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

Description	Amount
Standard Copies	32.80
Standard Copies	37.10
Standard Copies	1.40
Scanned Images	.60
Eric Liebeler, Meals, Meals/K&E and Others, Los Angeles, 07/17/03, (Court Hearing)	365.45
Laura Thomas, Telephone, Telephone While Traveling, 07/18/03, (Hearing), Telephone	12.45
Telephone call to: WILMINGTON,DE 302-651-7689	.50
Andrew Paris, Telephone, Telephone While Traveling, Philadelphia, Pennsylvania, 07/18/03, (Court Hearing)	11.47
Standard Copies	.40
Standard Copies	.20
Telephone call to: DALLAS NE,TX 972-906-1429	.50
Telephone call to: DALLAS NE,TX 972-906-8525	1.74
Telephone call to: DALLAS NE,TX 972-906-8525	.75
Telephone call to: DALLAS NE,TX 972-906-1429	7.72
Telephone call to: WILMINGTON,DE 302-654-1888	.75
Telephone call to: DALLAS NE,TX 972-395-7680	.75
Telephone call to: DALLAS NE,TX 972-906-8525	3.74
Telephone call to: WILMINGTON,DE 302-428-3181	2.74
Telephone call to: PHILADELPH,PA 215-569-3007	.50
Telephone call to: DALLAS NE,TX 972-906-1120	11.46
Telephone call to: STATE OF,DE 302-547-3132	2.49
Standard Copies	.60
Postage	.37
Telephone call to: NASHVILLE,TN 615-782-2237	.50
Telephone call to: RICHMOND,BC 604-244-4631	.62
Telephone call to: DALLAS NE,TX	1.00

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

Description	Amount
972-906-2182	
Telephone call to: 229-686-3430	2.49
Telephone call to: 229-896-3102	1.25
Telephone call to: 229-686-7015	.50
Telephone call to: STATE OF,DE	.75
302-778-6406	
Telephone call to: DALLAS NE,TX	.50
972-906-1172	
Telephone call to: RICHMOND,BC	4.97
604-244-4631	
Telephone call to: DALLAS,TX	1.49
469-223-7085	
Telephone call to: CHICAGO,IL	.50
312-782-3939	
Telephone call to: FORTSTJOHN,BC	6.21
604-785-1373	
Telephone call to: RICHMOND,BC	1.24
604-244-4631	
Telephone call to: DALLAS,TX	.50
214-758-3561	
Telephone call to: 229-686-7015	.50
Telephone call to: WILMINGTON,DE	.50
302-658-9141	
Telephone call to: MEMPHIS,TN	1.49
901-527-0800	
Fax phone charge to 229-686-7170	1.99
Fax page charge to 229-686-7170	12.75
Standard Copies	3.20
Standard Copies	4.00
Standard Copies	4.00
Postage-TRACKING ID# 1120553388090	.37
STEVEN E BLEDSOE - Travel Expense	37.05
7/20-7/24/03 - Telephone - Dallas, TX - Deposition, TX - Deposition in Albertson's matter	
Telephone call to: DALLAS NE,TX	1.25
972-906-8662	
Telephone call to: MEMPHIS,TN	.50
901-527-0800	
Telephone call to: DALLAS NE,TX	.50
972-906-1429	
Telephone call to: NASHVILLE,TN	.50
615-782-2237	
Telephone call to: PHOENIX,AZ	.50
602-382-6000	
STEVEN E BLEDSOE - Travel Expense	43.32

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

Description	Amount
7/20-7/24/03 - Fax - Dallas, TX - Deposition Albertson's matter	
Telephone call to: DALLAS NE,TX 972-906-8662	.50
Telephone call to: ARLINGTON,TX 817-300-9829	1.00
Telephone call to: ARLINGTON,TX 817-300-9829	1.99
Telephone call to: WILMINGTON,DE 302-594-3100	1.25
Standard Copies	1.60
Standard Copies	1.50
Standard Copies	3.00
Telephone call to: STATE OF,DE 302-778-6406	.50
Telephone call to: DALLAS,TX 469-223-7085	1.00
Telephone call to: NASHVILLE,TN 615-782-2237	1.00
Telephone call to: DALLAS NE,TX 972-906-8919	1.25
Standard Copies	39.30
ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 07/18/03 - From: LAX / To: 777 S.Figueroa, Los Angeles	35.50
ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 06/09/03 - From: 777 S. Figueroa Street, Los Angeles / To: LAX	36.00
Sharifah S Abdullah - SECRETARY SUPPORT	48.73
Total Expenses	$ 6,861.17

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.# 2692994

IN THE MATTER OF **Retention of Professionals**
File No. 40575-0026

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	$ 16,724.50
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	$ 76.81
Total for legal services rendered and expenses incurred	$ 16,801.31

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

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Robert T Buday	12.50	510.00	6,375.00
Shirley S Cho	1.20	445.00	534.00
Marjon E Ghasemi	16.50	385.00	6,352.50
Geoffrey A Richards	6.80	460.00	3,128.00
Richard L Wynne	.50	670.00	335.00
Total	37.50		$ 16,724.50

Description of Legal Services

Date	Hours	Name	Description
7/01/03	4.50	Robert T Buday	Review, revise and negotiate proposed consulting agreement for Keen Consultants.
7/01/03	.30	Shirley S Cho	Email to R. Buday re Keen Realty (.1); telephone conference with S. McFarland re same (.1); review OCP supplement (.1).
7/01/03	.20	Marjon E Ghasemi	Telephone conference with Sonnenschein re retention.
7/01/03	.60	Marjon E Ghasemi	Review and revise supplement to OCP list (.4); email correspondence re same to S. Cho and S. McFarland (.1); email to real estate team re Keen retention (.1).
7/02/03	5.50	Robert T Buday	Review, revise and negotiate proposed Consulting Agreement with Keen Consultants and review and revise proposed retention documents.
7/02/03	.40	Marjon E Ghasemi	Email and telephone conferences with S. McFarland and C. Lhulier re supplement to OCP list (.2); telephone conference with J. Bienias re OCP payment procedures (.2).
7/02/03	1.50	Marjon E Ghasemi	Telephone conference with counsel for the Armstrong Group re OCP procedures (.3); review email correspondence re Keen retention (.2); telephone conference with R. Robinson re certain expert witness payments (.3); telephone conference with M. Aliotti re OCP procedures (.3); review correspondence from M. Aliotti (.2); email correspondence to M. Aliotti re OCP procedures (.2).
7/02/03	.80	Geoffrey A Richards	Review and revise Keen retention papers.

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

Date	Hours	Name	Description
7/05/03	.10	Shirley S Cho	Review emails from M. Ghasemi, J. Massingill re OCP procedures.
7/07/03	.30	Shirley S Cho	Reply to emails of J. Massingill re OCPs (.2); review and respond to email of L. Mandel re Milbank retention application (.1).
7/07/03	.40	Marjon E Ghasemi	Telephone conference with Bain and Bain's counsel re retention.
7/08/03	1.60	Geoffrey A Richards	Telephone conference with counsel for Food Partners re retention issues (1.2); telephone conference with K. Richeson re same (.4).
7/09/03	.20	Marjon E Ghasemi	Telephone calls to and from E. Creel re OCP procedures.
7/09/03	1.70	Geoffrey A Richards	Follow up discussion with counsel for Food Partners re retention (.5); review supplemental affidavit re same (.9); telephone conference with B. Roof re same (.3).
7/10/03	1.60	Marjon E Ghasemi	Exchange email correspondence with J. Massingill, M Aliotti and D. Cappazola re OCP procedures and related issues (.5); exchange email correspondence with D. Cappazola re OCP list (.2); exchange email correspondence with S. Wymore re same (.1); review and revise Bain retention application (.8).
7/11/03	2.00	Marjon E Ghasemi	Exchange email correspondence with J. Massingil re additions to OCP list (.2); telephone conference with D. Cappazola re same (.1); telephone call to J. Massingill re same (.1); review correspondence from CCG re affidavit of disinterestedness (.3) telephone calls to and from CCG re same (.2); review and revise Bain retention application, forward same to G. Richards, S. Cho (.6); review draft of Bain fee application (.3); exchange email

Date	Hours	Name	Description
			correspondence with S. Phelps re status of Bain retention application (.2).
7/13/03	.90	Geoffrey A Richards	Review and revise second supplemental affidavit.
7/14/03	.30	Shirley S Cho	Review and reply to voicemail of S. Campbell re Keen Realty (.1); review Keen Realty email from S.McFarland (.1); meet and confer with M. Ghasemi re supplemental Sprayregen affidavit (.1).
7/14/03	.10	Marjon E Ghasemi	Email correspondence to S. Phelps re hearing re Bain retention application.
7/14/03	.20	Marjon E Ghasemi	Exchange email correspondence with D. Cappazola and J. Massingill re supplement to OCP list.
7/15/03	.90	Marjon E Ghasemi	Exchange email correspondence with J. Massingill re supplemental OCP list (.2); review draft supplement to same (.2); exchange email correspondence with G. Richards re OCP cap and review various documents re same (.5).
7/16/03	.40	Marjon E Ghasemi	Telephone conference with E. Creel re OCP procedures (.2); exchange email correspondence with A. Groesch and K. Percy re Sonnenschein (.2).
7/17/03	.40	Marjon E Ghasemi	Exchange email correspondence with D. Cappazola, R. Waller and J. Massingil re supplemental OCP list.
7/18/03	2.50	Robert T Buday	Participate in multiple conferences re retention of WCM and DMC and address issues and review legal research re disinterestedness.
7/21/03	.20	Marjon E Ghasemi	Telephone calls to and from C. Smith re OCP fees.
7/21/03	1.30	Marjon E Ghasemi	Prepare for and participate in telephone conference with J. Massingil, ESIS and other parties re supplemental

Date	Hours	Name	Description
			OCP list (.4); review documents for purposes of preparing supplemental OCP list (.3); exchange email correspondence with C. Birchette, K. Richesson and J. Massingill re same (.3).
7/22/03	.20	Marjon E Ghasemi	Exchange email correspondence with S. Fox re OCP procedures.
7/23/03	.20	Marjon E Ghasemi	Exchange email correspondence with V. Hood and S. Cho re supplemental OCP list.
7/23/03	2.10	Marjon E Ghasemi	Review and revise second supplement to OCP list and exhibit to same (1.5); email correspondence to K. Richesson and J. Massingill re same (.2); confer with D. Wymore re revisions to same (.2); email correspondence with S. Cho re same (.2).
7/24/03	1.80	Geoffrey A Richards	Review Kirkland fee application and provide comments to M. Ghaesmi.
7/28/03	.50	Richard L Wynne	Legal issues call with professionals.
7/29/03	.40	Marjon E Ghasemi	Telephone conference with counsel for Bain re fee and retention application (.2); telephone calls to and from G. Richards re same (.2).
7/30/03	1.40	Marjon E Ghasemi	Several email and telephone conferences with Bain re retention (.4); review and revise retention fee application re same (1.0).
7/31/03	.20	Shirley S Cho	Email correspondences with A. Swayze and A. Greene re Gleacher termination.
7/31/03	1.80	Marjon E Ghasemi	Exchange email correspondence with C. Lhulier re Bain retention application and fee application (.3); telephone conference with C. Lhulier re same (.2); telephone conference with counsel for Bain re same (.2); review executed copies of Bain retention and fee

Date	Hours	Name	Description
			application (.3); telephone calls to and from B. Ryan re OCP procedures (.2); exchange email correspondence with J. Beinias re OCP additions (.2); telephone conference with J. Beinias re same and other open issues (.4),
	37.50		TOTAL HOURS

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

Description of Expenses

Description	Amount
West Publishing-TP,Database Usage 6.03	51.61
Scanned Images	.15
Scanned Images	.15
Scanned Images	2.40
Scanned Images	2.40
Telephone call to: DALLAS,TX 214-378-8270	.50
Scanned Images	14.85
Telephone call to: NEWYORKCTY,NY 212-418-4293	.50
Telephone call to: BRONX,NY 212-547-5598	.50
Telephone call to: WILMINGTON,DE 302-652-4100	.75
Telephone call to: DALLAS NE,TX 972-906-1185	.50
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: WASHINGTON,DC 202-663-9049	.50
Telephone call to: SLC OGDEN,UT 801-517-6803	.50
Telephone call to: DALLAS NE,TX 972-906-2180	.50
Telephone call to: CHICAGO,IL 312-984-7517	.50
Total Expenses	$ 76.81

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.# 2692995

IN THE MATTER OF **Schedules/Statement of Financial Affairs**
File No. 40575-0027

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	$ 6,121.50
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	$ 1,594.68
Total for legal services rendered and expenses incurred	$ 7,716.18

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

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Shirley S Cho	.10	445.00	44.50
Steven R Kotarba	9.00	385.00	3,465.00
Steven R Kotarba	5.90	420.00	2,478.00
Richard L Wynne	.20	670.00	134.00
Total	15.20		$ 6,121.50

