

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			various telephone conferences/emails D. Ginsburg re open issues on bank consent (.4); review revised drafts of bank consent (.2).
7/16/03	.30	Willard G Fraumann, P.C.	Review sale timeline (.1); review and respond to voicemails and e-mails re schedule (.2).
7/16/03	2.00	Renee D Honigberg	Prepare for and participate in conference call with S. Bledsoe and client re deposition preparation on Albertson's motion to lift automatic stay (1.5); and follow up research on Albertson's financial statements per same (.5).
7/16/03	2.80	Daneen L Jachino	E-mails to and from C. Pak re HSR (.1); review agreement (.5); work on HSR (1.9); draft signature pages and forward to K. Richesson (.3).
7/16/03	2.80	Mark L Kovner	Antitrust analysis; discuss same with client and Blackstone.
7/16/03	11.80	Nathaniel M Marrs	Review and revise most recent draft of mortgage form (.7); review and revise proposed addenda to mortgages; review and revise proposed forms of mortgages for each of 17 states (6.8); draft, review and revise IL local counsel opinion (2.6); telephone conference and email correspondence re same with J. Calascibetta and other White & Case attorneys (1.7).
7/16/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/16/03	2.20	Geoffrey A Richards	Prepare for and participate in telephone conferences with C&S re bidding procedures objection resolution (1.4); telephone conference with A. Denatale and D. Ginsberg re bid procedures hearing objections (.8).
7/17/03	.50	Julie C Olsen	Telephone conference with purchaser's

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			attorney for Elm Grove, Wisconsin property re title issue.
7/17/03	10.50	Richard Radnay	Draft and revise disclosure schedules and conference calls with Skadden and Fleming managers re same.
7/17/03	6.00	Charles C Pak	Review and negotiate cure escrow agreement re C&S transaction with Skadden (1.0); review and further negotiate disclosure schedules re C&S transaction with Skadden (4.0); draft and distribute letter amendment agreement re C&S purchase agreement (1.0).
7/17/03	10.40	Robert T Buday	Participate in conferences re obtaining environmental reports for properties to be sold at auction and address issues re scope and nature of reports to be obtained (2.2); review and revise proposed purchase agreement for Kearney, NE (1.2); review and revise proposed purchase agreement for Marquette, MI (1.8); address issues re revisions to purchase agreement for Memphis, TN (1.0); address issues re status of title and survey and participate in multiple conferences with Chicago Title re title work for new properties located by Fleming in connection with the sale to C&S (4.2).
7/17/03	.80	Steven R Kotarba	Discussions with P. Rynn (.3) and R. Wynne (.3) re resolution of PACA Claimant objection to bidding procedures; draft email summary re same (.2).
7/17/03	3.60	Richard J Tilley	Telephone conference with K. Taddei re receipt of wires (.4); telephone conference with K. Taddei re signatures and written confirmation of wires (.3); telephone conference with entire Fleming, K&E and C&S teams re finalizing documents (1.0); telephone conference with E. Alexander re

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			distribution list (.2); telephone conference with G. Hesse re schedules and Core Mark (.3); telephone conference with M. Genereux re potential bidders for wholesale assets (.5); contact potential bidders re updated schedules (.3); update distribution list (.6).
7/17/03	3.20	Richard J Tilley	Review and revise deposit and cure escrow agreements (1.0); telephone conference with M. Genereux re potential bidders (.3); telephone conference with K. Taddei re wiring instructions and escrow accounts (.3); discuss preliminary closing books with internal K&E team (.4); prepare amendment to APA re removal of Barbos entity (.5); telephone conference with K. Fuhrma re final escrow agreements (.2); telephone conference with A. Groesch re final escrow agreements (.3); telephone conference with D. Maxey re Piggly Wiggly confidentiality agreement (.2); coordinate re original and fax copies of signature pages to deposit escrow agreement (.3).
7/17/03	.80	Peter M Spingola	Review and analyze e-mails re escrow agreements, TSA and schedules to APA with C&S.
7/17/03	1.20	Robert M Jason	Various telephone conferences re tax lien issues (.6); review revised language re same (.3); review side letter (.3).
7/17/03	2.00	Heather D Bawden	Meet periodically with R. Radnay (.5); prepare and circulate schedule updates (1.2); review correspondence (.3).
7/17/03	5.30	Shirley S Cho	Revise bidding procedures order and exhibits for filing (1.5); telephone conference with G. Richards re same (.5); revise bidding procedures objection chart (1.0); review voicemail from S. Kotarba re PACA Trust objection

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			to bidding procedures (.1); review and forward withdrawal of objections to bidding procedures order (.1); telephone conference with C. Lhulier re bidding procedures order for court (.2); telephone conference with G. Richards and R. Wynne re results of court hearing and revisions to cure notice (.4); draft supplemental cure notice accordingly (1.0); email correspondence with Z. Mosner re scope of sale order (.2); email correspondence with K. Ziman re adequate assurance of future performance (.2); email correspondence with J. Sullivan re potential bidder (.1).
7/17/03	2.70	Shirley S Cho	Telephone conference with G. Richards re bidding procedures objections (.5); telephone conference with R. Wynne and R. Chesley re Albertson's objection to bidding procedures (.3); telephone conference with R. Wynne re status of objections to bidding procedures (.2); telephone conference with R. Wynne and G. Richards re same (.3); telephone conference with R. Wynne, K. Ziman, G. Richards re bidding procedure objections (.5); telephone conference with B. Fleming re IBM Objection to bidding procedures (.6); telephone conference with E. Davis re same (.1); email to B. Fleming re same (.2).
7/17/03	2.50	Victoria Wales	Review numerous correspondence from landlords and respond thereto.
7/17/03	4.00	Victoria Wales	Conference with counsel re objections filed to motion to reject certain unexpired leases and try to resolve (1.5); research case law re subtenant rights if sale order assigning leases free and clear of all encumbrances (2.5).
7/17/03	6.00	Ashley H Anderson	Continue review of due diligence

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			material in data room and discuss disclosure options with bankers and client.
7/17/03	.50	J Garrett Van Osdel	Review court docket and correspondence with BMC re signed court orders.
7/17/03	3.10	J Garrett Van Osdel	Review and revise notices for Marshfield asset sales and correspondence with Company and BMC re same (1.1); draft asset sale notice for New Mexico liquor license sale and correspondence with Company and Kirkland & Ellis attorneys re same (.8); multiple telephone conferences and correspondence with Company, Kirkland & Ellis attorneys and Alix Partners re asset sale matters (1.2).
7/17/03	.80	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, documents re sales of de minimis assets for month of June.
7/17/03	.90	Frank A Chavez	Monitor electronic case database re filed pleadings; maintain and distribute, for attorney review and use, electronic case database re motions for sale of assets.
7/17/03	1.40	Seth J Gerson	Telephone conference with members of client, AlixPartners and other members of K&E re various asset sales and dispositions and status thereof (.8); telephone conference with B. Hall re various matters related to sale of NM liquor license and execution of purchase agreement for same (.2); work on various matters related to same, including review of de minimis sale notice for same (.4).
7/17/03	.90	Seth J Gerson	Continue to draft and edit form asset purchase agreement for sale of Core-Mark.
7/17/03	2.20	Seth J Gerson	Work on various matters related to

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			potential sale of Core-Mark and process for same, including data room issues and revising timeline for such transaction (1.4); telephone conference with S. Feuerabendt re same and potential antitrust issues (.2); telephone conference with M. Kovner re antitrust issues and concerns (.2); telephone conference with M. Kovner, M. Genereux and S. Feuerabendt re same (.4).
7/17/03	3.60	Laurie L Ruxton	Work on master table of sites for DIP financing, C&S sale and other sales (2.5); correspond with J. Calascibetta re lender's comments on survey and title matters (.4); prepare issues lists (.7).
7/17/03	1.70	Laurie L Ruxton	Telephone conference with R. Williamson re survey matters and work on follow up re same (.9); telephone conference with J. Nayak re title commitment matters (.3); email correspondence to Bock & Clark re survey instructions (.5).
7/17/03	3.80	Laurie L Ruxton	Telephone conference with F. Rashid re sale auction of Peoria parcel (.4); draft and revise Master Owned Sites chart, C&S chart, DIP charts (2.8); review of title commitments (.6).
7/17/03	3.50	Lois J Broussard	Prepare and organize closing documents index (1.0); prepare and organize closing documents into closing binders (1.0); communicate with R. Tilley re preparation and organization of closing binders and index (.5); edit documents and materials distribution list (1.0).
7/17/03	1.40	Eva H Davis	All hands telephone conferences with C&S (M. Gross, C. Wisterich, B. Hamlin and others), Fleming (K. Richesson, J. Rebel and others), Blackstone (F. Huffard, M. Genereux and others), Alix Partners (T. Stenger and others), Skadden (R. Grossman, J. Wise, K.

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			Kreiger and others), Simpson (K. Ziman and others) to finalize documents for bidding procedures hearing (.7); review and finalize sale documents prior to hearing (.7).
7/17/03	6.00	Eva H Davis	Various telephone conferences/emails with working group to finalize escrow agreements, side letters schedules in preparation for bidding procedures hearing, including telephone conferences with R. Radnay (.4), H. Bawden(.3), R. Grossman(.3), escrow Agent (.2), F. Huffard (.3), T. Stenger (.3), C. Pak (.8), K. Richesson (.8); review multiple revised and final versions of escrow agreements (.6), schedules (.8), side letters (.4), bank consent (.2); meetings with C. Pak and R. Tilley re same (.6).
7/17/03	.50	Willard G Fraumann, P.C.	Review Core-Mark timeline (.2); telephone conference S. Gerson re same (.3).
7/17/03	.80	Mark E Grummer	Telephone conferences with K&E team and J. Wise of Skadden Arps re Phase 1s for properties to be sold.
7/17/03	3.80	Daneen L Jachino	Draft letters re HSR to FTC and DOJ and forwarding packets to Washington (2.5); telephone conferences and e-mails to and from D. Stracte re HSR (.3); conference with V. Beil re HSR (.5); telephone conference with E. Davis and K. Richesson re HSR (.5).
7/17/03	4.70	Nathaniel M Marrs	Telephone conference and correspondence with J. Calascibetta, L. Ruxton and C. Malone re mortgage and title issues (2.2); review and revise state forms of mortgages (1.5); review and revise IL local counsel opinion (1.0).
7/17/03	2.20	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions (1.0); prepare for and participate in asset

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			disposition advisory committee meeting (1.2).
7/17/03	2.80	Sydne J Michel	Review documents re Fox Foods outstanding note balances, account receivables and lease.
7/18/03	2.00	Richard Radnay	Conference calls with Skadden re revisions of disclosure schedules (.5); draft and revise schedules and comments to employee records amendment (1.5).
7/18/03	4.00	Charles C Pak	Review revised bidding procedures re C&S transaction and internal working group and draft amendment to purchase agreement relating to same (1.5); coordinate HSR filing and initial closing preparations (2.5).
7/18/03	4.50	Robert T Buday	Participate in sales call (1.0); address issues re distribution of estoppels and waivers in connection with sale to C&S (1.0); review revised schedules to C&S purchase agreement and discuss process for handling cure notices (2.5).
7/18/03	3.00	Erin N Brady	Conference with M. John re publication notice and follow-up (1.0); review precedent re 1146(c) and follow-up (.4); gather precedent re designation rights and follow-up (1.6).
7/18/03	3.10	Richard J Tilley	Contact potential bidders re schedules (.3); prepare closing binder for APA signing and ancillary agreements (.4); distribute filed copies of the TSA to working group (.4); distribute final escrow agreements to working group (.3); distribute bidding procedures order to working group and Blackstone (.2); telephone conference with L. Grossman re potential bidder as division summary pages (.3); review and revise timeline for APA (1.20)
7/18/03	.30	Peter M Spingola	Review and analyze letter agreement

