telephone call to: DALLAS NE,TX	1.25
972-906-1429	
Telephone call to: DALLAS NE,TX	3.74
972-906-1429	
Telephone call to: NEWYORKCTY,NY	1.25
212-735-3000	
Standard Copies	53.20
Standard Copies	225.40
Scanned Images	12.90
Scanned Images	.30
Fed Exp to:KIRSTEN	24.57
RICHESSON,LEWISVILLE,TX from:LENETTE	
WILSON	
Richard Tilley, Meals, Overtime	20.59
Meals-Attorney, Los Angeles, CA,	
07/09/03, (Overtime Meals)	
Telephone call to: DALLAS NE,TX	1.77
972-906-1109	
Telephone call to: DALLAS NE,TX	.59
972-906-2327	
Telephone call to: NEWYORKCTY,NY	1.49
212-446-4800	
Telephone call to: NEWYORKCTY,NY	.50
212-735-3616	
Telephone call to: NEWYORKCTY,NY	.50
212-909-6292	
Fax phone charge to 415-882-4551	1.27
Fax phone charge to 415-882-4551	.95
Fax page charge to 310-379-8408	18.00
Fax page charge to 310-379-8408	11.25
Fax page charge to 415-882-4551	24.00
Fax page charge to 415-882-4551	19.50
Fax page charge to 212-223-0388	.75
Standard Copies	53.50
Standard Copies	9.00
Standard Copies	1.00
Standard Copies	.70
Scanned Images	9.90
Scanned Images	7.95
ALISON HUNTER - Working Group Meal with	55.17
C. Park, H. Bawden, 7/3/03	
ALISON HUNTER - Overtime Transportation,	31.40
7/4/03 thru 7/8/03	
Telephone call to: DALLAS NE,TX	.59
972-906-2327	

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Description</u>	<u>Amount</u>
Telephone call to: DALLAS NE,TX 972-906-2177	.59
Telephone call to: DALLAS NE,TX 972-906-1172	.59
Telephone call to: NEWYORKCTY,NY 212-446-4800	3.74
Telephone call to: DALLAS NE,TX 972-906-1429	.50
Telephone call to: CHICAGO,IL 312-952-2720	.50
Telephone call to: SAN FRAN,CA 415-439-1460	.69
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.25
Telephone call to: NEWYORKCTY,NY 212-735-3000	.75
Telephone call to: DALLAS NE,TX 972-906-1429	1.25
Telephone call to: NY CITY,NY 917-882-0354	2.74
Telephone call to: STATE OF,NH 603-443-4047	3.49
Telephone call to: CHICAGO,IL 312-952-0687	1.00
Fax phone charge to 917-777-3684	3.49
Fax page charge to 917-777-3684	21.75
Standard Copies	72.20
Scanned Images	4.35
Standard Copies NY	66.75
Fed Exp to:KIRSTEN RICHESSON,LEWISVILLE,TX from:LENETTE WILSON	9.84
Fed Exp to:CARL WISTREICH,BRATTLEBORO,VT from:LENETTE WILSON	7.93
Fed Exp to:DANIEL GINSBERG,NEW YORK CITY,NY from:RICHARD TILLEY	19.36
ELITE LIMOUSINE PLUS, INC. - Local Transportation, E. Davis, 7/8/03	22.95
ELITE LIMOUSINE PLUS, INC. - Overtime Transportation, S. Burke, 7/6/03	100.98
Overtime Transportation Richard J Tilley	33.80
Evangelina Garcia - SECRETARY SUPPORT	146.19
Telephone call to: CHICAGO,IL 312-952-2720	.50
Telephone call to: NEWYORKCTY,NY	3.99