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

Description of Legal Services

Date	Hours	Name	Description
6/25/03	9.00	Steven R Kotarba	Work on-site at Company to finalize SOFAs and Schedules.
7/01/03	4.00	Steven R Kotarba	Obtain final sign-off re schedules, resolve remaining issues, coordinate resolution of filing issues.
7/01/03	.20	Richard L Wynne	Analyze schedules and SOFAs.
7/08/03	.90	Steven R Kotarba	Discussions with AlixPartners (.3) and Pachulski Stang (.2) re MOR issues; draft and circulate email re protocol for completion and filing of same (.4).
7/09/03	.10	Shirley S Cho	Review voicemail from S. Kotarba re MORs.
7/12/03	.40	Steven R Kotarba	Discussion with A. Groesch re filing of monthly operating reports, upcoming issues, amendment to SOFAs/ Schedules.
7/14/03	.60	Steven R Kotarba	Discussion with A. Denman re preparation and filing of MORs (.3); update and discuss with G. Richards (.1) and C. Lhulier (.2).
	15.20		TOTAL HOURS

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

Description of Expenses

Description	Amount
Hickman, S - Transcribe voicemail	19.38
Scanned Images	1.05
Scanned Images	.75
Scanned Images	1.35
Hickman, S - Print emails; messenger distribution	38.75
Hickman, S - Time entry; proofread same	155.00
Standard Copies	365.90
Standard Copies	380.90
Standard Copies	619.70
Overtime Transportation, J. Strohl, 6/19/03	11.90
Total Expenses	$ 1,594.68

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.# 2692996

IN THE MATTER OF **Shareholder Litigation**
File No. 40575-0028

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	$ 55,616.50
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	$ .00
Total for legal services rendered and expenses incurred	$ 55,616.50

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

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Richard S Berger	50.90	625.00	31,812.50
Shirley S Cho	.20	445.00	89.00
Marjon E Ghasemi	1.20	385.00	462.00
Sydne J Michel	.50	420.00	210.00
Drew D Panahi	30.60	305.00	9,333.00
Geoffrey A Richards	12.20	460.00	5,612.00
Richard L Wynne	8.20	670.00	5,494.00
Denise Wymore	12.40	210.00	2,604.00
Total	116.20		$ 55,616.50

Description of Legal Services

Date	Hours	Name	Description
7/01/03	.20	Richard S Berger	Review MDL transfer order and conference D. Panahi re same.
7/01/03	.20	Richard S Berger	Conference with D. Panahi re 105 complaint.
7/02/03	.30	Richard L Wynne	Analyze D&O 105 complaint task list and proposed timeline (.1); telephone conference with R. Berger re information needed for 105 complaint and e-mails and telephone conference re same (.2).
7/02/03	10.50	Drew D Panahi	Review voicemail form D. Berger re section 105 injunction (.1); revise section 105 injunction complaint (2.0); prepare for and attend office conference with D. Berger re section 105 injunction (.4); review voice message from G. Richards re section 105 injunction (.1); draft changes to section 105 injunction complaint (.8); draft section 105 injunction motion (3.0); review exemplar of section 105 motion (1.0); review exemplar of section 105 order (.7); draft exemplar of section 105 order (1.5); review and revise section 105 order (.6); draft verification for section 105 complaint (.3).
7/02/03	.20	Richard S Berger	Telephone conference with G. Richards re 105 complaint and related issues.
7/02/03	.40	Richard S Berger	Conference D. Panahi re progress on 105 complaint (.1); review D&O cases filed against company (.3)
7/02/03	2.00	Richard S Berger	Review and revise preliminary draft of 105 complaint and motion for TRO (1.9); conference with D. Panahi re same (.1).
7/02/03	2.50	Richard S Berger	Review and analysis of D&O complaints

Date	Hours	Name	Description
			(2.4); conference with G. Richards re same (.1).
7/03/03	.40	Richard L Wynne	Telephone conference with R. Berger re D&O litigation.
7/03/03	8.30	Richard S Berger	Draft 105 complaint to enjoin actions against directors and officers.
7/03/03	.30	Richard S Berger	Conference with R. Wynne re D&O litigation and complaint for injunction (.2) conference with D. Panahi re same (.1).
7/03/03	1.00	Geoffrey A Richards	Telephone conferences with C. Hernandez re securities litigation strategy issues.
7/06/03	1.60	Richard L Wynne	Revision of 105 complaint (.5); telephone conference with R. Berger re 105 complaint and issues on temporary restraining order and Walsh opinion (.3); analyze bid motion and procedures (.8).
7/06/03	5.90	Drew D Panahi	Read and review section 105 complaint (1.0); revise section 105 complaint (1.2); review First Alliance exemplar of section 105 complaint (1.2); review exemplar of a motion for payment of defense fees for former and present officers and directors (1.0); revise section 105 complaint (1.5).
7/06/03	5.50	Richard S Berger	Review applicable case law and prepare revised version of section 105 complaint re directors and officers.
7/07/03	.20	Richard S Berger	Email correspondence with R. Wynne re section 105 complaint and review with interested parties.
7/07/03	.30	Richard S Berger	Conference D. Panahi re section 105 complaint.
7/08/03	.70	Richard L Wynne	Telephone conference with C. Hernandez re 105 complaint (.2); telephone

Date	Hours	Name	Description
			conference with A. Paris re EZ Mart settlement and litigation progress (.2); telephone conference with F. Huffard re diligence issue by Nash Finch and response (.3).
7/08/03	2.90	Drew D Panahi	Office conference with K&E team re section 105 motion (.5); review multiple emails and attachments from D. Berger re section 105 motion (1.1); review email from R. Berger re section 105 complaint (.1); review revisions made by D. Berger to section 105 complaint (1.2).
7/08/03	3.80	Richard S Berger	Review and revise 105 complaint.
7/08/03	.40	Richard S Berger	Multiple conferences with D. Panahi re 105 complaint and re motion for TRO.
7/08/03	.50	Richard S Berger	Telephone conference all with G. Richards and I. Kharaschre complaint for 105 injunction.
7/08/03	1.00	Richard S Berger	Review and analysis of D&O insurance policies.
7/09/03	2.30	Richard L Wynne	Telephone conference with G. Richards re 105 complaint and tactics (.2); telephone conference with L. Jones re 105 complaint (.4); analyze 105 complaint and temporary restraining order papers (.9); telephone conference with C. Hernandez and R. Berger re D&O 105 complaint and temporary restraining order (.8).
7/09/03	3.20	Drew D Panahi	Review email from R. Berger re telephone conference re D&O issues (.1); review email from B. Collins re draft of section 105 complaint (.1); office conference with R. Berger re automatic stay of private securities litigation act (.2); Westlaw search re automatic stay of discovery (.2); telephone conference with D. Berger re automatic stay of discovery (.1);

Date	Hours	Name	Description
			review email from R. Berger re section 105 complaint (.1); review email from R. Berger re serving individual defendants (.1); review section 105 complaint (1.0); revise section 105 complaint (.9); office conference with R. Berger re revisions to section 105 complaint (.1); review email from B. Collins re section 105 complaint (.1); telephone conference with J. Hermes re E. Joullian (.1); leave voicemail for R. Berger re same (.1).
7/09/03	.70	Drew D Panahi	Review and revise section 105 motion (.5); Telephone conference with R. Berger re affidavit for section 105 motion (.1); telephone conference with H. Rahjoo re declaration exemplar (.1).
7/09/03	6.00	Richard S Berger	Review and revise Complaint for 105 injunction (.8); prepare motion for TRO and OSC re preliminary injunction (4.5); prepare notice of motion (.7).
7/09/03	.80	Richard S Berger	Preparation for and telephone conference with R. Wynne G. Richards, C. Hernandez, T. McCormick and B. Collins re D&O litigation and complaint for 105 injunction.
7/09/03	.40	Richard S Berger	Conferences with D. Panahi re complaint, motion for TRO and supporting declarations.
7/09/03	5.50	Geoffrey A Richards	Review and revise shareholder litigation papers (4.4); telephone conferences with D. Berger re same (1.1).
7/10/03	.90	Drew D Panahi	Review revised draft of section 105 motion (.5); review email from R. Berger re section 105 motion (.1); review email from R. Berger re section 105 notice (.1); review and revise draft of section 105 notice (.2)
7/10/03	1.50	Richard S Berger	Revise 105 complaint and motion for TRO

Date	Hours	Name	Description
			and related documents.
7/11/03	1.20	Richard L Wynne	Telephone conference with L. Jones and R. Berger re 105 injunction (.3); revision of Fleming motion on D&O injunction (.6); telephone conference with T. Stenger re 105 injunction (.3).
7/11/03	6.50	Drew D Panahi	Review voicemail from D. Bickford re bank claims and Creekmore (.1); leave voicemail for D. Bickford re Bank of Bolivar claims (.1); office conference with R. Berger re section 105 motion (.1); prepare for and attend telephone conference with D. Harris re Bank of Bolivar motion (.5); review voicemail from R. Berger re section 105 affidavit (.1); telephone conference with D. Bickford re Creekmore complaint (.1); telephone conference with R. Berger re section 105 affidavit (.1); review Creekmore complaint (1.0); draft and revise section 105 affidavit (1.0); telephone conference with D. Bickford re Creekmore facts (.2); draft email to D. Harris re Creekmore (.1); review and revise section 105 notice; telephone conference with K. Twist re Creekmore complaint (.1); draft and revise memorandum re Creekmore matter (3.0).
7/11/03	1.80	Richard S Berger	Revise affidavit in support of motion for preliminary injunction.
7/11/03	1.10	Geoffrey A Richards	Telephone conference with plaintiffs' counsel re 105 injunction issues.
7/13/03	.40	Richard L Wynne	Review and analysis of F. Huffard and T. Stanger testimony outlines.
7/13/03	1.10	Richard L Wynne	Analyze T. Stenger affidavit re 105 injunction (.3); analyze complaint (.3); analyze temporary restraining order motion (.5).
7/14/03	1.20	Marjon E Ghasemi	Exchange email correspondence with S. Cho, A. Running and C. Lhulier re

Date	Hours	Name	Description
			motion to advance defense costs (.3); review docket re motion and order re same (.4); review various documents re status of same (.4); telephone call to A. Running re same (.1).
7/14/03	.40	Richard S Berger	Telephone conference with C. Hernandez re 105 complaint (.1); Telephone conference with C. Hernandez and T. Stenger re 105 complaint (.3)
7/14/03	.40	Richard S Berger	Conferences with D. Wymore re filing and service of 105 complaint.
7/14/03	6.50	Richard S Berger	Review and revise 105 complaint, motion for preliminary injunction, notice of hearing on motion and affidavit of T. Stenger in support of motion.
7/16/03	4.30	Denise Wymore	Email correspondence with S. McFarland and R. Berger re service of complaint and 105 injunction motion (.8); telephone conferences with T. Ashworth re same (.8); review and revise service list for defendants addresses (2.5); telephone conference with R. Berger re service (.2).
7/16/03	.50	Richard S Berger	Telephone conferences and email correspondence with D. Wymore re filing and service of Complaint for 105 injunction.
7/16/03	.30	Richard S Berger	Telephone conference with Scotta McFarland re service and filing of 105 complaint and related issues.
7/17/03	.20	Shirley S Cho	Email correspondence with T. Durst re scope of 105 injunction complaint.
7/17/03	.40	Denise Wymore	Review email from S. Cho re 105 injunction pleadings (.1); email same to S. Cho and T. Durst (.3).
7/17/03	4.80	Denise Wymore	Research re service address for defendants (3.5); telephone conference with S. Hellerman re accepting service

Date	Hours	Name	Description
			(.4); email to Kirkland attorneys re same (.3); Telephone call to various attorneys for defendants re service (.6)
7/17/03	.90	Richard S Berger	Research re defendants named in complaint.
7/17/03	.40	Richard S Berger	Telephone conferences and email correspondence with D. Wymore re service of complaint and related issues.
7/18/03	2.20	Denise Wymore	Research re additional defendant addresses (1.2); telephone conference with T. Wyatt re service on defendant Gaynor (.3); telephone conference with R. Adam re service on defendant Jerald Gordon (.2); telephone call to L. Epstein re service of Steven Kantor (.2).
7/18/03	.90	Richard S Berger	Analysis of time issues in 105 complaint and motion for preliminary injunction and memorandum to C. Hernandez, G. Richards and R. Wynne re same.
7/18/03	.20	Richard S Berger	Telephone conference with S. Cho re 105 injunction and telephone conference T. Durst re same.
7/21/03	2.20	Richard S Berger	Review and analysis of documents and case law re set-off and recoupment.
7/21/03	1.70	Geoffrey A Richards	Review shareholder litigation strategy memo.
7/21/03	.50	Sydne J Michel	Participate in Kirkland conference re EZ Mart hearing and status of retailer lift stay motions and motions to compel.
7/22/03	.30	Richard S Berger	Telephone conference with G. Richards and T. Durst re 105 injunction action (.2); telephone conference with B. Collins re same (.1).