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			amending APA with C&S (.3).
7/18/03	1.00	Heather D Bawden	Meet and correspond periodically with R. Radnay (.3); review correspondence (.2); update master paper copy of schedules (.3); prepare set of schedules for delivery to AWG (.2).
7/18/03	.50	Christian Lymn	Meeting with Charles and Ric re sale of wholesale business.
7/18/03	3.80	Shirley S Cho	Review and return voicemail of G. Richards re brief in support of sale motion (.1); review and forward several creditor inquiries re cure process (.3); telephone conference with B. Fleming re revisions to bidding procedures order (.3); email to C. Lhulier re same (.2); telephone conference with C. Lhulier re bidding procedures order (.5); further telephone conference with C. Lhulier re same (.4); meet and confer with M. Ghasemi re affidavits of service needed for sale (.4); revise auction timeline (.5); telephone conferences and emails with M. John re service of supplemental cure notice (.4); review revised bidding procedures order (.4); telephone conference with R. Wynne re brief in support of sale (.2); telephone conference with C. Lhulier and A. Groesch re service (.1).
7/18/03	1.50	Shirley S Cho	Telephone conference with M. Touma re bidding procedures (.2); email correspondence with B. Porter re missing cure schedules (.1); review reply email of M. McMahon re adequate assurance of financial information (.1); email to E. Brady re sale argument needed in brief (.1); email correspondence with M. John and E. Brady re publication (.2); review final sale notice for publication (.2); review and forward email from J. Newbold re scope of sale order (.2);

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			review CHEP objection to sale (.2); review and forward inquiries from landlords to V. Wales (.2).
7/18/03	2.20	Richard L Wynne	Preparation of e-mails to all parties re order changes (.6); telephone conferences with C. Lhulier re sale order issues and supplemental notice (three calls) (.5); telephone conferences with G. Richards re sale order issues and supplemental notices (two calls) (.5); telephone conference with F. Huffard, R. Roof and M. Moyer re action plan to deal with cure issues (.6).
7/18/03	.50	Claude W Irmis	Coordinate search, retrieval and distribution of asset sale precedent.
7/18/03	5.00	Victoria Wales	Prepare for and participate in asset disposition call (1.0); conference with numerous landlords and their counsel re proposed sale to C&S (4.0).
7/18/03	4.00	Ashley H Anderson	Continue review of due diligence material in data room and discuss disclosure options with client.
7/18/03	2.40	Ashley H Anderson	Continue review of physical sale documents and provide comments to S. Gerson on sale document areas for enhancement or correction.
7/18/03	2.30	J Garrett Van Osdel	Review court docket re asset sale orders and correspondence with BMC, Pachulski & Kirkland & Ellis attorneys re same (.9); draft sales report for De Minimus asset sales from June 20 to July 18 and correspondence with Pachulski and Kirkland & Ellis attorneys re same (.9); correspondence with Kirkland & Ellis attorneys and McAfee Taft re Bashuas' store purchase (.5).
7/18/03	1.00	J Garrett Van Osdel	Correspondence with Company re bank account matters (.3); review updated

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			asset sale deadlines and pending filings (.7).
7/18/03	.50	Marjon E Ghasemi	Confer with S. Cho re affidavits of service re sale, bid and related notices (.3); telephone conference with M. John re same (.2);
7/18/03	.40	Marjon E Ghasemi	Exchange email correspondence with S. Cho re motion to file schedules to APA under seal (.2); telephone and email to R. Radnay re same (.2).
7/18/03	3.60	Seth J Gerson	Review de minimis sales report to be filed with Bankruptcy Court (.2); draft memorandum to K. Richesson re various Core-Mark related documents (.2); due diligence review of Core-mark related documents and materials posted on on-line data room (3.2).
7/18/03	2.60	Laurie L Ruxton	Prepare title issues memoranda and work on organization of same (1.2); review and respond to email correspondence (.4); conduct telephone conference with V. Wales re closing matters (.4); conduct telephone conference with J. Calasciabetta on mortgaged sites and work on follow up re same (.6).
7/18/03	1.90	Laurie L Ruxton	office conference with N. Marrs and work on follow up re financing matters (.5); create schedule of C&S sites (.5); review title commitments for liens (.9).
7/18/03	4.00	Lois J Broussard	Prepare closing index for closing books (1.5); review and organize closing documents into closing binders/books; communicate with R. Tilley and E. Davis re preparation and organization of closing documents, closing index and closing books (.5); review and edit documents and materials distribution list (2.0).
7/18/03	6.20	Eva H Davis	Review and comment on APA Amendment

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			(.4) and Bidding Procedures order revisions (.4); telephone conferences with C. Pak (.3), R. Tilley (.2), R. Grossman (.3), re same; review and comment on Schedule Revisions (.8); telephone conferences with C. Pak (.3), R. Radnay (.4), H. Bawden (.3), J. Rebel (.3) re same; review and comment on detailed Timeline for deal and covenants based on APA (.8); meeting with M. Webster re revisions to same (.4); review and comment on Timeline for bank hearings (.3); telephone conferences with S. Cho (.2) and G. Richards (.2) re same; all hands telephone conference re cure amount and deal coordination with F. Huffard, K. Richesson, B. Roof, G. Richards, R. Wynne and others (.6).
7/18/03	1.00	Willard G Fraumann, P.C.	Telephone conference S. Gerson re Asset Disposition time schedules (.2); review and respond to voicemails and e-mails re open sale issues (.4); telephone conference E. Davis re same (.4).
7/18/03	1.90	Andrew J Groesch	Telephone conference with M. Monger and R. Wynne re service of supplemental cure notice (.5); telephone conferences with B. Porter re mail file for service of supplemental cure notice (.7); telephone conferences with M. John of BMC re service of supplemental cure notices (.6).
7/18/03	1.10	Daneen L Jachino	E-mails to and from and telephone conference with K. Richesson and J. Rebel re HSR (.3); revise HSR and forward copies to Washington (.5); e-mail from E. Davis and telephone conference with C. Pak re bankruptcy order (.2); telephone conferences with L. Horton re filing HSR (.1).
7/18/03	3.50	Nathaniel M Marrs	Telephone conference and correspondence with J. Calascibetta, L. Ruxton and C. Malone re mortgage and title issues

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			(2.2); review and revise state forms of mortgages (1.3).
7/18/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/18/03	2.40	Geoffrey A Richards	Review and revise bid procedures order based on comments from objectors (1.9); telephone conferences with S. Cho re same (.5).
7/18/03	.50	Geoffrey A Richards	Telephone conference with P. Wilmott re CoreMark transaction structure.
7/19/03	3.50	Victoria Wales	Review bidding procedures motion, motion to sell assets to C&S, and cure notices for purposes of replying to inquiries re same.
7/20/03	2.00	Richard Radnay	Calls with Skadden re disclosure schedules and permits/licenses conference call (1.3); correspondence with Skadden and Fleming re disclosure schedules and filing of motion re confidentiality of certain schedules (.7).
7/20/03	.50	Shirley S Cho	Review and forward entered bidding procedures order to Fleming and Blackstone (.2); email to counsel for potential bidder sale documents (.1); forward Third Circuit decision re 1146(c) to K. Ziman (.1); exchange email correspondence with K. Ziman re cure service list (.1).
7/20/03	2.50	Laurie L Ruxton	Review of title commitments and prepare memoranda summarizing same (1.5); prepare lien and mortgage chart (1.0).
7/21/03	4.00	Richard Radnay	Conference calls with C. Pak and J. Wise at Skadden re open items on disclosure schedules and amendment to asset purchase agreement.
7/21/03	7.00	Charles C Pak	Various telephone conferences with Fleming and internal K&E team re cure

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			costs related to C&S transaction (1.5); revise and negotiate letter amendment agreement and disclosure schedules relating to C&S transaction with Skadden and various telephone conferences with Fleming to discuss the same (5.5).
7/21/03	8.50	Robert T Buday	Participate in numerous calls with landlords and sublandlords re proposed sale to C&S, status of payments to landlords and whether leases and subleases are included in proposed sale to C&S.
7/21/03	2.00	Erin N Brady	Review third circuit 1146(c) opinion (.6); telephone conference with R. Wynne and S. Cho re same and follow-up (.2); review publication list and follow-up (.4); telephone conferences with M. John at BMC re publication issues (.2); telephone conference with M. John re service issues (.2); review and analyze service issues raised by third-parties (.4).
7/21/03	2.00	Richard J Tilley	Telephone conference with K. Eady re confidentiality agreement (.4); telephone conference with R. Carr re Omni Hotel bill (.2); review confidentiality agreements by potential bidder Piggly Wiggly (.5); review and revise index for closing books (.2); review and revise timeline (.5); telephone conference with M. Genereux re schedule 4.12 (.2).
7/21/03	7.50	Nicole M Sarna	Preparation of Legal Descriptions of properties at issue re pending same.
7/21/03	4.50	Heather D Bawden	Prepare for and attend conference call re schedules and open issues (1.4); review correspondence (.3); correspond periodically with R. Radnay, J. Wise and K. Richesson (.5); respond to requests for various schedules (.3); prepare and circulate pdf copy of all

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			schedules (1.8); arrange for conference call to discuss permits and other issues (.2).
7/21/03	.50	Heather D Bawden	Follow-up with J. Wise, R. Radnay and R. Tilley re status of the schedules and additional comments from Skadden.
7/21/03	5.00	Shirley S Cho	Review and revise L. Guerra memorandum re curing assignability of contracts (.8); telephone conference with C. Weidler re same (.1); draft outline of arguments in support of sale motion (2.0); cure call with R. Roof, F. Huffard, G. Richards, K. Richesson (1.5); meet and confer with R. Wynne re sale arguments to research (.3); telephone conference with G. Van Osde11 re research in support of brief and email correspondences re same (.3).
7/21/03	.10	Shirley S Cho	Voicemail to N. Keller re Hechinger decision.
7/21/03	4.50	Richard L Wynne	Telephone conference with G. Richards re preparation work for sale hearing (.3); telephone conference with S. Cho, G. Richards, R. Roof and others re cure issues (1.0); telephone conference with M. Brazburg re use of proceeds from sale (.3); telephone conference with G. Richards re planning for contractual cure battle (.6); telephone conference with S. Cho re set off severability issues (.4); preparation of objections to sale preparation memorandum (.5); conference with E. Davis re APA amendment needed (.6); analyze set off materials with S. Cho re cut off issues (.8).
7/21/03	.50	Denise Wymore	Review email re sale objection chart (.2); conference with F. Chavez re chart (.3).
7/21/03	8.00	Victoria Wales	Prepare for and conference with R. Buday, L. Ruxton and J. Olsen re C&S

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			closing (2.0); conference with R. Buday re cure objections (1.0); prepare correspondence to B. Strybel re the C&S closing and the removal of exception items (.5); conference with numerous landlords and their counsel re real property related issues (4.5).
7/21/03	5.00	Victoria Wales	Respond to numerous inquiries re the cure notices and disputes as to the cure amounts listed on such notices.
7/21/03	5.90	Ashley H Anderson	Continue review of online data room and assemble list of analysis of documents therein.
7/21/03	.90	Ashley H Anderson	Participate in telephone conference with client re Core Mark (.2); meet and discuss Core Mark data room with W. Aycock (.4); prepare for and participate in telephone conference with S. Gerson (.3).
7/21/03	1.80	J Garrett Van Osdel	Review and revise sale notices re Marshfield, Wisconsin asset sale and correspondence with Kirkland & Ellis attorneys and Alix Partners re same (.7); correspondence with BMC re notice delivery (.2); correspondence with S. Cho re severability issues re store sales; review and revise transaction documents re same (.9).
7/21/03	2.10	Marjon E Ghasemi	Review docket re status of various affidavits of service in connection with sale and bidding procedures motion (.8); telephone conference with M. John re same (.3); confer with S. Cho re same (.3); receive several adequate assurance requests (.7).
7/21/03	1.00	Marjon E Ghasemi	Respond to various inquiries re cure amounts.
7/21/03	.70	Seth J Gerson	Review memorandum re antitrust issues/questions related to potential sale of Core-Mark (.3); telephone

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			conference with A. Anderson re Core-Mark on-line data room (.2); review de minimis asset sale notices for sale of certain Core-Mark assets (.2).
7/21/03	3.40	Seth J Gerson	Edit form asset purchase agreement for potential sale of Core-Mark.
7/21/03	2.20	Laurie L Ruxton	Telephone conferences with title company re title issues (.5); review of title commitments (1.3); arrange for legal descriptions to be drafted (.4).
7/21/03	3.60	Laurie L Ruxton	Conference with R. Buday, V. Wales, J. Olsen (1.5); prepare and exchange numerous emails with buyer counsel, title company, surveyor (.8); prepare title review memoranda (1.3).
7/21/03	2.10	Laurie L Ruxton	Prepare closing documents (1.2); revise organizational charts (.9).
7/21/03	4.00	Lois J Broussard	Prepare, edit and review closing index for closing books (1.0); review and organize closing documents into closing binders/books (.5); conference with R. Tilley re schedules to asset purchase agreement (.5); organize and review schedules to the asset purchase agreement; conference with C. Pak re amendment letter to the asset purchase agreement(.5); conference with R. Tilley re preparation and organization of closing documents closing books and closing index (.5); review and edit documents and materials distribution list (1.0).
7/21/03	3.80	Eva H Davis	Various telephone conferences re cure payments and objections with T. Stenger, F. Huffard, B. Roof, K. Richesson, R. Wynne, R. Radnay, C. Pak, G. Richards (.8); telephone conferences with K. Ziman and G. Richards re same (.4); review and comment on APA timeline and task list (.5); meetings