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Description</u>	<u>Amount</u>
212-583-5395	
Telephone call to: NEWYORKCTY,NY	1.00
212-455-2565	
Telephone call to: STATE OF,NH	.50
603-443-4047	
Telephone call to: STATE OF,NH	.50
603-443-4047	
Telephone call to: DALLAS,TX	.50
469-223-7085	
Telephone call to: DALLAS NE,TX	1.00
972-906-8122	
Telephone call to: DALLAS NE,TX	.50
972-906-2177	
Fax phone charge to 312-642-0346	1.49
Fax page charge to 909-383-7302	.75
Fax page charge to 310-332-5845	.75
Fax page charge to 312-642-0346	12.00
Standard Copies	20.70
Scanned Images	.45
Scanned Images	9.30
Scanned Images	11.85
Scanned Images	12.00
Scanned Images	12.45
Scanned Images	10.50
Scanned Images	12.00
Scanned Images	12.75
Scanned Images	12.15
Scanned Images	12.45
Scanned Images	7.35
Scanned Images	.15
Scanned Images	12.75
Scanned Images	7.20
Telephone call to: NEWYORKCTY,NY	2.70
212-735-2469	
Telephone call to: NEWYORKCTY,NY	.50
212-819-8398	
Telephone call to: NEWYORKCTY,NY	.75
212-583-5847	
Telephone call to: DALLAS NE,TX	1.49
972-906-2177	
Telephone call to: NEWYORKCTY,NY	.50
212-891-8303	
Telephone call to: NEWYORKCTY,NY	1.00
212-819-8303	
Telephone call to: NEWYORKCTY,NY	1.49
212-583-5847	

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Description</u>	<u>Amount</u>
Telephone call to: SAN FRAN,CA 415-217-2310	.72
Telephone call to: PROVIDENCE,RI 401-831-5538	1.00
Telephone call to: PROVIDENCE,RI 401-831-5538	.50
Telephone call to: DALLAS NE,TX 972-906-2177	1.25
Telephone call to: SAN FRAN,CA 415-217-2310	1.95
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: NEWYORKCTY,NY 212-848-5092	.50
Telephone call to: NYC BRONX,NY 212-728-8822	.50
Telephone call to: NEWYORKCTY,NY 212-735-3650	.75
Telephone call to: BARRNGTN S,IL 847-765-6289	2.24
Telephone call to: NEWYORKCTY,NY 212-455-2565	.75
Telephone call to: STATE OF,NH 603-443-4047	1.00
Telephone call to: DALLAS NE,TX 972-906-2177	4.98
Telephone call to: HARTLAND,VT 802-436-2477	.50
Telephone call to: CHICAGO,IL 312-543-5435	.50
Telephone call to: NEWYORKCTY,NY 212-455-2565	.75
Telephone call to: CHICAGO,IL 312-543-5435	.50
Fax phone charge to 773-601-2873	1.00
Fax phone charge to 773-601-2873	1.00
Fax page charge to 401-831-3731	.75
Fax page charge to 401-831-3731	.75
Fax page charge to 773-601-2873	6.75
Fax page charge to 773-601-2873	6.75
Standard Copies	29.70
Standard Copies	104.80
Scanned Images	13.20
Scanned Images	13.35
Scanned Images	2.70
Scanned Images	2.40

The Fleming Company  
Legal Services for the Period Ending July 31, 2003  
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<u>Description</u>	<u>Amount</u>
Scanned Images	2.10
Scanned Images	.30
Scanned Images	.30
Scanned Images	5.10
Richard Radnay, Meals, Travel Meals, Chicago, IL, 07/15/03, (Document Production)	25.00
Richard Tilley, Meals, Overtime Meals-Attorney, Los Angeles, CA, 07/15/03, (Overtime Meals)	6.58
Telephone call to: LOSANGELES,CA 213-680-8265	1.04
Telephone call to: PROVIDENCE,RI 401-831-5538	.75
Telephone call to: NEWYORKCTY,NY 212-735-3671	.50
Telephone call to: SAN FRAN,CA 415-439-1400	.64
Telephone call to: PROVIDENCE,RI 401-831-5538	.75
Telephone call to: NEWYORKCTY,NY 212-848-5092	.50
Telephone call to: DALLAS NE,TX 972-906-8665	.50
Telephone call to: NEWYORKCTY,NY 212-735-2116	1.74
Telephone call to: DALLAS NE,TX 972-906-2177	.75
Telephone call to: DALLAS,TX 214-855-4500	.50
Telephone call to: STATE OF,DE 302-778-6409	2.74
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: STATE OF,DE 302-778-6409	1.99
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: DALLAS NE,TX 972-906-1172	.50
Telephone call to: PHILADELPHIA,PA 610-213-4701	.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: NY CITY,NY 917-882-0354	.50
Telephone call to: HOUSTON,TX 713-750-1329	.75
Telephone call to: DALLAS NE,TX 972-906-2177	.75
Telephone call to: NEWYORKCTY,NY 212-735-3000	.50
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.25
Telephone call to: NEWYORKCTY,NY 212-583-5847	.75
Telephone call to: DALLAS NE,TX 972-906-2177	.75
Telephone call to: NEWYORKCTY,NY 212-735-3000	.50
Telephone call to: PROVIDENCE,RI 401-831-5538	.50
Telephone call to: NEWYORKCTY,NY 212-735-3000	.75
Telephone call to: PROVIDENCE,RI 401-831-5538	1.00
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: NEWYORKCTY,NY 212-735-3000	.50
Telephone call to: DALLAS NE,TX 972-906-2177	3.24
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: DALLAS NE,TX 972-906-1429	.75
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: CHICAGO,IL 312-857-0910	.75
Telephone call to: DALLAS,TX 214-587-6256	.50
Telephone call to: CHICAGO,IL 312-543-5435	4.48
Fax page charge to 401-831-3731	1.50
Charles Pak, Meals, Overtime Meals-Attorney, Los Angeles, CA, 07/16/03, (Overtime Meals)	11.90
Richard Tilley, Meals, Overtime Meals-Attorney, Los Angeles, CA,	8.10