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

Date	Hours	Name	Description
7/22/03	.40	Richard S Berger	Memorandum to C. Hernandez, B. Collins, G. Richards and R. Wynne re 105 lawsuit timing and related strategy issues.
7/24/03	.50	Richard S Berger	Telephone conference with M. Etkin re briefing schedule and preliminary injunction hearing (.3); email correspondence with C. Hernandez, B. Collins and T. Durst re same (.2).
7/26/03	.20	Richard L Wynne	Telephone conference with E. Liebeler re hearing preparation issues.
7/26/03	2.90	Geoffrey A Richards	Review pleadings in multi-district shareholder litigation.
7/30/03	.70	Denise Wymore	Review email from R. Berger re summons in Jackson Capital litigation (.2); Pacer search re same (.3); email to R. Berger forwarding Summons (.2).
7/31/03	.30	Richard S Berger	Letter to B. Goodman re extension of time and proposed stay.
7/31/03	.40	Richard S Berger	Prepare report to C. Hernandez, B. Collins, T. Durst, R. Wynne and G. Richard on status of 105 litigation.
	116.20		TOTAL HOURS

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

Description of Expenses

Description	Amount
Total Expenses	$ .00

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.# 2692997

IN THE MATTER OF **Tax Issues**
File No. 40575-0029

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	$ 68,109.50
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	$ 377.78
Total for legal services rendered and expenses incurred	$ 68,487.28

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

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Shirley S Cho	3.00	445.00	1,335.00
Eva H Davis	1.30	545.00	708.50
Robert M Jason	48.60	615.00	29,889.00
Natalie H Keller	48.90	450.00	22,005.00
Christian Lymn	.10	270.00	27.00
Geoffrey A Richards	6.60	460.00	3,036.00
Xiaojie Wang	38.00	280.00	10,640.00
Richard L Wynne	.70	670.00	469.00
Total	147.20		$ 68,109.50

Description of Legal Services

Date	Hours	Name	Description
7/01/03	.50	Natalie H Keller	Conference call with B. Jones at Oklahoma Department of Revenue to discuss Oklahoma tax issues and follow-up re same (.3); review and respond to e-mail correspondence re tax issues (.2).
7/02/03	.50	Natalie H Keller	Review and respond to e-mail correspondence re tax issues (.2); review IRS notice re tax issues (.3).
7/03/03	11.10	Robert M Jason	Draft, review and respond to correspondence re tax issues re C&S (numerous) (2.5); review and revise documents re same (3.1); tax research re same (2.9); numerous telephone conferences with various parties re tax issues re C&S (2.6).
7/03/03	.20	Richard L Wynne	Telephone conference with N. Keller re trust fund taxes.
7/04/03	5.00	Robert M Jason	Review revised asset purchase agreement (1.0); review correspondence re same (.5); draft comment memorandum (.8); tax research re same (2.7).
7/05/03	5.60	Robert M Jason	Review C&S tax markups from R. McGuirk (1.3); various correspondence back and forth re tax issues (.8); review and revise asset purchase agreement (1.1); tax research re final open issues (2.4).
7/08/03	1.80	Robert M Jason	Telephone conference with N. Keller re Texas issues (.2); review correspondence re same and re outstanding state issues (.4); tax analysis re same (1.2).
7/08/03	3.50	Xiaojie Wang	Review state tax reporters re liable issues for interest/penalties accrued on unpaid trust fund taxes (3.0); draft

Date	Hours	Name	Description
			memorandum re research results (.5).
7/08/03	.90	Natalie H Keller	Review and respond to e-mail correspondence re tax issues (.3); telephone conference with C. Wong re tax issues (.3); review IRS notice re employment taxes and route to company (.3).
7/08/03	1.50	Natalie H Keller	Research and analyze responsible person liability for interest and penalties (.8); conference with J. Wang re same and follow-up re same (.4); telephone conference with R. Stovall re tax issues (.3).
7/08/03	1.40	Natalie H Keller	Review asset purchase agreement for grocery business (.4); attend telephone conference with B. Jason, D. Coley and D. Sigler re tax issues re same (.6); draft letter to state of Texas re tax issues (.4).
7/08/03	1.50	Geoffrey A Richards	Telephone conference with N. Keller re tax exposure (.4); review memos re same (1.1).
7/09/03	7.20	Robert M Jason	Draft and review correspondence re transition tax issues (.4); review and revise Transition Services Agreement (.7); meeting with C. Pak re same (.3); telephone conference with D. Coley and others re transition tax issues (.2); telephone conference with E. Davis re same (.2); tax research and analysis re state tax law compliance and planning issues (5.4).
7/09/03	2.80	Xiaojie Wang	Review documents re Oklahoma statute re gasoline/fuel taxes and send copies to N. Keller (.3); draft letter to the Oklahoma Tax Commission re waiver of interest and penalties accrued on pre-petition fuel sales taxes (2.5).
7/09/03	2.00	Shirley S Cho	Review and revise letter from N. Keller re payment of Texas taxes.

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

Date	Hours	Name	Description
7/09/03	1.80	Natalie H Keller	Review and respond to e-mail correspondence re tax issues (.3); draft letter to state of Texas re pre-petition tax liabilities and coordinate approval of same (1.3); telephone conference with M. Browning at Texas Attorney General's Office re tax issues (.2).
7/09/03	1.00	Natalie H Keller	Telephone conference with R. Stovall re tax issues and follow-up re same (.3); discuss tax issues with J. Wang and follow-up re same (.4); review IRS notice re lien for employment taxes and follow-up re same (.3).
7/10/03	.10	Christian Lymn	Email to R. Stovall and R. Waller re Debtor's release of claims from allowing certain obligees access to Debtors' tax records.
7/10/03	2.00	Natalie H Keller	Telephone conference with J. Hurst at Texas Attorney General's Office re pre-petition tax liabilities (.3); finalize letter re same (1.1); telephone conference with R. Stovall re tax issues and follow-up re same (.3); telephone conference with C. Wong re tax issues and follow-up re same (.3).
7/10/03	1.80	Geoffrey A Richards	Telephone conference with M. Walsh re tax issues.
7/11/03	.80	Natalie H Keller	Telephone conferences with R. Stovall re tax issues (.3); telephone conference with C. Wong re tax issues and follow-up re same (.3); analyze trust fund tax issues (.2).
7/11/03	1.10	Geoffrey A Richards	Telephone conference with M. Walsh re additional tax issues.
7/14/03	4.90	Robert M Jason	Numerous telephone conferences re tax schedules to asset purchase agreement (2.2); review and revise various iterations of same (.9); review and

Date	Hours	Name	Description
			draft correspondence re same (.7); review various versions of transition services agreement and related correspondence (.8); draft various correspondence re same (.3).
7/14/03	.60	Natalie H Keller	Conference with J. Wang re tax issues and follow-up re same (.2); telephone conferences with S. Cho and S. Kortarba re claims procedures for tax claims (.4).
7/14/03	1.20	Natalie H Keller	Attend telephone conference with R. Radnay and Skadden re tax issues for C & S agreement (.7); review tax schedules for same (.3); telephone conferences with M. Browning and B. Jones re state tax issues (.2).
7/14/03	1.00	Natalie H Keller	Discuss trust fund tax issues with G. Richards and follow-up re same (.4); discuss research project re trust fund tax issues with J. Wang and follow-up re same (.3); review and respond to e-mail correspondence re state tax issues (.3).
7/15/03	6.40	Robert M Jason	Review various escrow agreements (1.0); review and draft correspondence re same (.2); review tax schedules and related correspondence (.3); draft correspondence re same (.2); continue work on tax lien issues (1.9); numerous telephone conferences re same (2.8).
7/15/03	.70	Xiaojie Wang	Draft questions re liabilities issues re trust fund taxes.
7/15/03	2.20	Natalie H Keller	Draft letter to state of Oklahoma re pre-petition tax liabilities (.7); telephone conference with B. Jones at Minnesota Department of Revenue re pre-petition tax liabilities (.3); analyze state tax issues (1.2).
7/15/03	.90	Natalie H Keller	Review tax schedule for C & S agreement (.3); telephone conference with C.

Date	Hours	Name	Description
			Hernandez and R. Stovall re trust fund taxes and follow-up re same (.3); telephone conference with C. Wong re state tax issues (.3).
7/15/03	1.60	Natalie H Keller	Telephone conference with S. Coen at Ernst & Young re Minnesota pre-petition tax liabilities (.4); telephone conference with S. Coen and B. Jones re same (.4); draft letter to Minnesota re same (.5); send e-mail to client to update re state tax issues (.3).
7/15/03	.70	Geoffrey A Richards	Review request for payment by Georgia DA (.5); review statute re same (.2)
7/16/03	.60	Robert M Jason	Review correspondence re state tax issues (.3); advice to client re same (.2); telephone conference with N. Keller re same (.1).
7/16/03	2.30	Robert M Jason	Various telephone conferences with re tax lien issues (1.9); review and draft correspondence re same (.4).
7/16/03	.70	Xiaojie Wang	Research re state bulk sale laws.
7/16/03	.10	Shirley S Cho	Review and forward voicemail fron G. Richards re tax liens.
7/16/03	1.40	Natalie H Keller	Telephone conference with C. Hernandez re state tax issues (.2); multiple telephone conferences with R. Stovall re tax issues (.5); telephone conference with J. Jones at Minnesota Department of Revenue re pre-petition tax liabilities and follow-up re same (.4); telephone conferences with S. Coen and L. Wroblewski re state tax issues (.3).
7/16/03	.70	Natalie H Keller	Telephone conference with B. Jason re tax issues in C&S deal (.3); conference with J. Wang re research project and follow-up re same (.2); telephone conference with C. Wong re state tax issues (.2).

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

Date	Hours	Name	Description
7/16/03	.90	Natalie H Keller	Review and respond to emails re tax issues (.4); telephone conference with V. Wales and R. Buday re property tax issues and follow-up re same (.3); prepare and file Power of Attorney form for Minnesota (.2).
7/17/03	2.50	Xiaojie Wang	Research re asset sales and bulk sale statutes.
7/18/03	3.00	Xiaojie Wang	Research re transfers and state successor tax liabilities (2.0); research re foreign tax judgment issues (1.0).
7/18/03	3.00	Natalie H Keller	Prepare for and attend telephone conference with G. Richards, M. Walsh and S. Buchalter re trust fund tax issues (1.2); telephone conference with D. Hyndman re Canadian tax issues and follow-up re same (.3); telephone conference with R. Kamftner at White & Case re Canadian tax issues and follow-up re same (.3); review and analyze British Colombia tax filing (1.0); conference with J. Wang re same and follow-up re same (.2).
7/18/03	.60	Natalie H Keller	Telephone call with R. Stovall re tax issues (.2); review and respond to e-mail correspondence re tax issues (.2); analyze and research trust fund tax issues (.2).
7/18/03	1.50	Geoffrey A Richards	Telephone conference with M. Walsh and N. Celler re tax payment issues.
7/20/03	.10	Shirley S Cho	Review and reply to voicemail of N. Keller re tax payments.
7/21/03	.50	Xiaojie Wang	Summarize payments of taxes to various taxing authorities.
7/21/03	2.20	Natalie H Keller	Telephone conference with R. Stovall re tax issues (.3); telephone conference with C. Schaffel re Canadian tax issues

Date	Hours	Name	Description
			(.3); telephone conference with R. Kamtfner re Canadian tax issues and follow-up re same (.3); conference with J. Wang re state tax issues and follow-up re same (.4); review and respond to e-mail correspondence re tax issues (.4); analyze issues re setoff of tax liabilities (.5).
7/22/03	.50	Robert M Jason	Review various correspondence re company sale/tax payment issues.
7/22/03	2.60	Xiaojie Wang	Summarize payments of taxes to various taxing authorities.
7/22/03	.30	Richard L Wynne	Analyze tax sale motion.
7/22/03	.70	Eva H Davis	Telephone conferences and email exchanges with N. Keller re recent Third Circuit decision and transfer tax issues (.3); distribute agreement and schedules to N. Keller for review (.2); telephone conference with R. Wynne re same and re including real estate transfers in plan (.2).
7/22/03	2.50	Natalie H Keller	Telephone conference with S. Cho re Section 1146(c) exemption for transfer taxes and follow-up re same (.3); review and analyze Third Circuit case re same (.4); telephone conference with D. Niesen at Ernst & Young re potential transfer tax exposure (.4); telephone conference with R. Buday and V. Wales re same and follow-up re same (.4); telephone conference with M. Genereaux at Blackstone re same (.2); telephone conference with E. Davis re same and follow-up re same (.2); review and analyze real estate tax notice from Ohio (.3); telephone conference with M. Ghasemi re sale procedure and follow-up re same (.3).
7/23/03	4.20	Xiaojie Wang	Summarize payments of taxes to various taxing authorities (.6); research re "revenue rule" in bankruptcy context

Date	Hours	Name	Description
			(3.6).
7/23/03	.20	Shirley S Cho	Telephone conference with N. Keller re Canadian tax issue.
7/23/03	.20	Richard L Wynne	Analyze C. Shappell BC affidavit re their tax problems.
7/23/03	.60	Eva H Davis	Meetings with R. Wynne, S Cho re issues re transfer taxes and 1146(c) (.3); email exchanges with N. Keller re same (.3).
7/23/03	2.00	Natalie H Keller	Conference with J. Wang re tax research and follow-up re same (.5); analyze transfer tax exposure on asset sales (1.2); telephone conferences with R. Radnay re sale of grocery business re transfer taxes and follow-up re same (.3).
7/23/03	3.00	Natalie H Keller	Telephone conferences with H. Mink, D. Niesen and D. Coley at Ernst & Young re transfer tax exposure on sale of grocery business (.6); telephone conference with S. Cho re same and Canadian tax issues and follow-up re same (.3); telephone conference with C. Schaffel re Canadian tax issues (.4); research and analyze Canadian tax issues and send e-mail correspondence summarizing same (1.7).
7/23/03	.90	Natalie H Keller	Conference with T. Maynes re Canadian tax issues and follow-up re same (.3); telephone conference with R. Stovall re tax issues (.3); telephone conference with S. Coen and L. Wroblewski re Minnesota pre-petition tax liabilities (.3).
7/23/03	.80	Natalie H Keller	Review Oklahoma tax notice and send e-mail correspondence to C. Wong and L. Wroblewski re same (.5); telephone conference with R. Buday re transfer tax exposure on sale of real estate and follow-up re same (.3).