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			with R. Tilley re same, schedules, timing issues, etc. (.8); review and comment on revised APA amendment (.4); meetings with C. Pak re same, schedules, timing issues, and cure issues (.5); telephone conference with B. Roof re timing issues, schedules and TSA (.2); telephone conference K. Richesson re same (.2);
7/21/03	.20	Willard G Fraumann, P.C.	Telephone conference E. Davis re open sale issues.
7/21/03	.30	Daneen L Jachino	E-mails to and from K. Richesson re HSR (.2); e-mail to and conference with V. Beil (.1).
7/21/03	1.80	Nathaniel M Marrs	Email correspondence and telephone conferences with J. Calascibetta, G. Broadway and L. Ruxton re various title and mortgage issues.
7/21/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/21/03	6.60	Geoffrey A Richards	Review memos re setoff and recoupment (2.2); telephone conference with S. Cho re reply brief (.4); outline arguments for same (1.2); review brief (1.1); review 1146(c) caselaw re real estate taxes (.5); telephone conference with K. Ziman re same (.2); draft background for brief (1.).
7/21/03	2.30	Geoffrey A Richards	Review facility standby agreements.
7/22/03	2.00	Julie C Olsen	Telephone conference with M. Bupp re York, Pennsylvania property (.5); telephone conference with M. Zeka re Marquette, Michigan property (.5); conference with R. Buday re owned real properties (1.0).
7/22/03	4.00	Richard Radnay	Conference calls with client and Skadden re disclosure schedules (2.0); draft and revise schedules and review comments from Skadden (2.0).

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7/22/03	3.00	Jason A Friedman	Meeting with R. Buday re discussion of C&S Sale Motion, Asset Purchase Agreement, and cure objection process, telephone conferences with landlords re the same.
7/22/03	3.00	Charles C Pak	Review and negotiate various ancillary agreements re C&S transaction, including letter amendment agreement and various confidentiality agreements.
7/22/03	12.10	Robert T Buday	Participate in sales call (.7); participate in real estate call (1.0); review documents re proposed sale to Bashas and address issues re such sale (2.1); participate in numerous calls with landlords re issues concerning proposed sale to C&S and status of leases for such sale (6.3); address issues re proposed strategy for handling cure objections and review work plan for handling same (2.0).
7/22/03	.50	Erin N Brady	Telephone conference with K&E re response to sale objections and follow-up.
7/22/03	3.20	Richard J Tilley	Telephone conference with R. Eady re confidentiality agreement and release of schedules (.6); review and revise APA timeline (.8); review and revise board resolutions (.2); distribute schedules to bidders (.3); review and revise distribution list (.2); telephone conference with M. Ghasemi re distribution list (.2); distribution of materials to Skadden and C&S (.2); telephone conference with M. Ghasemi re schedule filing (.5); distribute schedules to Delaware counsel (.2).
7/22/03	8.50	Nicole M Sarna	Preparation of legal descriptions.
7/22/03	.30	Christian Lymn	Telephone Conference with Avalon's counsel re Avalon Letter.

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7/22/03	.20	Christian Lymn	Email to S. Chon, R. Berger and R. Stovall re Avalon Letter.
7/22/03	6.30	Shirley S Cho	Review and forward three voicemails re cure notice inquiries (.2); review Hechinger decision (.5); telephone conference with N. Keller re same (.2); email to E. Davis and C. Pak re same (.1); analyze provision of sale order re same (.4); telephone conference with G. Van Osdell re contract review for sale reply brief (.2); telephone conference with R. Buday re cure issues (.2); R. Buday and M. Monger re cure schedules (.1); voicemail to G. Richards re same (.1); attend real property call re lease issues (.8); telephone conference with J. Hager re research needed in support of reply brief (.2); Cure telephone conference with Fleming team and K&E team (1.0); review and revise reply brief in support of sale (2.0); telephone conference with G. Richards and R. Wynne re same (.3).
7/22/03	6.50	Ashley H Anderson	Continue due diligence review of data room re Core-Mark assets and compile list of open issues (6.1); prepare for and participate in email conferences with R. Ynez and W. Aycock (.2); prepare for and participate in telephone conference with S. Gerson re Core-Mark (.2).
7/22/03	1.90	J Garrett Van Osdell	Conference call with Kirkland & Ellis attorneys re C&S reply brief (.8); review transaction documents and precedent materials for draft reply brief (.7); research severability issue (.4).
7/22/03	5.10	J Garrett Van Osdell	Review letter of intent and asset purchase agreement for store sales to Bashas' (3.5); telephone conference and correspondence with Kirkland & Ellis attorneys re same (.7); conference with

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			J. Ho re research of severability issues re store sales and correspondence with S. Cho re same (.9).
7/22/03	3.60	Marjon E Ghasemi	Prepare for and participate in telephone conference re reply brief re sale motion (1.0); numerous telephone conferences with R. Tilley, C. Pak, R. Radnay and Skadden re status of schedules to APA (1.5); several telephone and email conferences with S. McFarland re filing of same (.6); several email and telephone conferences with S. Cho re same (.3); review email from J. Olsen re York and Peoria sales, voicemail to J. Olsen re same (.2).
7/22/03	3.50	Seth J Gerson	Review and edit form of asset purchase agreement and exhibits thereto for sale (3.3); telephone conference with K. Richesson re various aspects of transaction and process for same (.2).
7/22/03	2.70	Seth J Gerson	Work on various matters related to potential transaction for sale of FF&E, liquor licenses and assignment of lease for Tucson store to Bashas', including reviewing terms of offer and numerous correspondences re such offer and revisions thereto (1.6); multiple telephone conferences with G. Van Osdell re same (.2); telephone conference with members of client, AlixPartners and other members of K&E re various asset sales and dispositions and status thereof (.9).
7/22/03	1.90	Laurie L Ruxton	Conduct telephone conference with B. Strybel re title clearance issues and deed preparation (.5); several telephone conferences with V. Wales re closing preparations (.4); conduct telephone conference with J. Bowman re missing legal descriptions (.2); review of Bock & Clark survey status chart (.3); work on deed drafting (.5).

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7/22/03	1.50	Laurie L Ruxton	Conference call with R. Buday, V. Wales, and clients re issues on owned sites (.3); review and respond to email correspondence from J. Bowman and J. Nayak (.4); prepare chart of owned C&S sites with values (.4); revise title review memoranda (.4).
7/22/03	2.70	Richard S Berger	Prepare memorandum to Fleming "team" re setoff and recoupment issues.
7/22/03	5.70	Richard S Berger	Research re offset, recoupment and severability issues for reply brief re sale of motion.
7/22/03	3.50	Lois J Broussard	Review and edit company resolutions re approval of asset purchase agreement (1.0); conference with R. Tilley re review and distribution of company resolutions (.2); prepare, edit and review closing index for closing books (.8); review and organize closing documents into closing binders/books(.8); organize and review schedules to the asset purchase agreement (.2); conference with R. Tilley re preparation and organization of closing documents closing books and closing index (.2); review and edit documents and materials distribution list (.3).
7/22/03	.90	Eva H Davis	Telephone conferences and exchange of emails with B. Fraumann, S. Perl and G. Richards re Nash Finch conflict waiver (.3); review and comment on further revised amendment to APA (.2); telephone conferences with C. Lymn re same (.2); telephone conference with G. Richards re cure issues and bank group (.2).
7/22/03	1.60	Willard G Fraumann, P.C.	Telephone conference E. Davis and G. Richards re open issues (.4); review and respond to voicemails and e-mails; review engagement letter (.8); review

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			C&S Asset Purchase Agreement timeline (.4).
7/22/03	2.50	Nathaniel M Marrs	Email correspondence and telephone conferences with R. Buday, J. Calascibetta, L. Ruxton and M. Sweeney re various title and mortgage issues (1.8); review title materials (.7)
7/22/03	2.20	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions (1.0); prepare for and participate in asset disposition advisory committee meeting (1.2).
7/22/03	1.20	Geoffrey A Richards	Telephone conference with committee re pleading review.
7/22/03	2.30	Geoffrey A Richards	Prepare for and participate in review and revision of brief.
7/23/03	2.00	Julie C Olsen	Coordinate cancellation of Memphis, Tennessee transaction (.5); review draft Oklahoma City purchase agreement (1.5).
7/23/03	4.30	Richard Radnay	Calls with Skadden re schedules (1.0); distribute schedules (.5); review IGA documents re cure amount and calls with M. Fatall re same (2.0); review amendment to acquisition agreement and calls with C. Pak re same (.8).
7/23/03	1.50	Jason A Friedman	Review owned property status chart.
7/23/03	5.00	Charles C Pak	Review and negotiate various ancillary agreements re C&S transaction, including letter amendment agreement and various confidentiality agreements (5.0).
7/23/03	13.20	Robert T Buday	Participate in conferences with Chicago Title and counsel for C&S re status of title and address issues re delivery of title commitments and surveys (3.0); review legal research re exemption of real property sales from transfer taxes

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			under section 1146(c) (3.8); review C&S schedules to determine jurisdictions in which owned and leased real property will be conveyed for purposes of imposition of transfer taxes (2.2); participate in numerous discussions with landlords re lease payments and notice of proposed sale to C&S (4.2).
7/23/03	9.00	Erin N Brady	Review and analyze service issues (2.0); draft discussion for sale response re designation rights (5.0); review cases re same (2.0).
7/23/03	1.90	Richard J Tilley	Telephone conference with M. Genereux re customer defection list (.2); telephone conference with A. Hunter re final APA (.2); telephone conference with S. Cho re Omni Hotel claim (.2); prepare amendment to transition services agreement (1.0); telephone conference with M. Genereux re letter re section 4.10 (.3).
7/23/03	7.50	Nicole M Sarna	Preparation of legal descriptions.
7/23/03	.10	Peter M Spingola	Review final letter agreement with C&S.
7/23/03	1.40	Heather D Bawden	Review and respond to correspondence (.3); prepare and circulate complete pdf set of final schedules (1.1).
7/23/03	6.00	Victoria Wales	Conference with R. Buday re sale to C&S and issues related thereto (1.0); conference with numerous landlords and their counsel re real property related issues (3.0); prepare for and conference with buyer's attorneys, R. Buday, L. Ruxton and the Chicago Title re C&S closing (1.0); review and respond to landlord's inquiries re outstanding payments (1.0).
7/23/03	3.20	Ashley H Anderson	Continue due diligence review of Core-Mark assets (2.7); prepare for and discuss Core-Mark assets with W. Aycok and R. Ynez (0.3); prepare for and

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			participate in telephone conference with S. Gerson re Core-Mark (.2).
7/23/03	4.80	J Garrett Van Osdel	Review and revise Asset Purchase Agreement with Bashas' Inc. and multiple conferences and correspondence with Kirkland & Ellis attorneys and buyer's counsel re same (2.7); review court docket, circulate final sale orders entered by court and correspondence with client and Kirkland & Ellis attorneys re same (1.6); update sale purchase list and critical date summary per final orders (.5).
7/23/03	2.40	J Garrett Van Osdel	Telephone conference with Kirkland & Ellis attorneys re severability and set-off issues (1.7); conference with J. Ho re same (.7).
7/23/03	6.10	Marjon E Ghasemi	Numerous telephone and email conferences with S. Cho, C. Pak and R. Tilley re status of revised APA and exhibits to same (.4); exchange email correspondence with S. McFarland re filing of same (.2); prepare for and participate in telephone conference re reply brief re sale motion (1.0); draft excerpts re omnibus reply brief re sale (4.0); receive several adequate assurance requests (.5).
7/23/03	1.00	Seth J Gerson	Work on various matters and closing documents related to closing of Bradley, IL transaction (.8); draft memorandum to J. Boyd, counsel for purchasers, re same (.2).
7/23/03	3.20	Seth J Gerson	Telephone conference with members of client, AlixPartners and other members of K&E re various asset sales and dispositions and status thereof (.2); review and edit multiple drafts of asset purchase agreement between client and Bashas' re sale of certain FF&E, AZ liquor licenses and assignment of lease and attend to various matters in