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

<u>Description</u>	<u>Amount</u>
07/16/03, (Overtime Meals)	
Richard Radnay, Meals, Overtime	28.95
Meals-Attorney, Chicago, IL, 07/16/03, (Document Production)	
Eva Davis, Telephone, Long Distance Service, 07/17/03, (Long Distance Calls)	14.31
Telephone call to: NEWYORKCTY,NY 212-735-2469	1.04
Telephone call to: NEWYORKCTY,NY 212-735-3671	.50
Telephone call to: NEWYORKCTY,NY 212-848-5092	.50
Telephone call to: NY CITY,NY 917-882-0354	.75
Telephone call to: STATE OF,DE 302-778-6401	.75
Telephone call to: PROVIDENCE,RI 401-831-5538	1.25
Telephone call to: DALLAS,TX 214-587-6256	1.00
Telephone call to: DALLAS NE,TX 972-906-2177	.75
Telephone call to: CHCGO AREA,IL 773-444-5550	.50
Telephone call to: CHCGO AREA,IL 773-444-5550	1.00
Telephone call to: NY CITY,NY 917-836-2419	2.74
Telephone call to: CHCGO AREA,IL 773-444-5550	.75
Telephone call to: NEWYORKCTY,NY 212-735-3000	.75
Fax page charge to 802-257-6620	.75
Fax page charge to 802-257-6845	.75
Fax page charge to 972-906-1530	.75
Standard Copies	2.50
Scanned Images	16.65
Scanned Images	6.75
S.L.A.M.S. - Outside Messenger Services - 06/21/03 Eva Davis Hermosa Beach, Ca.	87.00
Richard Radnay, Transportation, Overtime Transportation, Chicago, IL, 07/17/03, (Document Production)	12.00
Telephone call to: NEWYORKCTY,NY 212-735-2469	.62
Telephone call to: NEWYORKCTY,NY	.50

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

<u>Description</u>	<u>Amount</u>
212-455-2589	
Telephone call to: NEWYORKCTY,NY	1.25
212-735-3000	
Telephone call to: CHICAGO,IL	.50
312-543-5435	
Telephone call to: NEWYORKCTY,NY	.75
212-735-3000	
Telephone call to: NEWYORKCTY,NY	.75
212-735-3000	
Standard Copies	33.20
Standard Copies	10.60
Standard Copies	63.00
Scanned Images	2.85
Scanned Images	2.55
UPS Dlvry to:Kirkland&Ellis ,Lisa	29.14
Horton Washington,DC from:Daneen L	
Jachino	
UPS Dlvry to:Kirkland&Ellis ,Lisa	30.37
Horton Washington,DC from:Daneen L	
Jachino	
PRINTER RIBBONS PLUS, INC. -	120.89
Miscellaneous Office Expenses - 10 ea DJ	
Series black toner no 15 2 ea of deskjet	
color toner	
Telephone call to: CHICAGO,IL	1.99
312-456-4770	
Telephone call to: NEWYORKCTY,NY	.75
212-455-2589	
Telephone call to: DALLAS NE,TX	.50
972-906-2177	
Telephone call to: MINEAPOLIS,MN	.50
612-672-8335	
Telephone call to: BIRMINGHAM,AL	.50
205-581-6209	
Telephone call to: SAN FRAN,CA	.95
415-439-1439	
Telephone call to: CHICAGO,IL	.75
312-952-0687	
Telephone call to: CHICAGO,IL	26.41
312-952-0687	
Telephone call to: NEWYORKCTY,NY	1.00
212-735-3000	
Telephone call to: DALLAS NE,TX	13.95
972-906-2177	
Telephone call to: CHICAGO,IL	.50
312-782-2610	