Date	Hours	Name	Description
7/24/03	1.10	Robert M Jason	Review and draft correspondence re C&S tax issues.
7/24/03	4.10	Xiaojie Wang	Update tax payment schedule (2.0); research re "revenue rule" in bankruptcy context (2.1).
7/24/03	1.30	Natalie H Keller	Conference with J. Wang re Canadian tax issues and follow-up re same (.4); telephone conference with H. Mink at Ernst & Young re transfer tax Issues and follow-up re same (.2); review and analyze transfer tax exposure analyses and route to company (.3); telephone conference with V. Wales re real estate transfer taxes and follow-up re same (.2); telephone conference with R. Buday re real estate transfer taxes and follow-up re same (.2).
7/25/03	3.20	Xiaojie Wang	Review fax re Georgia and Michigan tax issues (.2); research priority issue of asserted Georgia tax liabilities (2.6); confer with N. Keller re same (.2); draft email summarizing research (.2).
7/25/03	.90	Natalie H Keller	Telephone conference with C. Wong re tax issues (.2); telephone conference with T. Galliard re Georgia tax case (.2); conference with J. Wang re Georgia tax issues and follow-up re same (.5).
7/25/03	1.30	Natalie H Keller	Research tax issues re Georgia case (.6); telephone conference with D. Hyndman and N. Kornfeld re Canadian tax issues and follow-up re same (.3); research transfer tax issues (.4).
7/26/03	.50	Shirley S Cho	Review tax affidavit (.3); voicemails to N. Keller re same (.2).
7/27/03	.10	Shirley S Cho	Review voicemail from N. Keller re tax objections.
7/28/03	1.00	Robert M Jason	Review and respond to correspondence re

Date	Hours	Name	Description
			state tax issues.
7/28/03	4.70	Xiaojie Wang	Research re Georgia tax lien priority issues (2.2); research re outstanding Oklahoma tax issues (1.0); attend conference calls with N. Keller re state tax payment issues (1.5).
7/28/03	1.80	Xiaojie Wang	Summarize tax payments and exchange emails re each state at issue (1.5); revise correspondence re Minnesota taxing authority (.3).
7/28/03	1.40	Natalie H Keller	Draft letter to state of Minnesota re pre-petition tax issues and follow-up re same (1.2); telephone conference with B. Jason re tax issues and follow-up re same (.2).
7/28/03	1.80	Natalie H Keller	Telephone conference with R. Stovall, C. Wong, L. Wroblewski, D. Coley, C. Hernandez and J. Wang re trust fund tax issues (1.3); telephone conference with C. Wong and J. Gappa at Oklahoma Attorney General's Office re Oklahoma tax issues (.3); telephone conference with C. Wong re same (.2).
7/28/03	1.80	Natalie H Keller	Conference with J. Wang re state tax issues and follow-up re same (.5); review correspondence re state tax issues and analyze same (1.0); conference with T, Maynes re state tax issues and follow-up re same (.3).
7/29/03	1.10	Robert M Jason	Various telephone conferences re transfer tax issues.
7/29/03	1.00	Xiaojie Wang	Search over Westlaw and other sources to see whether Oklahoma public sale statute is valid under bankruptcy context.
7/30/03	2.70	Xiaojie Wang	Update master tax schedule (1.2); research re Georgia real property tax lien priority issues (1.5).

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

Date	Hours	Name	Description
7/31/03	1.40	Natalie H Keller	Conference with M. Carew re protests and follow-up re same (.2); telephone conference with H. Mink re Ernst & Young analysis of transfer taxes and follow-up re same (.2); draft letter to Minnesota re pre-petition taxes (1.0).
7/31/03	.90	Natalie H Keller	Telephone conferences with C. Hernandez re trust fund tax issues (.2); telephone conferences with R. Stovall re tax issues (.3); telephone conference with D. Baker re reconciliation of state tax issues (.4).
7/31/03	2.20	Natalie H Keller	Review and respond to e-mail correspondence re tax issues (.3); revise master tax schedule (.5); review correspondence from Oklahoma and Minnesota re state taxes and consider same (1.4).
	147.20		TOTAL HOURS

Description of Expenses

Description	Amount
West Publishing-TP,Database Usage 6.03	28.92
West Publishing-TP,Database Usage 6.03	88.00
West Publishing-TP,Database Usage 6.03	135.23
West Publishing-TP,Database Usage 6.03	14.04
West Publishing-TP,Database Usage 6.03	13.30
Telephone call to: RICHMOND,BC 604-244-4631	2.78
West Publishing-TP,Database Usage 6.03	.37
Telephone call to: OKLA CITY,OK 405-945-8775	.62
Scanned Images	.45
West Publishing-TP,Database Usage 6.03	7.18
West Publishing-TP,Database Usage 6.03	18.05
Overtime Transportation, N. Keller, 6/11/03	5.90
Fax page charge to 512-482-8341	1.50
Fax page charge to 512-482-8341	3.00
Standard Copies	2.60
Natalie Keller, Meals, Overtime Meals-Attorney, Chicago, Illinois, 07/14/03, (Overtime Meals)	17.30
Fax page charge to 651-282-2817	.75
Natalie Keller, Meals, Overtime Meals-Attorney, Chicago, Illinois, 07/18/03, (Overtime Meals)	7.25
Telephone call to: DALLAS NE,TX 972-906-1429	4.16
Telephone call to: NEWYORKCTY,NY 212-819-8311	.62
Telephone call to: SANFRNCSCO,CA 415-544-1100	.62
Telephone call to: RICHMOND,BC 604-244-4631	.56
Telephone call to: RICHMOND,BC 604-244-4631	1.11
Telephone call to: CANADA,BC 604-331-8303	.56
Telephone call to: DULUTH,MN 218-729-3330	1.25
Telephone call to: DALLAS,TX 214-969-8376	1.87
Telephone call to: TORONTO,ON 416-597-4153	8.85

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

Description	Amount
Telephone call to: TORONTO,ON 416-597-4153	.84
Standard Copies	.10
Telephone call to: CANADA,BC 604-331-8303	8.34
Telephone call to: EASTERN,NE 402-441-8844	1.66
Total Expenses	$ 377.78

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.# 2692998

IN THE MATTER OF **Travel**
File No. 40575-0030

For legal services rendered through July 31, 2003 (see attached Description of Legal Services for detail)	$ 90,251.50
For disbursements incurred through July 31, 2003 (see attached Description of Expenses for detail)	$ 94,970.85
Total for legal services rendered and expenses incurred	$ 185,222.35

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

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Ashley H Anderson	1.50	345.00	517.50
Alexander Barnard	14.00	420.00	5,880.00
Heather D Bawden	8.00	270.00	2,160.00
Steven E Bledsoe	6.10	500.00	3,050.00
Robert T Buday	3.20	510.00	1,632.00
Damian D Capozzola	4.20	410.00	1,722.00
Paul S Caruso	2.00	410.00	820.00
Eva H Davis	6.00	545.00	3,270.00
Jason A Friedman	2.00	375.00	750.00
Nicole E Goldstein	7.00	270.00	1,890.00
Renee D Honigberg	8.20	410.00	3,362.00
Andrew G Horne	20.00	345.00	6,900.00
Steven R Kotarba	3.00	420.00	1,260.00
Eric C Liebeler	20.70	525.00	10,867.50
Amit Mehta	16.50	345.00	5,692.50
Andrew E Paris	14.50	455.00	6,597.50
Richard Radnay	3.00	345.00	1,035.00
Haleh Rahjoo	3.20	345.00	1,104.00
Geoffrey A Richards	8.30	460.00	3,818.00
Andrew R Running	2.00	510.00	1,020.00
Laura Thomas	19.00	345.00	6,555.00
Victoria Wales	2.00	310.00	620.00
Richard L Wynne	16.50	670.00	11,055.00
Adam J Gorman	13.80	105.00	1,449.00
Andrew J Groesch	11.50	190.00	2,185.00
Claude W Irmis	.90	190.00	171.00
Michael Najjarpour	23.20	105.00	2,436.00
Joseph A Patrevito	8.50	115.00	977.50
Alison V Keeny	9.70	150.00	1,455.00
Total	258.50		$ 90,251.50

Description of Legal Services

Date	Hours	Name	Description
7/01/03	14.00	Amit Mehta	Prepare transition services agreement (8.5); conference with P. Caruso, J. Alix and Fleming re same (.8); telephone conference with E. Davis and C. Pak re same (4.7).
7/01/03	2.00	Paul S Caruso	One-half non-working travel from Dallas to Chicago.
7/01/03	1.50	Heather D Bawden	One-half non-working travel from Chicago to New York.
7/02/03	2.50	Amit Mehta	One-half non-working travel back to Chicago from client offices.
7/02/03	2.00	Steven R Kotarba	One-half non-working travel to Chicago following work on-site at Company HQ re SOFAs and Schedules.
7/03/03	3.00	Richard Radnay	One-half non-working travel time from Dallas to Chicago.
7/03/03	3.20	Alison V Keeny	One-half non-working travel from Chicago, IL to Lewisville, TX to work on-site at Company HQ to reconcile PACA claims.
7/03/03	3.00	Michael Najjarpour	One-half non-working travel from Dallas to Chicago.
7/03/03	2.00	Eva H Davis	One-Half non-working travel time to New York from Los Angeles.
7/04/03	2.00	Heather D Bawden	One-half non-working travel from New York to Chicago.
7/06/03	2.00	Heather D Bawden	One-half non-working travel from Chicago to New York.
7/06/03	2.00	Eva H Davis	One-half non-working travel time from New York to Los Angeles.
7/07/03	3.00	Andrew G Horne	One-half non-working travel to

Date	Hours	Name	Description
			Cleveland.
7/07/03	3.00	Alison V Keeny	One-half non-working travel from Chicago, IL to Lewisville, TX to work on-site at Company HQ to reconcile PACA claims.
7/07/03	3.00	Michael Najjarpour	One-half non-working travel time to Dallas to work on PACA reconciliation at Fleming.
7/07/03	4.00	Andrew E Paris	Travel from Vancouver to San Francisco for meetings with M. Walsh.
7/08/03	1.20	Robert T Buday	One Half non-working travel to Dallas, TX for meetings with Keen Consulting and to address real property issues for C&S sale (1.2).
7/08/03	2.50	Heather D Bawden	One-half non-working travel from New York to Chicago--delay due to weather in Chicago.
7/08/03	3.00	Nicole E Goldstein	One-half non-working travel to Canton, OH, for Nickles Bakery depositions.
7/08/03	.90	Claude W Irmis	Coordinate A. Gorman travel arrangements to Dallas office.
7/08/03	3.00	Alexander Barnard	One-half non-working travel to Ohio for E. Soehnlen deposition.
7/08/03	2.00	Eva H Davis	One-half non-working travel time to Los Angeles from New York.
7/08/03	2.10	Eric C Liebeler	One-half non-working travel time to Texarkana, TX.
7/09/03	6.50	Adam J Gorman	One-half non-working travel from Monee, IL to Lewisville, TX to work on-site at Company HQ to reconcile PACA claims.
7/09/03	3.00	Andrew G Horne	One-half non-working travel to Louisville.
7/09/03	4.00	Joseph A Patrevito	One-half non-working travel from Chicago, IL to Lewisville, TX to work

Date	Hours	Name	Description
			on-site at Company HQ to reconcile PACA claims.
7/09/03	2.00	Laura Thomas	Travel to San Francisco for depositions of T. Morrow and G. Antholzer.
7/09/03	7.00	Andrew E Paris	Travel to New York for expert depositions.
7/10/03	4.00	Nicole E Goldstein	One-half non-working travel to DC.
7/10/03	4.00	Andrew G Horne	One-half non-working time travel to Stockton for Foster Farms deposition.
7/10/03	4.00	Laura Thomas	One-half non-working travel time back to Los Angeles.
7/11/03	2.00	Alexander Barnard	One-half non-working travel back to NY from Ohio.
7/11/03	3.50	Alison V Keeny	One-half non-working travel from Chicago, IL to Lewisville, TX to work on-site at Company HQ to reconcile PACA claims.
7/11/03	4.20	Michael Najjarpour	One-half non-working travel from Dallas to Chicago.
7/11/03	3.00	Andrew J Groesch	One-half non-working travel time between Lewisville, TX and Chicago after working on PACA reconciliation at Fleming.
7/11/03	3.00	Eric C Liebeler	One-half non-working travel time to Dallas.
7/12/03	3.50	Eric C Liebeler	One-half non-working travel time to Los Angeles.
7/13/03	4.00	Eric C Liebeler	One-half non-working travel time to Delaware.
7/14/03	5.00	Andrew G Horne	One-half non-working travel from Los Angeles to New York.
7/14/03	1.00	Joseph A Patrevito	Travel to and from Alix Partners from Lewisville, TX to Dallas, TX.