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			connection with such transaction (2.8); multiple telephone conferences with G. Van Osdel re same (.2).
7/23/03	2.80	Seth J Gerson	Review and further edit draft of APA and exhibits thereto for sale of Core-Mark (.5); review certain of the material and documents in on-line data room and review and edit memorandum re changes to such data room (2.0); multiple telephone conferences with A. Anderson re same (.3).
7/23/03	1.70	Laurie L Ruxton	Conduct telephone conference with R. Williamson re survey matters and work on follow up re same (.9); conduct telephone conference with J. Nayak re title commitment matters (.3); email correspondence to Bock & Clark re survey instructions (.5).
7/23/03	2.10	Laurie L Ruxton	Several telephone conferences with title company and J. Bowman re title issues and legal descriptions, and follow up re same (1.5); work on drafting of closing documents (.6).
7/23/03	1.20	Laurie L Ruxton	Review of status charts from title company and analyzed information (.4); conduct telephone conferences with V. Wales re closing matters and work on follow up re same. (.8).
7/23/03	3.50	Laurie L Ruxton	Office conferences with R. Buday, V. Wales, (.8); prepare and exchange numerous emails with buyer counsel, title company, surveyor, V. Wales (.9) several conference calls with R. Buday, V. Wales, Skadden Arps counsel (.8); review of tax information and prepare chart of values of owned sites (1.0).
7/23/03	1.20	Laurie L Ruxton	revise organizational charts (.8); work on filing (.4).
7/23/03	.40	Richard S Berger	Memo to R. Wynne, E. Davis, C. Pak and S. Cho re amendments to APA and Sale

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			Order.
7/23/03	.80	Richard S Berger	Research re quia timet and other issues raised in Objection of XL Specialty Insurance.
7/23/03	3.50	Richard S Berger	Research re offset, recoupment and severability issues for APA reply brief.
7/23/03	.50	Richard S Berger	Multiple conferences with Q. Phillips re preparation of brief in support of Asset Purchase Agreement and issues to be discussed therein.
7/23/03	.40	Richard S Berger	Review and analysis of XL Specialty Insurance objection to Asset Purchase Agreement and conference with E. Davis re same.
7/23/03	.20	Richard S Berger	Conference with C. Pak re modifications to Asset Purchase Agreement.
7/23/03	1.60	Richard S Berger	Conference with G. Richard, S. Michel, S. Cho, E. Davis, A. Running and others re preparation of reply brief in support of APA.
7/23/03	1.50	Richard S Berger	Review and analysis of APA and proposed Sale Order re potential setoff and recoupment issues.
7/23/03	.30	Richard S Berger	Conference with E. Davis and S. Cho re APA and Sale Order provisions.
7/23/03	.80	Richard S Berger	Review and analysis of proposed Asset Purchase Agreement and Sale Order and preparation of proposed modifications thereto re offset rights
7/23/03	.50	Richard S Berger	Conference with R. Wynne and S. Michel re setoff and recoupment issues
7/23/03	.70	Richard S Berger	Conference with R. Wynne, G. Richards, E. Davis, S. Cho, K. Richesson, B. Roof, R. Stovall and others re APA, damage analysis on rejection of FSA's

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			and related issues.
7/23/03	.60	Richard S Berger	Office conference with R. Wynne, E. Davis and S. Cho re asset sale issues involving potential offsets.
7/23/03	3.50	Lois J Broussard	Prepare, edit and review closing index for closing books (.5); review and organize closing documents into closing binders/books (.5); organize and review schedules to the asset purchase agreement (.5); conference with R. Tilley re preparation and organization of closing documents closing books and closing index (1.0); review and edit documents and materials distribution list (.5); conference with other representative parties in transaction re bidder potential and who they represent (.5).
7/23/03	3.20	Eva H Davis	Review and comment on revisions to asset purchase agreement amendment (.4); meetings with C. Pak re same (.2); review and comment on transition services agreement amendment (.2); email exchanges with R. Tilley and C. Pak re same (.3); meetings with R. Wynne, D. Berger, S. Cho re issues re offset/recoupment rights (.7); meetings with S. Cho and D. Berger re same (.3); review offset/recoupment Delaware case (.3); meetings with C. Pak re same; telephone conferences with T. Stenger and R. Wynne re same (.2); telephone conference with R. Wynne, B. Roof, T. Stenger, G. Richards, S. Cho re same (.6).
7/23/03	.50	Willard G Fraumann, P.C.	Telephone conference G. Richards and E. Davis re open sale issues.
7/23/03	.50	Daneen L Jachino	Telephone conference with C. Pak re HSR (.2); telephone conference with V. Beil and D. Straite re HSR (.1); review Section 2.6 of Agreement (.1); telephone conference with E. Davis and

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			C. Pak re HSR (.1).
7/23/03	7.80	Quentin T Phillips	Research and prepare setoff and recoupment sections of omnibus reply in support of warehouse distribution sale.
7/23/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/23/03	1.80	Geoffrey A Richards	Prepare for and participate in telephone conference with Kirkland team re brief review.
7/23/03	1.90	Geoffrey A Richards	Telephone conference with bank counsel re sale issues (1.0); follow up call with D. Ginsberg re same (.9).
7/23/03	1.30	Sydne J Michel	Plan and prepare for telephone conference re reply brief in support of sale motion.
7/23/03	1.50	Sydne J Michel	Participate in Kirkland conference call re reply brief to sale motion, setoff re component and severance issues.
7/23/03	1.20	Sydne J Michel	Review and reject Delaware opinions re assumption motions.
7/23/03	1.50	Sydne J Michel	Research whether debtor and purchaser take assets free and clear after sale.
7/24/03	2.50	Richard Radnay	Review amendment to acquisition agreement (.5); conference call re cure amounts and review and revise cure schedule (1.5); review schedules re Hershey contracts (.5).
7/24/03	3.00	Charles C Pak	Revise letter amendment agreement re C&S transaction and review of military supply agreement issues (2.0); initial closing preparations (1.0).
7/24/03	13.30	Robert T Buday	Participate in sales call (1.0); participate in legal issues call (.5); participate in real estate call (1.0); participate in multiple calls re strategy for handling cure objections

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			relative to sale to C&S (2.0); conferences with Chicago Title re transfer tax information, review documents from same and prepare estimates of potential transfer tax amount (3.5); participate in numerous calls with landlords re proposed C&S sale and status of leases in connection with same (5.3).
7/24/03	5.60	Erin N Brady	Draft and revise section re designation rights for omnibus sale reply brief (5.0); conference with M. John re service of sale notice and follow-up (.6).
7/24/03	2.70	Richard J Tilley	Telephone conference with A. Jasso re TSA amendment signatures (.3); update closing book (.2); telephone conference with M. Simon, M. Touma, G. Kyle re default notice and customer defection chart (.6); telephone conference with N. Gray re landlord issues (.3); telephone conference with K. Kreiger re counter signature to Schedule 4.12 (.1); review and revise APA timeline (.2); telephone conference with M. Ghasemi re due diligence requirements (.1); telephone conference with M. Simon of Blackstone re employee non-solicitation (.2); telephone conference with R. Buday and S. Cho re real estate taxes (.2); telephone conference with N. Gray re real estate taxes and C&S sale (.3); distribute signature pages to TSA to Skadden (.2).
7/24/03	1.50	Nicole M Sarna	Prepare chart re leases not rejected or assigned from Non-core properties schedule for V. Wales.
7/24/03	14.50	Shirley S Cho	Draft reply brief in support of sale (9.6); Telephone conference with S. Kotarba, I. Kharasch re cure objections staffing (.7); Telephone conference with R. Wynne, T. Stenger, F. Huffard re cure strategy (1.7); Telephone

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			conference with S. Eagle re PBGC objection (.2); Cure telephone conference with S. Kotarba, M. Sharp, R. Roof et al (.5); Telephone conference with L. Price re same (.2); Telephone conference with D. Capozzola re cure team (.2); telephone conference with E. Liebeler re same (.2); Meet and confer with S. Michel and E. Granowitz re Fleming research for sale brief (.3); Telephone conference with B. Fredrickson re research for sale brief (.2); review research found (.5); Telephone conferences with E. Graff re adequate assurance of financial information (.2).
7/24/03	3.60	Richard L Wynne	Telephone conference with K. Ziman re contractual cure issues and APA changes needed (.5); telephone conference with J. Sprayregen re contractual cure issues (.4); telephone conference with T. Stenger, F. Huffard, R. Roof and L. Price re contractual cure issues, monetary defaults vs. consequential damages (1.8); telephone conference with T. Stenger, F. Huffard, R. Roof and L. Price re Mark Cross re contractual cure issues, monetary defaults vs. consequential damages and negotiations of APA to fix cure cost issue (.5); telephone conference with K. Gwynne re Kraft's military contracts (.2); telephone conference with G. Silverman re sale of Core Mark (.2).
7/24/03	14.50	Victoria Wales	Revise real estate issues list (1.0); prepare for and participate in asset disposition call (1.0); prepare for and participate in legal issues call (1.0); prepare for and participate in real estate call (1.5); prepare for and participate in a cure objection call (1.0); review numerous correspondence from landlords and respond thereto (4.0); conference with numerous landlords and their counsel re the sale

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			to C&S (5.0).
7/24/03	.30	Ashley H Anderson	Prepare and participate in email communications with client and W. Aycock re Core-Mark data room.
7/24/03	3.00	J Garrett Van Osdel	Multiple telephone conferences and correspondence re asset sales (1.1); review and revise asset purchase agreement for Bashas' sale (1.3); telephone conference with bidders re Marshfield assets and research issues related to same (.6).
7/24/03	.60	J Garrett Van Osdel	Review tax issues re Bradley sale (.6).
7/24/03	5.10	Marjon E Ghasemi	Review and revise excerpts re omnibus reply brief re sale motion (4.0); receive requests re adequate assurance information (.5); several telephone conferences re obtaining same (.3); confer with S. Cho re same (.3).
7/24/03	1.20	Seth J Gerson	Due diligence review of Core-Mark documents and materials contained in on-line data room and organization of such materials and documents.
7/24/03	2.00	Seth J Gerson	Telephone conference with members of client, AlixPartners and other members of K&E re various asset sales and dispositions and status thereof (.7); work on certain matters related to various de minimis asset sales, including closing of Bradley, IL transaction and potential transaction with Bashas' for Tucson store (1.1); telephone conference with J. Boyd, counsel for purchasers of Bradley, IL assets, re closing of such transaction (.2).
7/24/03	2.20	Laurie L Ruxton	prepare list of rejected leases on C&S schedule (.7); review of surveys (.4); prepare and revise several organizational status charts (1.1).