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

<u>Description</u>	<u>Amount</u>
Telephone call to: NYC BRONX,NY 212-728-8822	.50
Telephone call to: W BAY,CA 510-979-8204	1.82
Telephone call to: EASTERN,MA 617-516-2482	.50
Telephone call to: BRONX,NY 212-325-4212	.50
Fax page charge to 909-606-3032	3.00
Standard Copies	14.00
Standard Copies	16.50
Standard Copies	24.20
Charles Pak, Meals, Overtime	13.85
Meals-Attorney, Los Angeles, CA, 07/21/03, (Overtime Meals)	
Telephone call to: NEWYORKCTY,NY 212-735-3671	1.04
Telephone call to: BIRMINGHAM,AL 205-581-6209	2.24
Telephone call to: NEWYORKCTY,NY 212-272-3871	.50
Telephone call to: NEWYORKCTY,NY 212-272-3831	.75
Telephone call to: DALLAS NE,TX 972-906-2177	.75
Telephone call to: DALLAS NE,TX 972-906-8114	.50
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: NEWYORKCTY,NY 212-735-3000	2.49
Telephone call to: CHICAGO,IL 773-529-1379	2.74
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: DALLAS,TX 214-587-6256	1.49
Standard Copies	.20
Standard Copies	29.40
Standard Copies	8.10
Overtime Meals Richard J Tilley	9.00
Evangelina Garcia - SECRETARY SUPPORT	170.55
Telephone call to: NEWYORKCTY,NY 212-735-2469	2.49
Telephone call to: DALLAS NE,TX 972-906-2177	.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: CHICAGO,IL 312-952-2720	1.00
Telephone call to: STATE OF,DE 302-636-6056	.75
Telephone call to: DALLAS NE,TX 972-906-2177	.75
Telephone call to: DALLAS NE,TX 972-906-8125	1.74
Telephone call to: NEWYORKCTY,NY 212-538-4911	.50
Telephone call to: EASTERN,MA 781-575-2234	.50
Telephone call to: DALLAS NE,TX 972-906-1429	.50
Telephone call to: DALLAS NE,TX 972-906-1429	.75
Telephone call to: DALLAS NE,TX 972-906-1429	.75
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Standard Copies	.10
Standard Copies	16.80
Telephone call to: NEWYORKCTY,NY 212-735-2469	1.66
Telephone call to: WASHINGTON,DC 202-326-3167	.62
Telephone call to: NEWYORKCTY,NY 212-583-5084	3.74
Telephone call to: DALLAS,TX 214-587-6256	3.74
Telephone call to: DALLAS NE,TX 972-906-8144	.50
Telephone call to: DALLAS,TX 214-587-6256	1.99
Telephone call to: DALLAS NE,TX 972-906-8114	.50
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: NEWYORKCTY,NY 212-583-5084	.75
Telephone call to: NEWYORKCTY,NY 212-583-5847	1.00
Telephone call to: NY CITY,NY 917-488-3114	7.47
Telephone call to: DALLAS NE,TX 972-906-8114	1.25