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

Date	Hours	Name	Description
7/14/03	2.00	Andrew J Groesch	One-half non-working travel time from Chicago to Lewisville, TX to work at Fleming on PACA reconciliation.
7/15/03	8.00	Richard L Wynne	Travel from Los Angeles to Delaware and while in flight review of objections to bid procedures by Kraft, Albertsons, Sara Lee and outline preparation of responses.
7/15/03	3.00	Andrew J Groesch	Half travel time from Dallas to Wilmington, DE to prepare for 7/17/03 Omnibus hearing.
7/15/03	1.50	Geoffrey A Richards	Travel to Delaware to prepare for hearings (1.5) (billed at one-half time).
7/16/03	1.80	Michael Najjarpour	One-half non-working travel from Chicago, IL to Lewisville, TX to work on-site at Company HQ to reconcile PACA claims.
7/17/03	1.00	Geoffrey A Richards	Travel to New York (1.0) (billed at one half time).
7/18/03	7.30	Adam J Gorman	One-half non-working travel from Lewisville, TX to Monee, IL to finish week.
7/18/03	4.00	Richard L Wynne	Return travel from Delaware to Los Angeles after hearings (billed at one-half time).
7/18/03	3.50	Joseph A Patrevito	One-half non-working travel from Chicago, IL to Lewisville, TX to work on-site at Company HQ to reconcile PACA claims.
7/18/03	3.00	Michael Najjarpour	One-half non-working travel from Company HQ in Lewisville, TX to Chicago, IL.
7/18/03	8.00	Laura Thomas	Travel time home from Wilmington.
7/18/03	1.50	Andrew J Groesch	Half non-billable travel from

Date	Hours	Name	Description
			Wilmington, DE to Chicago, IL in connection with the 7/17/03 Omnibus hearing.
7/18/03	4.00	Eric C Liebeler	Half of travel time to Los Angeles.
7/18/03	3.50	Andrew E Paris	One-half nonworking travel from Philadelphia to Los Angeles.
7/20/03	3.00	Andrew G Horne	One-half non-working travel to Delaware for class certification hearing.
7/20/03	3.00	Steven E Bledsoe	One-half travel from Los Angeles to Dallas for depositions re Albertson's motion to lift stay.
7/20/03	2.50	Damian D Capozzola	Travel time to Delaware for class certification hearing when unable to perform substantive work.
7/20/03	2.50	Renee D Honigberg	Travel (billed at half-time) from Chicago to Dallas for depositions re Albertson's motion to lift automatic stay.
7/20/03	4.10	Eric C Liebeler	Half travel to Wilmington, Delaware.
7/21/03	5.00	Alexander Barnard	One-half non-working travel to Ohio.
7/22/03	2.00	Andrew G Horne	One-half non-working travel from Wilmington to New York.
7/22/03	4.00	Alexander Barnard	One-half non-working travel back from Ohio.
7/22/03	2.50	Michael Najjarpour	Half of non-working travel to Dallas to work on PACA reconciliation at Fleming.
7/22/03	5.00	Laura Thomas	One-half non-working travel time to Los Angeles.
7/22/03	1.70	Damian D Capozzola	One-half non-working travel time from class certification hearing.
7/22/03	2.80	Geoffrey A Richards	Travel to New York for creditors' meeting (2.8) (billed at half time, travel delays).

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

Date	Hours	Name	Description
7/24/03	3.10	Steven E Bledsoe	One-half non-working travel time from Dallas to Los Angeles (returning for depositions re Albertson's motion to lift stay).
7/24/03	5.70	Renee D Honigberg	Attend deposition of M. Teal (3.2); travel (billed at half-time) from Dallas to Chicago (2.5).
7/24/03	1.50	Geoffrey A Richards	Return to Chicago (1.5) (one half travel time).
7/25/03	.50	Ashley H Anderson	One-half non-working travel time to and from Core-Mark.
7/25/03	2.40	Michael Najjarpour	One-half non-working travel from Fleming in Dallasto Chicago.
7/27/03	3.20	Haleh Rahjoo	One-half non-working from Los Angeles to Dallas and Fleming's headquarters.
7/28/03	2.00	Jason A Friedman	Travel to Dallas, Texas.
7/28/03	2.00	Robert T Buday	Travel to Dallas, TX.
7/28/03	1.00	Steven R Kotarba	One-half non-working travel to Dallas, TX to work on-site at Company to prepare for sale hearing.
7/28/03	2.00	Victoria Wales	Travel to Dallas, TX.
7/28/03	.50	Ashley H Anderson	One-half non-working travel time to and from Core-Mark.
7/28/03	3.30	Michael Najjarpour	One-half non-working travel from Chicago, IL to Lewisville, TX to work on-site at Fleming Company Headquarters to reconcile PACA claims.
7/28/03	2.00	Andrew J Groesch	One-half non-working travel from Chicago, IL to Lewisville, TX to work on-site at Company HQ to reconcile executory contract cure objections.
7/28/03	1.50	Geoffrey A Richards	One-half non-working travel time billed between Chicago and Dallas to work on

Date	Hours	Name	Description
			executory cure objection analysis.
7/29/03	.50	Ashley H Anderson	One-half non-working travel time to Core-Mark headquarters.
7/30/03	2.00	Andrew R Running	One-half of non-working travel time to New York for F. Huffard and T. Stenger witness preparation meetings.
7/31/03	4.50	Richard L Wynne	One-half non-working travel time from Los Angeles to New york for hearing preparation.
	258.50		TOTAL HOURS

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

Description of Expenses

Description	Amount
Richard Wynne, Hotel, Wilmington, DE, 04/20/03, (Hearing)	247.32
Richard Wynne, Airfare, Philadelphia, PA, 04/20/03 to 04/23/03, (Hearing)	1,976.88
Richard Wynne, Transportation, To/From Airport, LAX/Home, 04/20/03, (Hearing)	88.00
Richard Wynne, Meals, Travel Meals, Wilmington, DE, 04/20/03, (Hearing)	30.90
Richard Wynne, Other, Other, 04/20/03, (Hearing)	400.00
Richard Wynne, Hotel, Wilmington, DE, 04/21/03, (Hearing)	247.32
Richard Wynne, Trainfare, Philadelphia, PA, 04/21/03 to 04/21/03, (Hearing)	112.00
Richard Wynne, Transportation, To/From Airport, LAX/Home, 04/22/03, (Hearing)	93.00
Richard Wynne, Hotel, Dallas, TX, 04/28/03, (Meeting)	211.25
Richard Wynne, Airfare, Dallas, TX, 04/28/03 to 04/30/03, (Meeting)	1,861.02
Richard Wynne, Transportation, To/From Airport, Dallas, TX, 04/28/03, (Meeting)	60.00
Richard Wynne, Hotel, Vancouver, Canada, 04/29/03 (Meeting)	232.23
Richard Wynne, Airfare, Vancouver, Canada, 04/29/03 to 04/30/03, (Meeting)	691.36
Richard Wynne, Transportation, To/From Airport, Vancouver, Canada, 04/29/03, (Meeting)	222.60
Richard Wynne, Meals, Travel Meals, Vancouver, Canada, 04/29/03, (Meeting)	56.68
Richard Wynne, Meals, Travel Meals, Dallas, TX, 04/29/03, (Meeting)	4.29
Richard Wynne, Airfare, Canada/LA, 04/30/03 to 04/30/03, (Meeting)	1,471.80
Richard Wynne, Transportation, To/From Airport, LAX, 04/30/03, (Meeting)	86.74
Richard Wynne, Transportation, To/From Airport, Vancouver, Canada, 04/30/03, (Meeting)	7.15
Richard Wynne, Parking, LAX, 04/30/03, (Meeting)	67.90
Geoffrey Richards, Telephone, Telephone	10.83

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

Description	Amount
While Traveling, 05/04/03, (Hearing)	
Richard Wynne, Hotel, Wilmington, DE, 05/04/03, (Hearing)	247.32
Geoffrey Richards, Hotel, Wilmington, DE, 05/04/03, (Hearing)	235.44
Geoffrey Richards, Airfare, Philadelphia, PA, 05/04/03 to 05/09/03, (Hearing)	750.00
Richard Wynne, Transportation, To/From Airport, Home/LAX, 05/04/03, (Hearing)	88.00
Geoffrey Richards, Transportation, To/From Airport, Chicago, IL, 05/04/03, (Hearing)	40.00
Geoffrey Richards, Transportation, To/From Airport, Philadelphia, PA, 05/04/03, (Hearing)	70.88
Richard Wynne, Meals, Travel Meals, Wilmington, DE, 05/04/03, (Hearing)	70.75
Geoffrey Richards, Telephone, Telephone While Traveling, 05/05/03, (Hearing)	10.84
Richard Wynne, Hotel, Wilmington, DE, 05/05/03, (Hearing)	247.32
Geoffrey Richards, Hotel, Wilmington, DE, 05/05/03, (Hearing)	235.44
Richard Wynne, Transportation, To/From Airport, Philadelphia, PA, 05/05/03, (Hearing)	225.78
Geoffrey Richards, Meals, Travel Meals, Wilmington, DE, 05/05/03, (Hearing)	26.75
Geoffrey Richards, Meals, Travel Meals, Wilmington, DE, 05/05/03, (Hearing)	22.60
Geoffrey Richards, Telephone, Telephone While Traveling, 05/06/03, (Hearing)	50.20
Geoffrey Richards, Hotel, Dallas, TX, 05/06/03, (Hearing)	224.25
Richard Wynne, Airfare, Philadelphia, PA, 05/04/03 to 05/06/03, (Hearing)	1,974.36
Geoffrey Richards, Airfare, Dallas, TX, 05/06/03 to 05/09/03, (Hearing)	573.00
Richard Wynne, Transportation, To/From Airport, Philadelphia, PA, 05/06/03, (Hearing)	159.62
Richard Wynne, Transportation, To/From Airport, Home/LAX, 05/06/03, (Hearing)	93.00
Geoffrey Richards, Transportation, To/From Airport, Dallas, TX, 05/06/03,	308.95

Description	Amount
(Hearing)	
Richard Wynne, Meals, Travel Meals, Wilmington, DE, 05/06/03, (Hearing)	59.20
Geoffrey Richards, Telephone, Telephone While Traveling, 05/07/03, (Hearing)	87.39
Binding	5.25
Geoffrey Richards, Hotel, Dallas, TX, 05/07/03, (Hearing)	224.25
Richard Wynne, Meals, Travel Meals, Wilmington, DE, 05/07/03, (Hearing)	19.75
Geoffrey Richards, Meals, Travel Meals, Dallas, TX, 05/07/03, (Hearing)	71.89
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 05/07/03, (Hearing)	45.00
Geoffrey Richards, Transportation, Local Cabfares Dallas, TX, 05/07/03, (Hearing)	45.00
Geoffrey Richards, Telephone, Telephone While Traveling, 05/08/03, (Hearing)	76.93
Telephone call to: CHICAGO,IL 312-861-2400	1.27
Geoffrey Richards, Hotel, Dallas, TX, 05/08/03, (Hearing)	224.25
Geoffrey Richards, Meals, Travel Meals, Dallas, TX, 05/08/03, (Hearing)	59.48
Geoffrey Richards, Other, Tips, 05/08/03, (Hearing)	2.00
Geoffrey Richards, Airfare, Philadelphia, PA, 05/09/03 to 05/09/03, (Hearing)	1,234.00
Geoffrey Richards, Transportation, To/From Airport, Dallas, TX, 05/09/03, (Hearing)	28.00
Geoffrey Richards, Transportation, To/From Airport, Chicago, IL, 05/09/03, (Hearing)	93.28
Telephone call to: LEWISVILLE,TX 972-906-8662	3.16
Telephone call to: LEWISVILLE,TX 972-906-8662	1.50
Telephone call to: CHICAGO,IL 312-972-0542	18.99
Telephone call to: CHICAGO,IL 312-972-0542	.96
Telephone call to: NEW YORK,NY 212-530-5770	.91
Telephone call to: CHICAGO,IL	10.67

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

Description	Amount
312-972-0542	
Telephone call to: BOSTON,MA	1.94
617-753-1100	
Telephone call to: CHICAGO,IL	1.64
312-861-2400	
Telephone call to: NEW YORK,NY	.72
212-446-4944	
Telephone call to: LOMBARD,IL	4.94
630-916-6584	
Richard Wynne, Airfare, Philadelphia, PA, 05/18/03 to 05/20/03, (Hearing)	3,051.60
Richard Wynne, Transportation, To/From Airport, LAX/Home, 05/18/03, (Hearing)	88.00
Richard Wynne, Trainfare, Wilmington, DE, 05/19/03 to 05/19/03, (Hearing)	157.00
Richard Wynne, Transportation, To/From Airport, LAX/Home, 05/20/03, (Hearing)	93.00
Richard Wynne, Transportation, To/From Airport, Wilmington, DE, 05/20/03, (Hearing)	70.88
Steven Kotarba, Airfare, Lewisville, Texas, 06/16/03 to 06/18/03, (Client Meeting), Agent Fee included	1,640.00
Amit Mehta, Telephone, Cellular Service, 06/14/03 (Cellular Telephone)	112.20
UPS Dlvry to:Steve Kotarba,Glen Ellyn,IL from:Eddie Roscoe, Jr.	23.97
Steven Kotarba, Hotel, Grapevine, TX, 06/16/03, (Client Meeting)	210.68
Steven Kotarba, Hotel, Grapevine, TX, 06/17/03, (Client Meeting)	210.68
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 06/17/03, (Client Meeting), Dinner	15.00
Steven Kotarba, Meals, Travel Meals, Lewisville, TX, 06/17/03, (Client Meeting), Lunch	12.00
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 06/18/03, (Client Meeting), Lunch	12.00
Steven Kotarba, Meals, Travel Meals, Lewisville, TX, 06/18/03, (Client Meeting), Dinner	11.50
Steven Kotarba, Car Rental, Dallas, TX, 06/16/03 to 06/18/03, (Client Meeting)	240.77
Telephone call to: DALLAS NE,TX	.62