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7/24/03	4.10	Laurie L Ruxton	Review and respond to email correspondence re closing matters for C&S transaction (.9); draft deeds for multiple states (2.8); several telephone conferences with V. Wales and follow up re C&S closing matters (.4).
7/24/03	2.00	Laurie L Ruxton	Conduct telephone conferences with R. Rayder and A. Jasso re corporate structure issues and work on follow up re same (1.2); arrange for corporate documents from CT Corporation (.3); review of Corporate Structure Chart (.2); review of tax bills (.3).
7/24/03	2.20	Haleh Rahjoo	Review and reply to multiple emails from S. Kotarba, S. Cho and R. Buday re cure notices (.5); telephone conference with R. Buday re same (.3); telephone conference with K&E and AlixPartners teams re same (.5); review and reply to emails from R. Buday, G. Richards, S. Cho, S. McFarland and G. Van Odseil re notice of abandonment (.7); review emails from S. Kotarba re bar date publication (.2).
7/24/03	2.10	Richard S Berger	Telephone conference with R. Stovall, K. Richesson, F. Huffard, R. Roof, R. Wynne, G. Richards and S. Cho re issues relevant to sale motion and omnibus reply brief and subsequent conferences with R. Wynne and S. Cho re same.
7/24/03	1.20	Richard S Berger	Multiple conferences with Q. Phillips re research projects for omnibus reply brief and re results of research.
7/24/03	6.80	Richard S Berger	Research and preparation of portions of omnibus reply brief.
7/24/03	3.50	Lois J Broussard	Prepare, edit and review closing index for closing books and prepare binders (2.0); conference with R. Tilley re preparation and organization of closing documents closing books and closing index (.5); review and edit documents

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			and materials distribution list(.5); conference with other representative parties in transaction re bidder potential and who they are counsel to (.5).
7/24/03	2.70	Eva H Davis	Telephone conferences with T. Stenger, F. Huffard B. Roof, L. Price, R. Wynne, S. Cho, G. Richards re contractual cure costs and strategy (1.3); telephone conferences with T. Stenger, F. Huffard B. Roof, L. Price, R. Wynne, M. Gross, R. Grossman re contractual cure cost issues and other open issues (.5); review and comment on revised APA amendment (.4); telephone conferences and email exchanges with C. Pak and R. Tilley re same (.5)
7/24/03	4.80	Nathaniel M Marrs	Telephone conferences and correspondence with J. Calascibetta, R. Buday, L. Ruxton, C. Malone and other title company representatives re various title, mortgage and real estate issues (2.4); review and revise latest drafts of mortgages (1.4); review title materials (1.0).
7/24/03	8.00	Quentin T Phillips	Research and prepare inserts re setoff rights, notes, and whether FSA is a personal service agreement for omnibus reply to objections to APA.
7/24/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/24/03	.40	Geoffrey A Richards	Review abandonment notice (.2); telephone conference with G. van Osdel1 re same (.2)
7/24/03	4.50	Geoffrey A Richards	Review severability argument for brief (2.9); telephone conference with D. Berger re same (.8); review sale objections (.8).
7/25/03	4.50	Jason A Friedman	Prepare for and participate in telephone conference re cure objection

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			status (2.0); review C&S Sale Documents re Sale Motion, Asset Purchase Agreement and cure objection response documents (2.5).
7/25/03	1.50	Charles C Pak	Coordinate comments to and revise letter amendment agreement re C&S transaction (1.0); coordinate HSR filing (.5).
7/25/03	12.50	Robert T Buday	Participate in conference re cure notices (1.2); review proposed work plan and strategy for handling cures and address staffing issues re same (3.3); conferences with numerous landlords re proposed sale to C&S (5.5); address issues re potential transfer taxes on assignment of leases, conferences with Chicago Title re same and review state transfer tax laws re leases (2.5).
7/25/03	6.00	Steven R Kotarba	Review sale/cure objections, summarize same, internal discussions re same, participate in objection response team status call.
7/25/03	2.00	Steven R Kotarba	Respond to inquiries re Reclamation Report, additional information required, claim status, issues with final reconciliation.
7/25/03	1.20	Richard J Tilley	Telephone conference with M. Genereux re Final APA (.2); telephone conference with S. Cho and R. Radnay re schedules and military contracts (.3); telephone conference with M. Simon re default notices and Shearman & Sterling requests (.4); conference with L. Broussard re distribution of schedules (.3).
7/25/03	.30	Christian Lymn	Telephone Conference with R. Berger re XL's objection to sale motion.
7/25/03	7.30	Shirley S Cho	Coordinate adequate assurance information re C&S with E. Graff (.5);

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			further review and revisions to reply brief and sale order in support of sale motion (2.0); coordinate cure team logistics for response to cure objections with R. Buday, R. Wynne, G. Richards (1.0); review research results in support of reply brief (2.5); review cure workplan (.5); strategize re response to cure objections with S. Kotarba (.3); review comments to sale order from lenders (.3); email correspondence with C. Pak re revisions to APA (.2).
7/25/03	3.30	Richard L Wynne	Telephone conference with F. Huffard, T. Stenger and R. Roof re preparation for negotiations with C&S (.7); telephone conference with G. Richards re organization of team on contractual cures (.3); telephone conference with S. Cho re reply brief preparation (.3); telephone conference with all hands, including K. Ziman, M. Cross, T. Stenger, F. Huffard and G. Richards re negotiations with C&S over material sales decline covenant, cure cap and FSA contract issues (1.5); telephone conference with E. Davis re APA changes (.2); telephone conference with S. Cho re resource allocation re arraignment issues vs. reply brief and contractual cure issues (.3).
7/25/03	3.00	Victoria Wales	Conference with numerous landlords and their counsel re real property related issues (3.0).
7/25/03	7.90	Ashley H Anderson	Prepare for and participate in telephone conference with S. Gerson and W. Aycock re Core-Mark due diligence visit and action items (.4); prepare for and conduct due diligence review of material contracts and leases contained in the physical data room at Core-Mark facilities in South San Francisco (6.5).

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7/25/03	2.60	J Garrett Van Osdel	Draft abandonment notice re Rainbow store in Minnesota and correspondence with Kirkland & Ellis attorneys, BMC, and buyer's counsel re same (1.6); perform lien search re same (.3); review comments to purchase agreement re Bashas' sale and correspondence with Kirkland & Ellis attorneys re same (.7).
7/25/03	2.30	Seth J Gerson	Telephone conference with A. Anderson re Core-Mark data room and status of same (.2); review various materials re potential buyers/competitors of Core-Mark in preparation for conference call (1.0); telephone conference with M. Walsh, S. Feuerabendt, M. Generaux and M. Kovner re antitrust issues re same (1.1).
7/25/03	1.80	Seth J Gerson	Review and edit substantial mark-up by counsel for purchaser of APA for sale of Tucson store assets and liquor licenses to Bashas' (1.4); multiple telephone conferences with each of R. Buday and M. Sharp re same comments (.3); review correspondence from M. Sharp re same (.1).
7/25/03	1.00	Seth J Gerson	Review Bradley APA to determine issue re sales taxes (.4); draft correspondence to J. Boyd, counsel for purchasers of Bradley assets, re closing (.3); draft correspondence to D. Enholm re purchase price for same (.3).
7/25/03	3.80	Laurie L Ruxton	attend several office conferences with V. Wales and R. Buday re C&S deal (.8); draft deeds (2.2); review and respond to email correspondence from title company, surveyor, C&S counsel (.8).
7/25/03	1.60	Haleh Rahjoo	Telephone conference with K&E and AlixPartners teams re cure notices (1.0); review and reply emails from S. Kotarba and R. Buday re same (.3);

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			review document from M. Sharp re same (.3).
7/25/03	.70	Raymond I Friedman	Research re Quia Timet in connection with objection response.
7/25/03	1.20	Richard S Berger	Review and analysis of omnibus reply brief re sale and conference S. Cho re same.
7/25/03	2.50	Lois J Broussard	Prepare correspondence to M. Touma and R. Diamond re schedules to the asset purchase agreement (.5); review and organize schedules to the asset purchase agreement for distribution (.8); conference with R. Tilley re schedules to the asset purchase agreement and documents and materials distribution list (.2); edit closing documents, closing index and closing books (1.0).
7/25/03	2.10	Eva H Davis	Telephone conferences re amendment to APA, C&S and AWG deal and HSR issues, bidding/auction issues and timeline, C&S open issues and general status and strategy on transaction with F. Huffard (.2), K. Richesson (.2), T. Stenger (.2), R. Wynne (.4), C. Pak (.4), R. Tilley (.3), G. Richards (.2), S. Cho (.2).
7/25/03	1.00	Daneen L Jachino	Telephone conferences with and e-mails to and from J. Brungardt re HSR (.2); telephone conference with and e-mails to and from C. Pak re HSR (.2); telephone conference with and e-mails to and from B. Roof and S. Eaton re HSR (.5); revise signature pages and forward to B. Roof (.1).
7/25/03	4.30	Mark L Kovner	Conference call with B. Walsh re antitrust issues in sale of company (2.3); preparation for same (1.5); discuss with Skubel (.5).
7/25/03	4.50	Nathaniel M Marrs	Telephone conferences and

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			correspondence with J. Calascibetta, L. Ruxton, and M. Sweeney re various IL opinion, title, mortgage and real estate issues (2.3); review and revise IL opinion (.6); review revised mortgages (.6).
7/25/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/25/03	9.30	Geoffrey A Richards	Prepare for and participate in telephone conference with C&S re sale objections issues and hearing process (2.4); review sale objections (3.4); review and revise brief (1.4); telephone conferences with S. Cho (.4), R. Wynne (.4) and D. Berger (.5) re same; review adequate assurance information (.5); telephone conferences with M. Ghasemi (.4) and F. Huffard (.3) re same.
7/26/03	5.50	Michael West	Create labels and organize files to additional real property diligence (4.0); amend existing diligence files with site numbers, C&S numbers and property identification numbers (1.0); incorporate surveys into real property diligence files (.5) for L. Ruxton.
7/26/03	12.00	Steven R Kotarba	Review objections to Sale and Cure Notices, create chart to track same, draft agenda for status call and prepare to implement process to respond to objections.
7/26/03	6.90	Shirley S Cho	Revise reply brief to sale motion (2.5); review sale objections received (2.0); review sale order revisions from Lenders and C&S (1.3); review and respond to email of S. Eagle re PBGC sale order revision (.2); review and analyze amendment to APA (.4); email correspondence with V. Wales re evidence of service re closing requirement (.1); review agenda for cure objection call (.1); review

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			summary chart re FSAs (.3).
7/26/03	.70	Richard L Wynne	Telephone conference with S. Cho re objection issues (.3); telephone conference with G. Richards re same.
7/26/03	2.20	Richard L Wynne	Memorandum of law on sale, cases on severability (1.8); conference with S. Cho re sale objection and changes required (.4).
7/26/03	.30	Richard L Wynne	Conference with E. Davis re contract cure issues.
7/26/03	3.70	Claude W Irmis	Assemble and organize cure objections for review (.6); review and abstract cure objections for response (3.1).
7/26/03	.70	Denise Wymore	Review voicemail from S. Cho re cure objections (.1) Telephone conference with S. Cho re cure objections (.3); telephone conference with S. Kotarba re same (.3).
7/26/03	5.00	Victoria Wales	Review and respond to numerous inquiries from landlord's re real property related issues (3.0); review and respond to numerous inquiries from the Company re post-petition lease payment issues (2.0).
7/26/03	5.00	Victoria Wales	Review materials re cure teams and procedures established for resolving cure objections (2.0); review and respond to numerous correspondence re cure notices and disputed cure amounts (3.0).
7/26/03	6.00	Ashley H Anderson	Continue review of documents and online data room re Core-Mark potential sale of assets.
7/26/03	5.20	Elizabeth Vrato	Review and analysis of objections to cure amounts (4.8); internal conferences with S. Kotarba re same (.2); internal conferences with C. Irmis re same (.2).

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7/26/03	1.80	Laurie L Ruxton	Attend meeting with V. Wales and work on follow up re same re title issues (.3); review and organize new title work (.4); draft closing documents (1.1).
7/26/03	2.60	Laurie L Ruxton	Revise organizational status charts (.7); work on resolving title issues (1.3); review of landlord estoppel requirements (.3); prepare email inquiry to client re titleholders (.3).
7/26/03	3.10	Raymond I Friedman	Research re Quia Timet in connection with objection response.
7/26/03	2.50	Richard S Berger	Research re XL objection to Sale Motion and begin preparation of response to objection.
7/26/03	.50	Daneen L Jachino	E-mails to and from S. Eaton re HSR (.1); review spreadsheet (.1); calculate revenue and revise HSR (.3).
7/27/03	2.20	Steven R Kotarba	Participate in Sale/Cure Objection status call (1.2); follow up (revisions to status chart, team list, etc.) re same (1.0).
7/27/03	8.00	Steven R Kotarba	Prepare for work to resolve Sale/Cure Objections including review and summary of additional objections, revise status chart re same, create Objection database, coordinate staffing assignments and distribution of open issues.
7/27/03	5.60	Shirley S Cho	Attend cure telephone conference with K&E team and Alix Partners telephonically (1.3); Telephone conference with R. Wynne re status of reply brief (.2); revise sale order per comments received (2.3); email correspondences to S. Kotarba re cure objections (.2); Telephone conference with R. Wynne re revisions to sale motion (.3); revise accordingly (1.0);