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

<u>Description</u>	<u>Amount</u>
Telephone call to: NEWYORKCTY,NY 212-735-3000	1.00
Telephone call to: CHICAGO,IL 312-782-2610	.75
Standard Copies	.40
Standard Copies	3.60
Telephone call to: DALLAS NE,TX 972-906-2177	.62
Telephone call to: KANSAS CTY,MO 816-983-8127	1.04
Telephone call to: DALLAS NE,TX 972-906-8111	1.45
Telephone call to: DALLAS NE,TX 972-906-8114	1.25
Telephone call to: NEWYORKCTY,NY 212-735-3000	.50
Telephone call to: NW CENTRAL,NJ 908-903-1042	.50
Telephone call to: NEWYORKCTY,NY 212-848-5092	1.49
Telephone call to: NEWYORKCTY,NY 212-583-5084	1.49
Telephone call to: NW CENTRAL,NJ 908-903-1042	.75
Telephone call to: NEWYORKCTY,NY 212-583-5847	.50
Telephone call to: DALLAS,TX 469-223-7085	1.25
Telephone call to: NEWYORKCTY,NY 212-735-3616	1.25
Telephone call to: KANSAS CTY,MO 816-983-8127	.83
Telephone call to: LAKEFOREST,IL 847-295-0335	2.49
Richard Radnay, Telephone, Cellular Service, 07/28/03, (Cellular Telephone)	130.65
Standard Copies	6.20
Standard Copies	22.40
Standard Copies	.40
Standard Copies	1.90
Standard Copies	.40
Telephone call to: NEWYORKCTY,NY 212-735-3394	5.61
Telephone call to: NEWYORKCTY,NY 212-455-2169	1.00
Fax page charge to 205-324-8866	.75

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 205-481-2392	.75
Standard Copies	9.50
Telephone call to: DALLAS,TX 214-765-8688	.50
Telephone call to: DALLAS,TX 214-765-8688	1.00
Telephone call to: DALLAS,TX 214-765-8688	4.24
Telephone call to: NEWYORKCTY,NY 212-490-2500	.50
Telephone call to: NY CITY,NY 917-940-4413	.50
Standard Copies	14.80
ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 07/08/03 - From: 777 S. Figueroa Street, Los Angeles / To: 262 Annandale Road, Pasadena	38.40
ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 07/22/03 - From: 777 S. Figueroa Street, Los Angeles / To: San Dimas - Park n Ride	62.56
Total Expenses	\$ 38,467.38

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.# 2692980

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IN THE MATTER OF                      **Creditors/Shareholder's Inquiries**  
   **File No. 40575-0010**

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	\$ 12,477.50
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	\$ 88.74
Total for legal services rendered and expenses incurred	\$ 12,566.24

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>
Shirley S Cho	2.00	445.00	890.00
Marjon E Ghasemi	5.50	385.00	2,117.50
Haleh Rahjoo	4.00	345.00	1,380.00
Richard L Wynne	.90	670.00	603.00
Elizabeth Cox Arnold	22.60	190.00	4,294.00
Andrew J Groesch	7.50	190.00	1,425.00
Denise Wymore	5.80	210.00	1,218.00
Maria E Yapan	5.50	100.00	550.00
<b>Total</b>	53.80		\$ 12,477.50

### Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/01/03	1.00	Denise Wymore	Respond to creditor inquiries.
7/01/03	.70	Marjon E Ghasemi	Telephone conference with T. Madison re timing re plan of reorganization and related open case issues (.4); telephone conferences with P. Shiva re certain employee benefits (.3).
7/01/03	1.20	Marjon E Ghasemi	Respond to various creditor inquiries.
7/01/03	.80	Elizabeth Cox Arnold	Receive and return creditor inquiry calls.
7/01/03	.50	Andrew J Groesch	Respond to creditor's inquiries re claims deadline.
7/02/03	.90	Shirley S Cho	Review setoff letter from franchisee (.1); voicemail to counsel re same (.1); review law re postpetition avoidances (.2); review and reply to email of C. Birchette re same (.1); telephone conference with T. Strzelczyk re customer responses letters (.3); review and return voicemail of K. Letterrer re Cool Runnings (.1).
7/02/03	.90	Richard L Wynne	Telephone conference with creditors' committee re negotiations with C&S.
7/02/03	.30	Marjon E Ghasemi	Telephone conference with creditor re schedules.
7/02/03	.40	Elizabeth Cox Arnold	Receive and return creditor inquiries.
7/02/03	.50	Andrew J Groesch	Respond to creditor inquiries re unpaid invoices and proofs of claim.
7/03/03	.10	Shirley S Cho	Review customer settlement letters and forward to R. Roof.
7/03/03	1.30	Andrew J Groesch	Respond to creditor inquiries re unpaid invoices and proofs of claim.