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

Description	Amount
972-724-2600	
Crown Coach - Transportation to/from airport, Paul S Caruso	60.30
Crown Coach - Local Transportation, Michael Najjarpour	58.40
Crown Coach - Transportation to/from airport, Andrew J Groesch	82.30
Crown Coach - Transportation to/from airport, James M Celeski	88.40
Crown Coach - Transportation to/from airport, Amit Mehta	56.05
Crown Coach - Transportation to/from airport, Richard Radnay	56.05
Crown Coach - Transportation to/from airport, Paul S Caruso	60.30
Andrew Groesch, Telephone, Telephone While Traveling, 06/30/03, (Meeting), Telephone charges for Najjarpour paid by Groesch	34.69
DESOTO CAB COOPERATIVE, INC. - Local Transportation - 06/01/03 Transportation Ashley Anderson	13.00
Andrew Groesch, Hotel, Grapevine, TX, 06/30/03, (Meeting), Hotel froom for Alison Keeny	178.08
Andrew Groesch, Hotel, Grapevine, TX, 06/30/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX, 06/30/03, (Meeting), Hotel for Andrew Groesch	178.08
Crown Coach - Transportation to/from airport, Andrew J Groesch	79.10
Crown Coach - Transportation to/from airport, Michael Najjarpour	58.40
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 06/30/03, (Meeting), In room meals for Michael Najjarpour	61.44
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 06/30/03, (Meeting), Breakfast	7.78
Andrew Groesch, Meals, Travel Meals, Grapevine, TX, 06/30/03, (Meeting), Sportsmans Club for A. Keeny paid by Groesch	5.00
Andrew Groesch, Meals, Travel Meals,	47.30

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

Description	Amount
Dallas, TX, 06/30/03, (Meeting), Lunch	
Steven Kotarba, Hotel, Dallas, Texas, 07/01/03, (Client Meeting), Stayed 1 night longer than anticipated.	140.00
Andrew Groesch, Hotel, Grapevine, TX, 07/01/03, (Meeting), Hotel froom for Alison Keeny	178.08
Andrew Groesch, Hotel, Grapevine, TX, 07/01/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/01/03, (Meeting), Hotel for Andrew Groesch	178.08
Andrew Groesch, Airfare, Dallas, TX, 06/23/03 to 06/27/03, (Meeting), Airfare for J. Celeski	1,600.00
Andrew Groesch, Airfare, Dallas, TX, 06/23/03 to 06/27/03, (Meeting), Airfare for Michael Najjarpour	1,600.00
Andrew Groesch, Airfare, Dallas, TX, 06/25/03 to 06/27/03, (Meeting), Airfare for Alison Keeny	1,549.00
Andrew Groesch, Airfare, Dallas, TX, 06/23/03 to 06/27/03, (Meeting), Airfare for Andrew Groesch	1,600.00
Damian Capozzola, Transportation, To/From Airport OKLAHOMA CITY, OK, 07/01/03, (Deposition Preparation)	22.00
Crown Coach - Transportation to/from airport, Paul S Caruso	60.30
Steven Kotarba, Meals, Travel Meals, Lewisville, TX, 07/01/03, (Client Meeting), Dinner	85.71
Amit Mehta, Meals, Travel Meals, Dallas, TX, 07/01/03, (Client Meeting)	8.00
Amit Mehta, Meals, Travel Meals, Dallas, TX, 07/01/03, (Client Meeting)	23.00
Damian Capozzola, Meals, Travel Meals, OKLAHOMA CITY, OK, 07/01/03, (Deposition Preparation)	8.20
Damian Capozzola, Meals, Travel Meals, OKLAHOMA CITY, OK, 07/01/03, (Deposition Preparation)	4.34
Andrew Groesch, Car Rental, Dallas, TX, 06/23/03 to 06/27/03, (Meeting)	426.83
Paul Caruso, Car Rental, Dallas, TX,	206.03

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

Description	Amount
06/29/03 to 07/01/03, (Client Meeting)	
Damian Capozzola, Transportation, Local Cabfares, OKLAHOMA CITY, OK, 07/01/03, (Deposition Preparation)	7.00
Damian Capozzola, Parking, OKLAHOMA CITY, OK, 07/01/03, (Deposition Preparation)	30.57
Steven Kotarba, Telephone, Telephone While Traveling, 07/02/03, (Client Meeting)	.57
Standard Copies	3.00
Fed Exp to: ,EL SEGUNDO,CA from:MAILROOM	13.40
Fed Exp to: ,LEWISVILLE,TX from:MAILROOM	7.76
Andrew Groesch, Hotel, Grapevine, TX, 07/02/03, (Meeting), Hotel froom for Alison Keeny	178.08
Andrew Groesch, Hotel, Grapevine, TX, 07/02/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/02/03, (Meeting), Hotel for Andrew Groesch	178.08
Amit Mehta, Transportation, To/From Airport, Dallas, TX, 07/02/03, (Client Meeting)	38.00
Crown Coach - Transportation to/from airport, Amit Mehta	58.40
Crown Coach - Transportation to/from airport, Steven R Kotarba	70.75
Amit Mehta, Meals, Travel Meals, Dallas, TX, 07/02/03, (Client Meeting)	8.00
Amit Mehta, Meals, Travel Meals, Dallas, TX, 07/02/03, (Client Meeting)	12.00
Amit Mehta, Meals, Travel Meals, Chicago, IL, 07/02/03, (Client Meeting)	45.86
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/02/03, (Meeting), Dinner	35.00
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/02/03, (Meeting), Lunch	15.45
Amit Mehta, Other, Tips, 07/02/03, (Client Meeting)	5.00
Standard Copies	.20
Andrew Groesch, Hotel, Dallas, TX, 07/03/03, (Meeting), Hotel for Andrew Groesch	178.08
Amit Mehta, Airfare, Dallas, TX,	640.10

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

Description	Amount
07/03/03 to 07/03/03, (Client Meeting)	
Andrew Paris, Airfare, Vancouver, Canada, 07/03/03 to 07/07/03, (Attend Deposition)	573.37
Crown Coach - Transportation to/from airport, Michael Najjarpour	56.05
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/03/03, (Meeting), Lunch	53.16
Andrew Paris, Transportation, Local Cabfares, Vancouver, Canada, 07/03/03, (Attend Deposition)	23.04
Andrew Groesch, Hotel, Dallas, TX, 07/04/03, (Meeting), Hotel for Andrew Groesch	178.08
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/04/03, (Meeting), Dinner	30.00
Andrew Groesch, Hotel, Dallas, TX, 07/05/03, (Meeting), Hotel for Andrew Groesch	178.08
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/05/03, (Meeting), Dinner	23.22
Andrew Groesch, Hotel, Dallas, TX, 07/06/03, (Meeting), Hotel for Andrew Groesch	178.08
Andrew Paris, Hotel, Vancouver, Canada, 07/06/03, (Attend Deposition)	66.98
Crown Coach - Transportation to/from airport, Richard Radnay	58.40
Crown Coach - Transportation to/from airport, Richard Radnay	58.40
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/06/03, (Meeting), Lunch	10.00
Andrew Groesch, Telephone, Telephone While Traveling, 07/07/03, (Meeting), Telephone charges in room of M.Najjarpour	.57
Fed Exp to:AUDREY JOHNSON,CHICAGO,IL from:ALISON KEENY	7.73
Fed Exp to:STEVE KOTARBA,CHICAGO,IL from:ANDREW GROESCH	10.71
Andrew Groesch, Hotel, Dallas, TX, 07/07/03, (Meeting), Hotel for Andrew Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/07/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	180.44

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

Description	Amount
Andrew Groesch, Hotel, Dallas, TX, 07/07/03, (Meeting), Room for Alison Keeny by Groesch	180.44
Andrew Paris, Hotel, San Francisco, California, 07/07/03, (Attend Deposition)	251.66
Andrew Groesch, Hotel, Dallas, TX, 07/07/03, (Meeting), Additional room for Alison Keeny paid by Groesch	180.44
Eric Liebeler, Airfare, Los Angeles, 07/08/03 to 07/11/03, (Attend Deposition)	1,026.04
Andrew Paris, Airfare, San Francisco, California, 07/07/03 to 07/09/03, (Attend Deposition)	270.79
Crown Coach - Transportation to/from airport, Michael Najjarpour	56.05
Andrew Paris, Transportation, To/From Airport, San Francisco, California, 07/07/03, (Attend Deposition)	30.96
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/07/03, (Meeting), In room meals for Alison Keeny by Groesch	36.12
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/07/03, (Meeting), In room meals for Michael Najjarpour	17.19
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/07/03, (Meeting)	8.00
Andrew Paris, Meals, Travel Meals, San Francisco, California, 07/07/03, (Attend Deposition)	31.14
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/07/03, (Meeting), Meals for A. Keeny paid by Groesch	16.65
Andrew Groesch, Transportation, Gas, Dallas, TX, 07/07/03, (Meeting)	21.66
Andrew Paris, Transportation, Local Cabfares, San Francisco, California, 07/07/03, (Attend Deposition)	17.28
Patricia C Myers - Secretarial overtime	35.55
Fed Exp to:RICHARD BERGER,LOS ANGELES,CA from:ANDREW GROESCH	13.24
Andrew Groesch, Hotel, Dallas, TX, 07/08/03, (Meeting), Hotel for Andrew Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX,	180.44

Description	Amount
07/08/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	
Andrew Groesch, Hotel, Dallas, TX, 07/08/03, (Meeting), Room for Alison Keeny by Groesch	180.44
Eric Liebeler, Hotel, Los Angeles, 07/08/03, (Attend Deposition)	81.85
Andrew Paris, Hotel, San Francisco, California, 07/08/03, (Attend Deposition)	251.66
Andrew Groesch, Hotel, Dallas, TX, 07/08/03, (Meeting), Additional room for Alison Keeny paid by Groesch	180.44
Steven Kotarba, Airfare, Dallas, TX, 07/09/03 to 07/18/03, (Client Meeting), Agent Fee included	1,600.00
Eric Liebeler, Airfare, Los Angeles, 07/13/03 to 07/17/03, (Court Hearing)	1,978.50
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/08/03, (Meeting), Dinner	54.09
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/08/03, (Meeting), Lunch	38.92
Andrew Paris, Meals, Travel Meals, San Francisco, California, 07/08/03, (Attend Deposition)	54.48
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/08/03, (Meeting), Meals for A. Keeny paid by Groesch	19.47
Andrew Paris, Transportation, Local Cabfares, San Francisco, California, 07/08/03, (Attend Deposition)	66.00
Andrew Groesch, Hotel, Dallas, TX, 07/09/03, (Meeting), Hotel for Andrew Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/09/03, (Meeting), Additional room for Joseph Patrevito	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/09/03, (Meeting), Additional room for Adam Gorman	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/09/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	180.44
Andrew Groesch, Hotel, Dallas, TX, 07/09/03, (Meeting), Room for Alison Keeny by Groesch	180.44

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

Description	Amount
Eric Liebeler, Hotel, Los Angeles, 07/09/03, (Attend Deposition)	81.85
Laura Thomas, Hotel, San Francisco, CA, 07/09/03, (Deposition Preparation)	272.46
Andrew Paris, Hotel, New York, New York, 07/09/03 (Attend Deposition)	354.57
Andrew Groesch, Hotel, Dallas, TX, 07/09/03, (Meeting), Additional room for Alison Keeny paid by Groesch	180.44
Steven Kotarba, Airfare, Dallas, TX, 07/11/03 to 07/18/03, (Client Meeting), Agent Fee included	1,600.00
Laura Thomas, Airfare, San Francisco, CA, 07/09/03 to 07/10/03, (Deposition Preparation), Airfare	609.00
Andrew Paris, Airfare, New York, New York, 07/09/03 to 07/13/03, (Attend Deposition)	1,884.86
Crown Coach - Transportation to/from airport, Joseph A Patrevito	58.40
Laura Thomas, Transportation, To/From Airport, San Francisco, CA, 07/09/03, (Deposition Preparation), LAX to Home	40.00
Andrew Paris, Transportation, To/From Airport, New York, New York, 07/09/03, (Attend Deposition)	40.00
Joseph Patrevito, Transportation, To/From Airport Dallas, TX, 07/09/03, (To/From Airport)	37.00
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/09/03, (Meeting), Dinner	131.80
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/09/03, (Meeting), Lunch	62.14
Laura Thomas, Meals, Travel Meals, San Francisco, CA, 07/09/03, (Deposition Preparation), Room Service	48.80
Laura Thomas, Meals, Travel Meals, San Francisco, CA, 07/09/03, (Deposition Preparation), Room Service	17.86
Laura Thomas, Meals, Travel Meals, San Francisco, CA, 07/09/03, (Deposition Preparation), Travel Meal	14.70
Laura Thomas, Meals, Travel Meals, San Francisco, CA, 07/09/03, (Deposition Preparation), Travel Meal	15.17
Andrew Paris, Meals, Travel Meals, New	4.52