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			review cure objections chart and email to S. Kotarba re same (.3).
7/27/03	4.70	Alexis Gabay	Review objections to sale and cure claims and enter information into response chart (4.7).
7/27/03	1.00	Victoria Wales	Prepare for and participate in telephone conference re cure objection status (1.0).
7/27/03	2.10	Marjon E Ghasemi	Research for purposes of replying to 363(f) objections re sale motion (1.7); review and revise brief re same (.4).
7/27/03	5.00	Laurie L Ruxton	Review and respond to email correspondence re property ownership and corporate structure (.7); work on determining titleholder entities (1.3); work on leasehold transfer tax chart (2.5); conduct telephone conferences with V. Wales re closing preparations and title policy clearance issues (.5).
7/27/03	3.50	Richard S Berger	Research and preparation of response to XL objection to sale motion.
7/27/03	5.30	Andrew J Groesch	Review docket sheet for objections to sale motion and notice of contract cure amounts (3.4); review objection chart and note docket numbers or the lack thereof for each objection (.6); send mark up of chart to D. Wymore (.2); prepare for and participate in conference call with S. Kotarba and executory cure teams from K&E and AlixPartners (1.1).
7/28/03	.50	Michael West	Utilize U.S. County Information Website and obtain multiple county locations for title diligence sans county information for L. Ruxton.
7/28/03	13.50	Jason A Friedman	Participate in meetings re sale and cure objections (8.3); review objections re cure and sale issues, participate in conferences re

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			resolution of the same (5.2).
7/28/03	8.00	Charles C Pak	Various telephone conferences to discuss letter amendment agreement and joinder agreement relating to C&S purchase agreement (4.0); closing preparations re C&S transaction (4.0).
7/28/03	13.50	Robert T Buday	Participate in meetings re sale and cure objections (8.3); review objections re cure and sale issues, participate in conferences re resolution of the same (5.2).
7/28/03	18.00	Steven R Kotarba	Work on-site at Company to address sale objections and prepare for sale hearing.
7/28/03	1.30	Richard J Tilley	Review and revise timeline (.3); telephone conference with J. Wise re lien summary and termination filings (.2); telephone conference with M. Sweeney and C. Aebischer re lien searches (.3); telephone conference with K. Taddei re escrow agreements (.3); telephone conference with J. Rebel re deposit account information (.2).
7/28/03	.50	Nicole M Sarna	Prepare legal descriptions.
7/28/03	3.10	Robert M Jason	Review correspondence re transfer tax issues (.2); review spreadsheet re same (.2); tax and bankruptcy research re transfer tax issues raised (1.8); review asset purchase agreement re same (.4); telephone conference with N. Keller re same (.2); telephone conference with R. McGuirk re same (.3).
7/28/03	1.70	Heather D Bawden	Correspond with R. Radnay, D. Stegman, M. Sharp and S. Cho (.5); review objections and prepare list of contracts that should be removed from the schedules (.9); review requests from J. Wise and other correspondence

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			(.3).
7/28/03	.40	Christian Lymn	Review of Opposition to XL's objection to sale motion.
7/28/03	8.10	Shirley S Cho	Telephone conference with F. Huffard, T. Stenger re sale strategy (.8); FSA strategy call R. Wynne L. Price, et al. (.5); attend team cure call (1.0); attend legal strategy telephone conference with R. Wynne, F. Huffard, T. Stenger (1.5); meet and confer with R. Wynne re notice of successful winning bidder (.2); meet and confer with M. Ghasemi re same (.2); review and forward Farris objection to sale (.2); email correspondences with S. McFarland re motion for leave to file omnibus reply brief in support of sale (.2); review and revise sale order (1.0); review research memorandum in support of sale brief (.3); review PBGC opposition to sale (.2); review and forward multiple cure objections from several parties (1.5); review FSA summary chart (.5).
7/28/03	5.90	Shirley S Cho	Review two voicemails from E. Davis re status of sale structure (.2); review several voicemails from G. Richards re revisions to sale order (.2); analyze carve-out provisions in the sale order (.3); voicemail to K. Ziman re military contracts (.1); telephone conference with R. Wynne and K. Ziman re sale order (.3); telephone conference with G. Richards, R. Roof re cure issues (.7); review FSA cure objections (.5); telephone conference with R. Berger re sale objections (.3); review cure objection chart (.3); revise sale reply brief (3.0).
7/28/03	.40	Richard L Wynne	Telephone conference with E. Davis re Asset Purchase Agreement changes (.3); telephone conference with S. Kotarba re MORs (.1).

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7/28/03	.40	Richard L Wynne	Telephone conference with K. Ziman re (1) Asset Purchase Agreement amendments; (2) renegotiation of cure cap issues with FSAs; and (3) adequate assurance issues on package.
7/28/03	2.50	Richard L Wynne	Telephone conference with K. Finan re APA amendments (.3); team call, FSA cures issues and objections (1.1); legal issues call, FSAs with T. Stanger, F. Huffard and K. Ziman.
7/28/03	11.00	Denise Wymore	Telephone conference with client, Alix Partners and K&E re cure objections (1.0); telephone conference with S. Kortarba (several) (.5); review and distribute cure objections (10.0).
7/28/03	.70	Alexis Gabay	Add new objections to sales/cure claims response chart (.7).
7/28/03	13.50	Victoria Wales	Participate in meetings re sale and cure objections (8.3); review objections re cure and sale issues, participate in conferences re resolution of the same (5.2).
7/28/03	.30	Ashley H Anderson	Prepare for and participate in telephone and email conference with S. Gerson re data room at Core-Mark (.3).
7/28/03	5.20	Ashley H Anderson	Conduct onsite visit to Core-Mark business and review physical data room (4.5); discuss data room with R. Ynez (0.5); discuss data room with Blackstone personnel (0.2)
7/28/03	1.30	J Garrett Van Osdel	Multiple telephone conferences with Kirkland & Ellis attorneys and working group re asset sales (.8); draft order for New Mexico liquor license sale and correspondence with Kirkland & Ellis and Pachulski re same (.5).
7/28/03	1.50	Courtney Jones	Create a summary of objections that have been received to date in

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			preparation of brief to be filed the same week.
7/28/03	1.90	Marjon E Ghasemi	Telephone calls to and from E. Davis re side letter from agents re consent to pending sale (.3); review side letter (.2); telephone calls to and from S. Cho and G. Richards re revisions to reply brief (.3); draft section of reply brief re sale motion adequate assurance (1.1).
7/28/03	4.00	Seth J Gerson	Review CNO/bankruptcy order for sale of NM liquor license (.2); draft and edit form of purchase agreement and exhibits for same for sale of AZ liquor licenses (3.4); draft memorandum to B. Hall re multiple drafts of same (.2); telephone conference with B. Hall re same (.2).
7/28/03	.40	Seth J Gerson	Draft memorandum to A. Anderson re Core/Mark data room (.2); telephone conference with A. Anderson re same (.2).
7/28/03	6.10	Laurie L Ruxton	Work on issues re re property ownership and corporate structure (1.5); review and respond to email correspondence re title issues (.7); draft deeds (2.3); work on leasehold transfer tax chart (1.6).
7/28/03	2.70	Haleh Rahjoo	Review and analyze Albertson's objection to cure notice (.5); send email to K. Ferren re same(.2); review and reply to emails from R. Buday re same (.3); leave voicemail message for Albertson's counsels re same (.3); review and reply to emails from I. Kharash re same (.3); review and analyze GECC objections to cure notice (.5); send emails to R. Johnson re same (.3); send email to A. Spence re same (.3).
7/28/03	2.30	Haleh Rahjoo	Review chart of cure notice objections (.4); review court dockets for latest

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			filings of objections (.5); review C&S purchase agreement and schedule 8.11 (1.4).
7/28/03	5.50	Haleh Rahjoo	Multiple telephone conferences with K&E team re cure notices (3.8); review emails from S. Kotarba, R. buday and M. sharp re same (1.7).
7/28/03	3.00	Haleh Rahjoo	Review and analyze Wells Fargo objection to cure notice (.5); telephone conference with K. Miller re same (.3); review and reply to emails from J. Bienias, S. Kotarba and J. Stang re same (.6); review and reply to emails from J. Tovey re TIP leases (.3); conference with J. Stang re Citicapital and Wells Fargo leases (.5); review and analyze objection of Citicapital to cure notice (.5); review and reply to email from S. Scuteri re same (.3).
7/28/03	5.00	James M Celeski	Review docket for objections to sale motion and email Fleming team.
7/28/03	.50	Raymond I Friedman	Research statutes re tobacco tax issues.
7/28/03	1.50	Richard S Berger	Two extended telephone conferences with Fleming , Fleming professionals, and K&E lawyers re objections to Sale Motion and Omnibus Reply to objections.
7/28/03	.80	Richard S Berger	Finalize response to XL objection to Sale Motion.
7/28/03	3.00	Richard S Berger	Review, revise and edit omnibus reply brief and related telephone conferences with R. Wynne and S. Cho.
7/28/03	2.10	Juliet Simpson	Review and summarize sale/cure objections.
7/28/03	1.50	Lois J Broussard	Prepare and edit documents and materials distribution list.

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7/28/03	.40	Eva H Davis	Telephone conferences re bank Agent consent with M. Ghasemi and review sale objection issues with M. Ghasemi (.4).
7/28/03	4.10	Eva H Davis	Review and comment on revised sale order (.4); telephone conferences with S. Cho re same (.2); review and comment on initial draft of AWG Joinder Agreement (.5); telephone conferences with C. Pak (.3), K. Richesson (.2), F. Huffard (.2), T. Stenger (.2) re same; review new C&S Confidentiality Agreements (.3); review Piggly Wiggley bid notice (.4); meetings with C. Pak re same (.2); all hands telephone conference with T. Stenger, F. Huffard, R. Wynne, G. Richards, K. Richesson to discuss cure issues and deal strategy (.5); follow up telephone conferences with R. Wynne re same (.2); further telephone conferences with R. Wynne, G. Richards, F. Huffard, T. Stenger, K. Richesson re C&S and AWG transaction and issues (.5).
7/28/03	1.50	Andrew J Groesch	Office conference with S. Kotarba re circulating objections to counsel for C&S (.2); correspond with Simpson Thacher and arrange for objections to be emailed to Simpson, Thacher (.3); review docket for filed sale and cure objections (1.0).
7/28/03	10.40	Andrew J Groesch	Work on reconciliation of sale and cure objections.
7/28/03	1.50	Daneen L Jachino	Revise HSR cover letters and forward to Washington (.3); telephone conferences with J. Brungardt re HSR (.2); voicemails to and from C. Pak and e-mails to and from R. Hawk re overlap states (.2); work on Item 7 of HSR (.7); e-mails to and from L. Horton re HSR (.1).
7/28/03	1.30	Mark L Kovner	Analyze and discuss antitrust issues with M Skubel; telephone conference

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			with Blackstone re same.
7/28/03	8.80	Nathaniel M Marrs	Telephone conferences and email correspondence with L. Ruxton, M. Sweeney, G. Broadway, J. Calascibetta and V. Wales re various title issues (3.8); review revised drafts of mortgages (2.2); review title mark-ups and other title materials (2.8).
7/28/03	9.90	Geoffrey A Richards	Review and revise reply brief (4.3); review and comment on objection summary chart (1.5); office conference with B. Roof and S. Kotarba to discuss the claim analysis process (.4); office conference with J. Stang re organization of real estate objection team (.6); review summary of contract cure amounts (.8); office conference with L. Price re review and analysis of FSA objections and relevant contracts (.7); Prepare for and participate in office conference with executory contract cure team leaders re analysis of claims (1.5).
7/28/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/29/03	2.00	Richard Radnay	Review Piggly Wiggly bid documents, draft notice for C&S bid and closing checklist.
7/29/03	14.80	Jason A Friedman	Participate in meetings re sale and cure objections (8.0); review objections re cure and sale issues, participate in conferences re resolution of the same (6.8).
7/29/03	6.00	Charles C Pak	Prepare various notifications related to C&S transaction including notification re exclusion of certain inventory and notification re non-qualified bids (1.5); further negotiate and discuss issues relating to letter amendment agreement and AWG joinder agreement with C&S and internal

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			working group and review AWG purchase agreement (4.5).
7/29/03	14.80	Robert T Buday	Participate in meetings re sale and cure objections (8.0); review objections re cure and sale issues, participate in conferences re resolution of the same (6.8).
7/29/03	17.00	Steven R Kotarba	Work on-site at Company to address sale objections and prepare for sale hearing.
7/29/03	1.20	Erin N Brady	Review Genuity and Ames cases re length of option periods (1.2).
7/29/03	1.30	Richard J Tilley	Prepare list re potential bidders for K&E internal team (.2); distribute Piggly Wiggly letter to Spain and Gillion and Piggly Wiggly (.5); review schedules and discuss with internal K&E team re sale motion (.4); send Piggly Wiggly letter to K. Ziman (.2).
7/29/03	.50	Heather D Bawden	Correspond with R. Radnay, B. Porter and J. Wise (.3); respond to request for excel files from J. Wise (.2).
7/29/03	14.60	Shirley S Cho	Telephone conference with G. Richards, C. Lhulier and S. McFarland re cure objections for agenda purposes (.4); review and revise cure chart (.5); telephone conference with S. Kotarba re same (.2); cure call (2.0); meet and confer with R. Wynne re revisions to reply brief (.3); emails to L. Price re additional facts for affidavit (.2); review comments to reply brief from R. Roof (.2); email to T. Stenger re reply brief (.1); review and revise reply brief (6.0); review and forward Target cure objection to D. Capozzola (.2); review several other sale objections filed (.8); review and revise notice re successful bidder (.5); review proposed changes to sale order from C&S (.3); review case law in support of reply