Description	Amount
York, New York, 07/09/03, (Attend Deposition)	
Andrew Paris, Meals, Travel Meals, New York, New York, 07/09/03, (Attend Deposition)	43.25
Andrew Paris, Meals, Travel Meals, New York, New York, 07/09/03, (Attend Deposition)	16.26
Joseph Patrevito, Meals, Travel Meals, Dallas, TX 07/09/03, (Restructuring)	5.44
Laura Thomas, Car Rental, San Francisco, CA, 07/09/03 to 07/10/03, (Deposition Preparation), Rental Car	95.12
Laura Thomas, Parking, San Francisco, CA, 07/09/03, (Deposition Preparation), Overnight Parking	38.00
Andrew Paris, Transportation, Local Cabfares, Philadelphia, Pennsylvania, 07/09/03, (Attend Deposition)	53.00
Andrew Paris, Other, Tips, 07/09/03, (Attend Deposition)	6.00
Andrew Groesch, Telephone, Telephone While Traveling, 07/10/03, (Meeting), Telephone charges for Michael Najjarpour	34.69
Scanned Images	.15
Scanned Images	.15
Scanned Images	.15
Andrew Groesch, Hotel, Dallas, TX, 07/10/03, (Meeting), f/A.Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/10/03, (Meeting), Additional room for Joseph Patrevito by Groesch	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/10/03, (Meeting), Additional room for Adam Gorman	178.08
Andrew Groesch, Hotel, Dallas, TX, 07/10/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	180.44
Andrew Groesch, Hotel, Dallas, TX, 07/10/03, (Meeting), Room for Alison Keeny by Groesch	180.44
Eric Liebeler, Hotel, Los Angeles, 07/10/03, (Attend Deposition)	81.85
Eric Liebeler, Hotel, Los Angeles, 07/10/03, (Attend Deposition), Additional meeting room for client prep	56.06

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

Description	Amount
Andrew Paris, Hotel, New York, New York, 07/10/03 (Attend Deposition)	341.74
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/10/03, (Meeting), Meals in room 6/30/03 - 7/10/03	90.66
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/10/03, (Meeting), Lunch	100.25
Andrew Paris, Meals, Travel Meals, New York, New York, 07/10/03, (Court Hearing)	47.66
Andrew Paris, Meals, Travel Meals, New York, New York, 07/10/03, (Attend Deposition)	5.00
Andrew Paris, Meals, Travel Meals, New York, New York, 07/10/03, (Attend Deposition)	5.00
Andrew Groesch, Other, Other, 07/10/03, (Meeting) other hotel tax	.27
Andrew Paris, Other, Valet/Laundry Services, New York, New York, 07/10/03, (Attend Deposition)	49.00
Steven Kotarba, Hotel, Dallas, TX, 07/11/03, (Client Meeting)	178.08
Steven Kotarba, Hotel, Dallas, TX, 07/11/03, (Client meeting), Paid for by Steve Kotarba	178.08
Eric Liebeler, Hotel, Los Angeles, 07/11/03, (Attend Deposition)	145.77
Andrew Paris, Hotel, New York, New York, 07/11/03 (Attend Deposition)	341.74
Crown Coach - Transportation to/from airport, Andrew J Groesch	69.60
Crown Coach - Transportation to/from airport, Michael Najjarpour	58.40
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/11/03, (Meeting), Lunch	27.82
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 07/11/03, (Client Meeting)	42.00
Eric Liebeler, Meals, Travel Meals, Los Angeles, 07/11/03, (Attend Deposition)	36.65
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/11/03, (Attend Deposition)	5.00
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/11/03, (Attend Deposition)	50.00

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

Description	Amount
Andrew Paris, Meals, Travel Meals, New York, New York, 07/11/03, (Attend Deposition)	28.00
Eric Liebeler, Car Rental, Los Angeles, 07/08/03 to 07/11/03, (Attend Deposition)	286.55
Andrew Groesch, Transportation, Gas, Dallas, TX, 07/11/03, (Meeting)	13.63
Eric Liebeler, Other, Other, 07/11/03, (Attend Deposition)	10.99
Andrew Paris, Transportation, Local Cabfares, New York, New York, 07/11/03, (Attend Deposition)	14.04
Steven Kotarba, Hotel, Dallas, TX, 07/12/03, (Client Meeting)	178.08
Steven Kotarba, Hotel, Dallas, TX, 07/12/03, (Client meeting), Paid for by Steve Kotarba	178.08
Andrew Paris, Hotel, New York, New York, 07/12/03 (Attend Deposition)	341.74
Andrew Paris, Airfare, Philadelphia, Pennsylvania 07/13/03 to 07/18/03, (Court Hearing)	1,792.14
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 07/12/03, (Client meeting), Dinner	32.10
Andrew Paris, Meals, Travel Meals, New York, New York, 07/12/03, (Attend Deposition)	50.00
Andrew Paris, Meals, Travel Meals, New York, New York, 07/12/03, (Attend Deposition)	46.00
Andrew Paris, Transportation, Local Cabfares, Wilmington, Delaware, 07/12/03, (Attend Deposition)	12.66
Steven Kotarba, Hotel, Dallas, TX, 07/13/03, (Client Meeting)	178.08
Steven Kotarba, Hotel, Dallas, TX, 07/13/03, (Client meeting), Paid for by Steve Kotarba	178.08
Laura Thomas, Hotel, Wilmington, DE, 07/13/03, (Hearing), Room Service	247.32
Eric Liebeler, Hotel, Los Angeles, 07/13/03, (Court Hearing)	344.52
Andrew Paris, Hotel, Wilmington, Delaware, 07/13/03, (Court Hearing)	344.52

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

Description	Amount
Laura Thomas, Airfare, Wilmington, DE, 07/13/03 to 07/16/03, (Hearing), Airfare	1,792.14
Andrew Paris, Trainfare, Wilmington, Delaware, 07/13/03 to 07/13/03, (Court Hearing)	147.00
Laura Thomas, Transportation, To/From Airport, Wilmington, DE, 07/13/03, (Hearing), LAX to Hotel	47.00
Eric Liebeler, Transportation, To/From Airport, Los Angeles, 07/13/03, (Court Hearing)	70.00
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/13/03, (Hearing), Travel Meal	3.88
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/13/03, (Hearing), Travel Meal	50.00
Eric Liebeler, Meals, Travel Meals, Los Angeles, 07/13/03, (Court Hearing)	18.45
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/13/03, (Court Hearing)	28.92
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/13/03, (Court Hearing)	5.00
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/13/03, (Court Hearing)	46.20
Andrew Paris, Transportation, Local Cabfares, New York, New York, 07/13/03, (Court Hearing)	17.42
Standard Copies	.10
Scanned Images	.60
Scanned Images	.45
Steven Kotarba, Hotel, Dallas, TX, 07/14/03, (Client Meeting)	178.08
Steven Kotarba, Hotel, Dallas, TX, 07/14/03, (Client meeting), Paid for by Steve Kotarba	178.08
ALISON V KEENY - Travel Expense, Lewisville, TX, 6/30/03 to 7/4/03, (Fleming PACA Reclamation)	24.30
Laura Thomas, Hotel, Wilmington, DE, 07/14/03, (Hearing), Room Service	247.32
Eric Liebeler, Hotel, Los Angeles, 07/14/03, (Court Hearing)	344.52

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

Description	Amount
Andrew Paris, Hotel, Wilmington, Delaware, 07/14/03, (Court Hearing)	344.52
Andrew Paris, Hotel, Wilmington, Delaware, 07/14/03, (Court Hearing)	594.00
Richard Wynne, Hotel, Wilmington, DE, 07/14/03, (Hearing)	160.92
Andrew Groesch, Airfare, Dallas, TX, 06/30/03 to 07/11/03, (Meeting), Airfare for Andrew Groesch	1,600.00
Andrew Groesch, Airfare, Dallas, TX, 07/07/03 to 07/11/03, (Meeting), Airfare for Alison Keeny	1,600.00
Andrew Groesch, Airfare, Dallas, TX, 07/07/03 to 07/11/03, (Meeting), Airfare for Michael Najjarpour	1,600.00
ALISON V KEENY - Airfare, Lewisville, TX, 6/30/03 to 7/4/03, (Fleming PACA Reclamation)	1,200.00
Andrew Paris, Airfare, Wilmington, Delaware, 07/14/03 to 07/16/03, (Court Hearing)	829.00
ALISON V KEENY - Transportation to/from airport, Lewisville, TX, 7/7/03, (Fleming PACA Reclamation)	28.00
Crown Coach - Transportation to/from airport, Andrew J Groesch	69.50
Andrew Paris, Transportation, To/From Airport, Wilmington, Delaware, 07/14/03, (Court Hearing)	70.88
ALISON V KEENY - Meal, Lewisville, TX, 6/30/03 to 7/4/03, (Fleming PACA Reclamation)	10.00
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/14/03, (Hearing), Room Service	17.85
Eric Liebeler, Meals, Travel Meals, Los Angeles, 07/14/03, (Court Hearing)	3.25
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/14/03, (Court Hearing)	34.40
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/14/03, (Meeting)	8.76
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/14/03, (Meeting), Breakfast	3.53
Andrew Groesch, Meals, Travel Meals,	41.35

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

Description	Amount
Dallas, TX, 07/14/03, (Meeting), Lunch	
Andrew Groesch, Car Rental, Dallas, TX, 06/30/03 to 07/11/03, (Meeting), Hertz	945.19
ALISON V KEENY - Cabfare and Other Transportation, Lewisville, TX, 6/25/03 to 6/27/03, (Fleming PACA Reclamation)	20.00
Steven Kotarba, Hotel, Dallas, TX, 07/15/03, (Client Meeting)	178.08
Steven Kotarba, Hotel, Dallas, TX, 07/15/03, (Client meeting), Paid for by Steve Kotarba	178.08
Laura Thomas, Hotel, Wilmington, DE, 07/15/03, (Hearing), Room Service	247.32
Eric Liebeler, Hotel, Los Angeles, 07/15/03, (Court Hearing)	344.52
Andrew Paris, Hotel, Wilmington, Delaware, 07/15/03, (Court Hearing)	344.52
Andrew Paris, Hotel, Wilmington, Delaware, 07/15/03, (Court Hearing)	594.00
Richard Wynne, Hotel, Wilmington, DE, 07/15/03, (Hearing)	160.92
Richard Wynne, Airfare, Philadelphia, PA, 07/15/03 to 08/18/03, (Hearing)	2,237.14
Andrew Groesch, Transportation, To/From Airport, Dallas, TX, 07/15/03, (Meeting), from Fleming to DFW	28.00
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 07/15/03, (Client Meeting)	16.00
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/15/03, (Hearing), Travel Meal	48.40
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/15/03, (Hearing), Room Service	41.50
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/15/03, (Hearing), Servibar	6.50
Eric Liebeler, Meals, Travel Meals, Los Angeles, 07/15/03, (Court Hearing)	25.30
Eric Liebeler, Meals, Travel Meals, Los Angeles, 07/15/03, (Court Hearing)	3.00
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/15/03, (Court Hearing)	15.20
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/15/03, (Court	50.00

Description	Amount
Hearing)	
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/15/03, (Court Hearing)	7.10
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/15/03, (Court Hearing)	18.00
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/15/03, (Court Hearing)	11.25
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/15/03, (Meeting)	35.07
Eric Liebeler, Other, Valet/Laundry Services, 07/15/03, (Court Hearing)	7.00
Andrew Paris, Other, Valet/Laundry Services, Wilmington, Delaware, 07/15/03, (Court Hearing)	8.50
Steven Kotarba, Telephone, Telephone While Traveling, 07/16/03, (Client Meeting)	19.86
Standard Copies	1.10
Scanned Images	1.05
Steven Kotarba, Hotel, Dallas, TX, 07/16/03, (Client Meeting)	160.28
Steven Kotarba, Hotel, Dallas, TX, 07/16/03, (Client Meeting)	178.08
Steven Kotarba, Hotel, Dallas, TX, 07/16/03, (Client meeting), Paid for by Steve Kotarba	178.08
Laura Thomas, Hotel, Wilmington, DE, 07/16/03, (Hearing), Hotel	454.86
Eric Liebeler, Hotel, Los Angeles, 07/16/03, (Court Hearing), Hotel room - Evan Gronowitz	189.00
Eric Liebeler, Hotel, Los Angeles, 07/16/03, (Court Hearing)	189.00
Andrew Paris, Hotel, Wilmington, Delaware, 07/16/03, (Court Hearing)	189.00
Steven Kotarba, Airfare, Dallas, TX, 07/16/03 to 07/18/03, (Client meeting), Agent Fee included	1,600.00
Michael Najjarpour, Transportation, To/From Airport, Lewisville, TX, 07/16/03, (Document Production)	23.10
Richard Wynne, Transportation, To/From Airport, Philadelphia, PA, 07/16/03,	70.88