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			brief arguments (2.5); review updated cure reports (.4).
7/29/03	2.40	Richard L Wynne	Telephone conference with K. Ziman re APA changes.
7/29/03	2.10	Richard L Wynne	All hands conference call re APA negotiations; FSA cure issues.
7/29/03	1.80	Alexis Gabay	Review and enter objections to sale/cure motions on response chart (1.8).
7/29/03	14.80	Victoria Wales	Participate in meetings re sale and cure objections (8.0); review objections re cure and sale issues, participate in conferences re resolution of the same (6.8).
7/29/03	6.00	Ashley H Anderson	Continue due diligence review of physical data room at Core-Mar (5.5); prepare for and participate in telephone conference with S. Gerson re data room (.3); discuss data room with R. Ynez (.2).
7/29/03	.90	J Garrett Van Osdel	Correspondence with Kirkland & Ellis attorneys re asset sales (.5); review court docket and deadlines re same (.4).
7/29/03	1.50	Courtney Jones	Create a summary of objections that have been received to date in preparation of brief to be filed the same week.
7/29/03	6.90	Marjon E Ghasemi	Revise section of reply brief re Sale Motion re selling assets free and clear (2.0); computer research re same (1.0); review Sale Motion and APA re same (.4); revise section of reply brief re sufficient notice (.5); telephone conference with M. John re affidavits of service re sale hearing and sale motion (.5); revise docket re same (.4); exchange email correspondence with S. Cho re revisions to reply brief

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.3); telephone calls to and from G. Richards re same (.3); draft notice re C&S as successful bidder (.8); exchange email correspondence with F. Huffard and G. Richards re same (.3); telephone call and email to S. John re same (.2); telephone calls and emails to S. McFarland and C. Lhulier re filing notice re C&S as successful bidder (.2); receive and reply to adequate assurance requests (.7); review chart re status of same (.3).
7/29/03	1.00	Seth J Gerson	Review final version of draft purchase agreement for sale of AZ liquor licenses and review and edit draft letter to potential buyers of such licenses.
7/29/03	4.20	Laurie L Ruxton	Revise and prepare organizational, leasehold and owned charts (1.3); review and respond to email correspondence (1.2); draft deeds (.4); review and resolve title commitment issues (1.1); meet with R. Miceli re estoppels (.2).
7/29/03	2.40	Haleh Rahjoo	Review and reply to emails from K. Miller re Wells Fargo motion and objection (.5); review and reply to emails from J. Stang re same (.3); review and analyze revised order re same (.3); review and reply to emails from J. Bienias, J. Johnson and R. Hawk re same (.5); conference with R. Hawk and R. Johnson re same (.5); telephone conference with J. Bienias re same (.3).
7/29/03	2.10	James M Celeski	Review docket for objections to sale motion and email Fleming team.
7/29/03	4.50	Richard S Berger	Review, revise and edit omnibus reply brief.
7/29/03	1.40	Juliet Simpson	Review and summarize sale/cure objections.

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7/29/03	1.30	Lois J Broussard	Conference with R. Tilley re closing books (1.3); edit closing index and closing book (1.0).
7/29/03	1.50	Eva H Davis	Telephone conferences with R. Grossman re AWG and C&S Agreement (.3); telephone conferences with C. Pak re various issues including AWG and C&S Agreement, Amendment to APA, Piggly Wiggly notice closing mechanics and various issues under APA (.3); telephone conferences with R. Wynne and G. Richards re same (.3); review revised amendment to APA (.3); review revised AWG and C&S Agreement (.3).
7/29/03	1.90	Eva H Davis	Telephone conferences and email exchanges with C. Pak and K. Richesson re C&S and AWG transaction and open issues (.4); telephone conferences and email exchanges with C. Pak (.3), G. Richards (.3), R. Wynne (.3), M. Ghasemi (.2), S. Cho (.2) re C&S as successful bidder, C&S and AWG transaction, amendment to APA and cure issues; voice mail exchanges with F. Huffard (.1) and T. Stenger (.1) re same.
7/29/03	1.50	Daneen L Jachino	Telephone conference with M. Skubel re overlap issues (.2); telephone conference with J. Nisa re Super Value HSR and voice mail to S. Johnson (.5); voice mail to and telephone conference with J. Brungardt re AWG HSR (.1); prepare HSR for filing; forward to Washington and coordinate filing HSR (.7).
7/29/03	2.70	Eric C Liebeler	Edit sale/cure brief (2.2); conference with R. Wynne re same (.5).
7/29/03	5.40	Nathaniel M Marrs	Telephone conference and correspondence with L. Ruxton, J. Calascibetta, G. Broadway, C. Malone and others re various mortgage, title and real estate

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			issues (2.8); review most recent draft of mortgages (.8); review title documents (1.8).
7/29/03	1.60	Roberto S Miceli	Review estoppel certificates and landlord consents with respect to the C&S sale and the operating PCS locations. Discussions with C&S attorneys re same.
7/29/03	10.80	Geoffrey A Richards	Review and revise reply brief in support of sale (4.3); review sale objections (3.7); telephone conferences with S. Cho and R. Wynne re reply brief in support of sale (.4); office conferences with S. Kotarba re objection summary (.3); office conference with B. Roof and R. Stovall re calculation of cure amounts (.3); prepare for and participate in office conference with executory contract cure team leaders re analysis of cure objections (1.7); telephone conferences with S. Cho re sale strategy (.5).
7/29/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/30/03	.50	Julie C Olsen	Conference call with J. Welrod of Keen Consultants re real property sales process and Leawood, Kansas.
7/30/03	1.00	Richard Radnay	Prepare electronic versions of disclosure schedules and distribute to Skadden.
7/30/03	15.30	Jason A Friedman	Participate in meetings re sale and cure objections (6.3); review objections to C&S proposed sale and prepare summaries re the same (9.0).
7/30/03	4.00	Charles C Pak	Further review amendment issues with Fleming and internal working group re C&S purchase agreement and draft letter agreement re military supply agreements (3.0); review AWG purchase agreement and issues with bank counsel (1.0).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/30/03	15.30	Robert T Buday	Participate in meetings re sale and cure objections (6.3); review objections to C&S proposed sale and prepare summaries re the same (9.0).
7/30/03	20.00	Steven R Kotarba	Work on-site at Company to address sale objections and prepare for sale hearing.
7/30/03	5.30	Richard J Tilley	Telephone conference with P. Daviduke re schedules (.2); telephone conference with R. Radnay re schedules (.2); telephone conference with G. Sainotz re schedules (.2); draft and revise chart re emails to Pepper Hamilton/Milbank (3.5); forward APA and schedules to A. Running (.4); draft and revise 8-K re sale hearing (.5); research Live Edgar re 8-K filings (.3).
7/30/03	3.00	Nicole M Sarna	Prepare form of Deeds for L. Ruxton (2.0); prepare legal descriptions (1.0).
7/30/03	.20	Christian Lymn	Email to R. Stovall re Zurich Bond.
7/30/03	.30	Christian Lymn	Telephone Conference with R. Berger re opposition to XL's motion for relief from stay.
7/30/03	.50	Christian Lymn	Review and Analysis of XL minimum bond list.
7/30/03	.10	Christian Lymn	Voicemail to D. Griffith of Marsh re XL minimum bond list.
7/30/03	.20	Christian Lymn	Voicemails to B. Roof of Alixpartners re request for signature to supporting affidavit to objection motion.
7/30/03	.50	Christian Lymn	Revise Exhibit A to XL's motion for relief from stay.
7/30/03	.50	Christian Lymn	Telephone conference with D. Griffith from Marsh re Exhibit A to XL's motion for relief from stay.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/30/03	.50	Christian Lymn	Telephone conference with R. Stovall re supporting affidavit to opposition to XL's motion for relief from stay.
7/30/03	.50	Christian Lymn	Revise supporting affidavit.
7/30/03	10.20	Shirley S Cho	Meet and confer with R. Wynne re revisions to sale reply brief (.5); meet and confer with R. Wynne and R. Berger re same (.5); telephone conferences with G. Richards re revisions to sale reply brief (.4); review comments from lenders re reply brief (.3); coordinate cite-check of reply brief (.2); analyze additional changes needed to sale order based on comments received (.5); review and forward requests for adequate assurance (.2); review Teamster's objection and forward to V. Hood (.2); review and revise Price Affidavit (.5); telephone conference with L. Price, C. Adkins re same (.3); telephone conferences with S. Kotarba and G. Richards re sale objections (1.0); review and revise reply brief (5.6).
7/30/03	2.60	Shirley S Cho	Review voicemails from R. Wynne re sale status (.2); telephone conference with Richards Ziman re sale reply brief (.2); telephone conference with G. Richards and R. Berger re same (.5); telephone conference with G. Richards re sale strategy (.5); telephone conference with L. Price re affidavit (.3); telephone conference with G. Richards and D. Ginsberg re sale issues (.3); telephone conference with R. Wynne, G. Richards, R. Berger re sale strategy (.3); telephone conference with R. Wynne and T. Stenger re same (.3).
7/30/03	1.20	Richard L Wynne	Telephone conference re objections to sale.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/30/03	.80	Richard L Wynne	Telephone conference with S. Kotarba, G. Richards re sale objections.
7/30/03	.50	Richard L Wynne	Conference with R. Berger, S. Cho re sale and objection issues.
7/30/03	.50	Richard L Wynne	Telephone conference with G. Richards, R. Berger, S. Cho re reply brief issues.
7/30/03	4.50	Richard L Wynne	Revision of sale objections and outline of responses.
7/30/03	.60	Alexis Gabay	Review objections to sale/cure motions and enter on chart (.6).
7/30/03	15.30	Victoria Wales	Participate in meetings re sale and cure objections (6.3); review objections to C&S proposed sale and prepare summaries re the same (9.0).
7/30/03	1.90	J Garrett Van Osdel	Telephone conference with Texas tax authorities re C&S sale and correspondence with Kirkland & Ellis attorneys re same (.7); review and revise critical dates list re asset sales (.9); correspondence with Ernst & Young re tax ramifications of Marshfield Wisconsin sales (.3).
7/30/03	1.50	Courtney Jones	Create a summary of objections that have been received to date in preparation of brief to be filed the same week.
7/30/03	3.70	Marjon E Ghasemi	Telephone conference with counsel for Peoria status of real estate sale notice (.3); review filed copy of real estate sale notice re same (.2); telephone and email conferences with M. Sweeney re banks consent re pending sale (.3); assist with preparation of sale binder (.4); draft motion to file confidential portions of APA under seal (1.7); draft motion to shorten time re same (.8).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/30/03	6.00	Michael Najjarpour	Set up printers for S. Kotarba and T. Perkins; locate objection and FSA documents re Fleming for A. Groesch and H. Rahjoo; gather and organize Sales Objections re Fleming per the request of S. Kotarba.
7/30/03	2.90	Laurie L Ruxton	Review of and resolve title commitment issues (1.0); review and respond to email correspondence re title/survey issues (.7); meet with N. Sarna re preparation of deeds (.3); revise organizational charts (.9).
7/30/03	6.80	Haleh Rahjoo	Review and summarize objections for Kelley Foods, Ikelbarry's, DJM Foods, Inc., Conopco, Inc. d/b/a Unilever HPC, Hometown Grocery of Oneonta, Jubilee Group, Mary Lawrence, Phoenix Food Co., East Brook Shopp (5.3); review and reply to multiple emails from J. Stang, R. Buday and S. Kotarba re same (1.5).
7/30/03	1.90	Haleh Rahjoo	Review and reply to emails form S. Scuteri re CitiCapital cure objection and motion (.4); review and reply to emails from K. Miller re Wells Fargo motion and objection (.5); review and reply to emails from S. Cho and J. Stang re same (.4); conference R. Johnson re same (.3); telephone conference with J. Bienias re same (.3).
7/30/03	1.80	Haleh Rahjoo	Multiple conferences with K&E and AlixPartners team re cure objections.
7/30/03	3.90	Raymond I Friedman	Prepare summaries of sale/cure objections.
7/30/03	4.00	Richard S Berger	Review, revise and edit Omnibus Reply to objections to sale motion.
7/30/03	1.80	Richard S Berger	Review Asset Purchase Agreement, Sale Order, and Side Letter re sale order (1.3); conferences with R. Wynne and S. Cho re same and re transfer of liens to