Description	Amount
(Hearing)	
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/16/03, (Hearing), Room Service	21.65
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/16/03, (Court Hearing)	18.45
Andrew Paris, Meals, Travel Meals, Wilmington, Delaware, 07/16/03, (Court Hearing)	7.35
Scanned Images	1.95
Scanned Images	1.65
Steven Kotarba, Hotel, Dallas, TX, 07/17/03, (Client Meeting)	160.28
Steven Kotarba, Hotel, Dallas, TX, 07/17/03, (Client Meeting)	178.08
Eric Liebeler, Hotel, Los Angeles, 07/17/03, (Court Hearing), Hotel room - Evan Gronowitz	454.86
Eric Liebeler, Hotel, Los Angeles, 07/17/03, (Court Hearing)	454.86
Andrew Paris, Hotel, Philadelphia, Pennsylvania, 07/17/03, (Court Hearing)	454.86
Andrew Groesch, Hotel, Wilmington, DE, 07/17/03, (Meeting)	312.12
Richard Wynne, Hotel, Wilmington, DE, 07/17/03, (Hearing)	470.88
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 07/17/03, (Client Meeting)	31.97
Andrew Paris, Meals, Travel Meals, Philadelphia, Pennsylvania, 07/17/03, (Court Hearing)	49.50
Eric Liebeler, Other, Other, 07/17/03, (Court Hearing)	9.95
Andrew Paris, Other, Tips, Philadelphia, Pennsylvania, 07/17/03, (Court Hearing)	10.00
Andrew Groesch, Telephone, Internet Access, 07/18/03, (Meeting), fees to access internet	8.90
Andrew Paris, Airfare, Philadelphia, Pennsylvania 07/18/03 to 07/18/03, (Court Hearing)	966.75
Andrew Paris, Airfare, Philadelphia, Pennsylvania 07/18/03 to 07/18/03, (Court Hearing)	966.75
Crown Coach - Transportation to/from	71.50

Description	Amount
airport, Andrew J Groesch	
Eric Liebeler, Transportation, To/From Airport, Los Angeles, 07/18/03, (Court Hearing)	70.00
Andrew Paris, Transportation, To/From Airport, Wilmington, Delaware, 07/18/03, (Court Hearing)	25.00
Michael Najjarpour, Meals, Travel Meals, Lewisville, TX, 07/18/03, (Document Production)	10.49
Laura Thomas, Meals, Travel Meals, Wilmington, DE 07/18/03, (Hearing), Travel Meal	20.46
Andrew Paris, Meals, Travel Meals, Philadelphia, Pennsylvania, 07/18/03, (Court Hearing)	11.44
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/18/03, (Meeting), Breakfast	9.37
Joseph Patrevito, Meals, Travel Meals, Dallas, TX 07/18/03, (Restructuring)	1.79
Richard Wynne, Parking, LAX, 07/18/03, (Hearing)	90.00
Renee Honigberg, Telephone, Telephone While Traveling, 07/20/03, (Attend Deposition)	7.60
Renee Honigberg, Hotel, Dallas, TX, 07/20/03, (Attend Deposition)	247.25
Renee Honigberg, Airfare, Dallas, TX, 07/20/03 to 07/24/03, (Attend Deposition), To Dallas, TX	822.50
Felix Lebron, Transportation, To/From Airport, Dallas, Texas, 07/20/03, (Attend Deposition)	45.00
Renee Honigberg, Transportation, To/From Airport, Chicago, IL, 07/20/03, (Attend Deposition)	42.00
Renee Honigberg, Transportation, To/From Airport, Dallas, TX, 07/20/03, (Attend Deposition)	40.00
Renee Honigberg, Meals, Travel Meals, Dallas, TX, 07/20/03, (Attend Deposition)	51.65
Renee Honigberg, Meals, Travel Meals, Chicago, IL 07/20/03, (Attend Deposition)	5.02

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

Description	Amount
Felix Lebron, Other, Tips, 07/20/03, (Attend Deposition)	10.00
Renee Honigberg, Telephone, Telephone While Traveling, 07/21/03, (Attend Deposition)	57.45
Telephone call to: DALLAS NE,TX 972-906-1368	2.70
Telephone call to: NY CITY,NY 917-940-4413	5.40
Telephone call to: DETROIT,MI 313-393-7450	1.45
Telephone call to: STATE OF,DE 302-778-6401	1.87
Renee Honigberg, Hotel, Dallas, TX, 07/21/03, (Attend Deposition)	247.25
Steven Kotarba, Airfare, Dallas, TX, 07/22/03 to 07/25/03, (Client Meeting), Agent Fee included	1,600.00
Michael Najjarpour, Transportation, To/From Airport, Lewisville, TX, 07/21/03, (Document Production)	23.10
Richard Wynne, Transportation, To/From Airport, Wilmington, DE, 07/21/03, (Hearing)	77.42
Renee Honigberg, Meals, Travel Meals, Dallas, TX, 07/21/03, (Attend Deposition)	18.14
Paul Caruso, Telephone, Cellular Service, 07/22/03, (Cellular Telephone)	36.79
Steven Kotarba, Telephone, Telephone While Traveling, Dallas, TX, 07/22/03, (Client Meeting)	21.25
Renee Honigberg, Telephone, Telephone While Traveling, 07/22/03, (Attend Deposition)	81.01
Telephone call to: NORTH WEST,NJ 973-597-2312	3.95
Steven Kotarba, Hotel, Dallas, TX, 07/22/03, (Client Meeting)	169.17
Renee Honigberg, Hotel, Dallas, TX, 07/22/03, (Attend Deposition)	247.25
Crown Coach - Transportation to/from airport, Michael Najjarpour	56.05
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 07/22/03, (Client Meeting)	15.35
Steven Kotarba, Hotel, Dallas, TX,	169.17

Description	Amount
07/23/03, (Client Meeting)	
Renee Honigberg, Hotel, Dallas, TX, 07/23/03, (Attend Deposition)	247.25
Renee Honigberg, Meals, Travel Meals, Dallas, TX, 07/23/03, (Attend Deposition)	44.40
Steven Kotarba, Telephone, Telephone While Traveling, Dallas, TX, 07/24/03, (Client Meeting)	9.23
Renee Honigberg, Telephone, Telephone While Traveling, 07/24/03, (Attend Deposition)	2.85
Steven Kotarba, Hotel, Dallas, TX, 07/24/03, (Client Meeting)	169.17
Renee Honigberg, Airfare, Dallas, TX, 07/20/03 to 07/24/03, (Attend Deposition), From Dallas, TX	822.50
Renee Honigberg, Transportation, To/From Airport, Chicago, IL, 07/24/03, (Attend Deposition)	38.00
Renee Honigberg, Transportation, To/From Airport, Dallas, TX, 07/24/03, (Attend Deposition)	40.00
Steven Kotarba, Meals, Travel Meals, Dallas, TX, 07/24/03, (Client Meeting)	19.30
Felix Lebron, Other, Tips, 07/24/03, (Attend Deposition)	5.00
Felix Lebron, Other, Tips, 07/24/03, (Attend Deposition)	25.00
Telephone call to: CANOGAPARK,CA 818-703-6140	5.61
Haleh Rahjoo, Hotel, Dallas, Texas, 07/27/03, (Client Meeting)	122.73
Haleh Rahjoo, Transportation, To/From Airport, Los Angeles, CA, 07/27/03, (To/From Airport)	40.00
Haleh Rahjoo, Meals, Travel Meals, Dallas, Texas, 07/27/03, (Client Meeting)	21.11
Haleh Rahjoo, Meals, Travel Meals, Los Angeles, CA, 07/27/03, (Client Meeting)	10.49
Haleh Rahjoo, Hotel, Lewisville, Texas, 07/28/03, (Client Meeting)	135.59
Andrew Groesch, Hotel, Grapevine, TX, 07/28/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	178.08

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

Description	Amount
Andrew Groesch, Hotel, Grapevine, TX, 07/28/03, (Meeting)	179.81
STEVEN E BLEDSOE - Travel Expense 7/20-7/24/03 - Hotel - Dallas, TX - Deposition, TX - Deposition in Albertson's matter	994.28
STEVEN E BLEDSOE - Travel Expense 7/20-7/24/03 - Hotel - Dallas, TX - Deposition Albertson's matter	989.00
STEVEN E BLEDSOE - Travel Expense 7/20-7/24/03 - Airfare - Dallas, TX - Deposition, TX - Deposition in Albertson's matter	1,384.00
Michael Najjarpour, Transportation, To/From Airport, Lewisville, TX, 07/28/03, (Document Production)	24.30
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/28/03, (Meeting), Breakfast	3.53
STEVEN E BLEDSOE - Travel Expense 7/20-7/24/03 - Meals - Dallas, TX - Deposition, TX - Deposition in Albertson's matter	277.88
STEVEN E BLEDSOE - Travel Expense 7/20-7/24/03 - Car Rental - Dallas, TX - Deposition, TX - Deposition in Albertson's matter	312.20
STEVEN E BLEDSOE - Travel Expense 7/20-7/24/03 - Auto mileage/parking & tolls - Dallas, TX - Deposition, TX - Deposition in Albertson's matter	140.84
STEVEN E BLEDSOE - Travel Expense 7/20-7/24/03 - Tips - Dallas, TX - Deposition, TX - Deposition in Albertson's matter	33.00
Haleh Rahjoo, Hotel, Lewisville, Texas, 07/29/03, (Client Meeting)	135.59
Andrew Groesch, Hotel, Grapevine, TX, 07/29/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	178.08
Andrew Groesch, Hotel, Grapevine, TX, 07/29/03, (Meeting), Hotel for Thadiece Perkins paid by Groesch	189.28
Andrew Groesch, Hotel, Grapevine, TX, 07/29/03, (Meeting)	179.81
Andrew Groesch, Meals, Travel Meals,	43.75

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

Description	Amount
Dallas, TX, 07/29/03, (Meeting), Lunch	
Andrew Groesch, Meals, Travel Meals, Grapevine, TX, 07/29/03, (Meeting), Meals for M. Najjarpour	14.17
Andrew Groesch, Meals, Travel Meals, Grapevine, TX, 07/29/03, (Meeting), Meals for T. Perkins paid by Groesch	30.73
Haleh Rahjoo, Hotel, Dallas, Texas, 07/30/03, (Client Meeting)	224.25
Andrew Groesch, Hotel, Grapevine, TX, 07/30/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	178.08
Andrew Groesch, Hotel, Grapevine, TX, 07/30/03, (Meeting), Hotel for Thadiece Perkins paid by Groesch	189.28
Andrew Groesch, Hotel, Grapevine, TX, 07/30/03, (Meeting)	179.81
Andrew Running, Hotel, New York, NY, 07/30/03, (Witness Meeting)	291.74
Andrew Running, Airfare, New York, NY, 07/30/03 to 08/01/03, (Witness Meeting)	586.60
Andrew Running, Transportation, To/From Airport, New York, NY, 07/30/03, (Witness Meeting)	12.50
Andrew Groesch, Meals, Travel Meals, Grapevine, TX, 07/30/03, (Meeting)	1.00
Andrew Groesch, Meals, Travel Meals, Dallas, TX, 07/30/03, (Meeting), Lunch	14.73
Andrew Running, Meals, Travel Meals, New York, NY 07/30/03, (Witness Meeting)	89.04
Haleh Rahjoo, Hotel, Dallas, Texas, 07/31/03, (Client Meeting)	224.25
Andrew Groesch, Hotel, Grapevine, TX, 07/31/03, (Meeting), Hotel for Michael Najjarpour paid by Groesch	178.08
Andrew Groesch, Hotel, Grapevine, TX, 07/31/03, (Meeting), Hotel for Thadiece Perkins paid by Groesch	189.28
Andrew Groesch, Hotel, Grapevine, TX, 07/31/03, (Meeting)	179.81
Andrew Running, Hotel, New York, NY, 07/31/03, (Witness Meeting)	291.74
Haleh Rahjoo, Meals, Travel Meals, Dallas, Texas, 07/31/03, (Client Meeting)	8.00
Andrew Groesch, Meals, Travel Meals,	76.60

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

Description	Amount
Dallas, TX, 07/31/03, (Meeting), Dinner Andrew Groesch, Meals, Travel Meals,	14.91
Grapevine, TX, 07/31/03, (Meeting), Dinner for M. Najjarpour Andrew Groesch, Meals, Travel Meals,	10.00
Grapevine, TX, 07/31/03, (Meeting), Meals for T. Perkins paid by Groesch Andrew Groesch, Meals, Travel Meals,	22.00
Dallas, TX, 07/31/03, (Meeting), Lunch Andrew Groesch, Meals, Travel Meals,	7.74
Dallas, TX, 07/31/03, (Meeting), Lunch Andrew Groesch, Meals, Travel Meals,	4.93
Dallas, TX, 07/31/03, (Meeting), Lunch for M. Najjarpour paid by Groesch Andrew Running, Meals, Travel Meals, New	9.00
York, NY 07/31/03, (Witness Meeting) Andrew Running, Meals, Travel Meals, New	74.00
York, NY 07/31/03, (Witness Meeting) Andrew Running, Meals, Travel Meals, New	5.00
York, NY 07/31/03, (Witness Meeting)	
Total Expenses	$ 94,970.85