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			proceeds (.3); communications with E. Davis re required changes in documentation (.2).
7/30/03	3.00	Richard S Berger	Review and analysis of draft of XL objection to Sale Motion (.5); research and preparation of response to XL opposition to sale motion (2.5).
7/30/03	3.90	Juliet Simpson	Review, analyze and summarize objections to cure amount and sale.
7/30/03	1.80	Lois J Broussard	Edit and review documents and materials distribution list re asset purchase (1.0); communicate and follow-up with other representative parties in transaction re bidder potential and who they are counsel to (.4); edit closing book index and closing book (.4).
7/30/03	.80	Elizabeth Cox Arnold	Correspond with S. Cho, G. Richards and A. Groesch re pending sale.
7/30/03	2.30	Eva H Davis	Review further revised APA amendment (.3); telephone conferences with R. Wynne (.2) and C. Pak (.2) re issues associated with sales material adverse effect, cure mechanism, etc.; review and comment on further revisions to C&S and AWG Transaction (.4); various telephone conferences/emails with S. Cho (.3), R. Buday (.3), G. Richards (.3) re cure notices, objections and analysis; review and comment on revised sale order (.3).
7/30/03	18.80	Andrew J Groesch	Work on executory contract cure and sale objections.
7/30/03	.50	Daneen L Jachino	Telephone conference with S. Johnson and V. Beil re SuperValue HSR (.1); draft letter to FTC with original AWG signature pages and forward to Washington (.3).
7/30/03	1.10	Eric C Liebeler	Participate in sale/cure conference call.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/30/03	5.20	Nathaniel M Marrs	Telephone conferences and correspondence with L. Ruxton, G. Broadway, C. Malone, and J. Kelly re various title issues (3.0); review pro-forma policies and other title materials (2.2).
7/30/03	3.50	Geoffrey A Richards	Prepare for and participate in office conference with executory contract cure team leaders re status of review and analysis of executory contract cure objections (2.5); office conferences with B. Roof re analysis of sale and cure objections (1.0).
7/30/03	9.00	Geoffrey A Richards	Office conference with A. Dykes re C&S related issues (1.5); telephone conference with S. Cho and K. Zinman re sale reply brief (.2); telephone conference with S. Cho and R. Berger re same (.5); telephone conference with S. Cho re sale strategy (.5); telephone conference with S. Cho and D. Ginsberg re sale issues (.3); telephone conference with R. Wynne, S. Cho, R. Berger re sale strategy (.3); telephone conferences with S. Cho re revisions to sale reply brief (.4); telephone conferences with S. Kotarba and S. Cho re sale objections (1.0); review and revise reply brief (4.3).
7/30/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/30/03	3.90	Geoffrey A Richards	Review sale objections.
7/31/03	.60	Michael West	Incorporate multiple site title and survey diligence into diligence files (.3); obtain duplicate multiple state transfer tax forms for L. Ruxton (.3).
7/31/03	9.00	Charles C Pak	Further review amendment issues with Fleming, Skadden and internal working group re C&S purchase and revise such amendment agreements (5.0); review C&S

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			purchase agreement and related transition services agreement with Fleming and internal working group (2.0); coordinate closing (2.0).
7/31/03	.60	Richard J Tilley	Telephone conference with R. Harlan re closing checklist (.3); draft and revise 8-K re successful bidder (.3).
7/31/03	2.00	Nicole M Sarna	Prepare warranty deeds for L. Ruxton.
7/31/03	.20	Peter M Spingola	Review e-mail from J. Price re revised IP schedules for security agreement (.1); communicate with A. Mena re same (.1).
7/31/03	11.10	Shirley S Cho	Review and revise sale brief for filing (6.8); draft sale objection summary chart based on known sale objections (2.0); review and revise L. Price affidavit (.5); Telephone conference with L. Price re sale brief (.2); telephone conference with C. Lhulier re status of filing (.1); telephone conference re brief strategy with R. Wynne, G. Richards, T. Stenger, F. Huffard (1.0); telephone conference with S. Eagle (.2); email to S. Eagle re PBGC objection to sale (.1); telephone conference with C. Lhulier re reply brief (.2).
7/31/03	2.80	Shirley S Cho	Telephone conference with J. Bernstein re Teamster's objection to sale (.2); telephone conference with R. Wynne re status of filing (.2); telephone conference with D. Wymore and F. Chavez re sale objections needed (.3); cure objections strategy call (.9); coordinate providing sale documents to E. Liebler (.2); telephone conference with G. Richards re sale strategy (.2); review filed sale objections (.8).
7/31/03	.50	Richard L Wynne	Telephone conference with T. Stenger, S. Huffard re cure objection issues.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
7/31/03	.70	Richard L Wynne	Telephone conference with J. Sprayregen re sale objections and cure problems (.4); telephone conference with S. Cho re sale objections.
7/31/03	.30	Richard L Wynne	Telephone conference with F. Huffard re APA amendment issues.
7/31/03	.50	Richard L Wynne	Revision of brief revisions.
7/31/03	6.30	Denise Wymore	Telephone conference with S. Cho re sale objection chart (.2); conference with F. Chavez and E. Alexander re same (.3); review multiple objections and distribute (3.0); review and assemble case law (2.0) prepare sale objection data for delivery to R. Wynne (.8).
7/31/03	2.10	J Garrett Van Osdel	Correspondence with Kirkland & Ellis attorneys re strategy for responding to tax objections (.6); multiple telephone conferences with Alix Partners and correspondence with Kirkland & Ellis attorneys re Marshfield sale and revised sale notice (1.2); review Ernst & Young tax analysis for Marshfield sale (.3).
7/31/03	.40	J Garrett Van Osdel	Review court docket re sale orders (.4).
7/31/03	2.00	Courtney Jones	Summarize objections to cure notices for brief to be filed same week.
7/31/03	1.10	Marjon E Ghasemi	Review and revise motion to file confidential sections of apa under seal and order re same (.5); review and revise emergency motion re same (.3); emails and telephone calls to S. McFarland re same (.3).
7/31/03	.40	Marjon E Ghasemi	Review docket re affidavits of service.
7/31/03	14.00	Michael Najjarpour	Gather and organize Sales Objections re Fleming per the request of S. Kotarba.
7/31/03	2.00	Laurie L Ruxton	Work on drafting of closing documents

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			for C&S closing.
7/31/03	7.70	Haleh Rahjoo	Review and summarize Millenium Operations, Robert Taylor, Sonoran Investment, Piggy Wiggly Franchise, and ten more cure objections (7.2) review and reply to multiple emails from R. Buday and S. Kotarba re same (.5).
7/31/03	2.60	Haleh Rahjoo	Multiple conferences with K&E and AlixPartners team re cure objections (2.3); review and reply to emails from S. Cho re Citicapital motion (.3).
7/31/03	4.30	Haleh Rahjoo	Prepare extensive chart for cure objections related to real estate (3.5); multiple conferences with R. Buday re same (.8).
7/31/03	2.20	Richard S Berger	Review and analysis of APA, Sale Order, Side Letter and other documents to determine if further changes needed in Sale Order.
7/31/03	.20	Richard S Berger	Communications E. Davis and C. Pak re further changes to Side Letter.
7/31/03	.70	Damian D Capozzola	Telephone conference with M. Dawson, J. Jacobis, R. Roof, and M. Scott re military contract issues (.6); telephone conference with K. Brown and D. Alexander-Burklow re DSD issues (.2); review and analysis of lift stay papers filed by B.H.B. (.3); draft complaint and injunction papers re Hawaiian software issues, and review file and assemble exhibits (8.6); review and analysis of Berry objection to sale approval motion (.7).
7/31/03	3.20	Eva H Davis	Review further revised APA amendment (.4), military contract letter (.2) and C&S and AWG transaction documents (.4); telephone conferences with K. Richesson and B. Roof re AWG issues in Lincoln, NB (.3); voice mail messages and email exchanges to K&E working group (R.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Wynne, G. Richards, C. Pak, S. Bledsoe, S. Cho, D. Berger) re same (.3); telephone conferences with S. Cho (.2) and M. Ghasemi (.2) re; review further revised sale order (.3) and telephone conference with S. Cho re same (.3) ; telephone conferences and email exchanges with D. Berger re set off and recoupment issues (.3); telephone conferences with G. Richards and R. Wynne re mock hearing/preparation for sale hearing (.3).
7/31/03	1.20	Daneen L Jachino	Telephone conferences with J. Nisa and N. Hawkins re HSR (.3); e-mails to J. Rebel and K. Richesson re revenues and signature pages for SuperValu HSR (.2); draft signature pages and forward to K. Richesson (.2); revise on HSR (.3); review list of assets to be acquired (.2).
7/31/03	1.80	Eric C Liebler	Review sale/cure briefing (.8); participate in sale/cure conference call (1.0).
7/31/03	5.00	Nathaniel M Marrs	Telephone conferences and correspondence with L. Ruxton, G. Broadway, R. Buday, and J. Kelly re various title issues (3.4); review pro-forma policies and other title materials (1.6).
7/31/03	1.20	Roberto S Miceli	Prepare distribution of estoppel certificates and landlord consents re C&E sale and operating PCS locations.
7/31/03	1.40	Geoffrey A Richards	Office conferences with R. Buday and J. Stang re executory contract cure issues related to landlord objections.
7/31/03	1.00	Geoffrey A Richards	Prepare for and participate in daily sales call re asset dispositions.
7/31/03	2.80	Geoffrey A Richards	Review and markup cure summary charts (1.6); prepare for and participate in telephone conference call re number and

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			analysis of filed executory cure objections (1.2).
7/31/03	2.50	Geoffrey A Richards	Prepare for and participate in executory contract cure team leader conference call re sale and executory cure objections.
7/31/03	3.80	Geoffrey A Richards	Review and markup omnibus reply brief and communicate comments to S. Cho.
	3,205.40		TOTAL HOURS

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Laurel Ruxton, Meals, Overtime	13.52
Meals-Legal Assistant, Chicago, IL, 04/22/03, (Overtime Meals)	
Telephone call to: NORTHRIDGE,CA 818-998-0562	2.29
Telephone call to: STATE OF,AZ 520-325-7500	2.08
Telephone call to: DALLAS NE,TX 972-906-2353	2.70
Telephone call to: WAUSAU,WI 715-845-6227	2.91
Telephone call to: DALLAS NE,TX 972-906-2353	1.04
Telephone call to: LB AREA,CA 310-772-2354	2.70
Telephone call to: OKLA CITY,OK 405-945-8775	2.91
Telephone call to: DALLAS NE,TX 972-776-6016	.62
Telephone call to: STATE OF,DE 302-778-6406	.62
Telephone call to: BEVERLYHLS,CA 310-277-6910	1.04
Telephone call to: DALLAS NE,TX 972-906-2353	2.08
Telephone call to: NORTH WEST,AR 501-831-7138	2.29
Telephone call to: STATE OF,DE 302-778-6406	.62
Telephone call to: OKLA CITY,OK 405-945-8775	3.33
Telephone call to: NORTH WEST,AR 501-831-7138	.62
Telephone call to: DALLAS,TX 214-559-9000	.62
Telephone call to: LB AREA,CA 310-772-2354	2.70
Telephone call to: DALLAS NE,TX 972-906-2353	1.45
Telephone call to: OK CITY,OK 405-419-3465	1.66
Telephone call to: E CENTRAL,FL 561-866-6654	.83

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<u>Description</u>	<u>Amount</u>
Telephone call to: ENNIS EM,TX 214-878-0057	4.16
Telephone call to: WILMINGTON,DE 302-652-4100	4.25
Telephone call to: CHICAGO,IL 312-543-5435	.50
Robert Buday, Meals, Overtime Meals-Attorney, Chicago, IL, 05/08/03, (Overtime Meals)	42.30
Telephone call to: WILMINGTON,DE 302-426-1900	2.91
Telephone call to: WILMINGTON,DE 302-652-8400	1.45
Telephone call to: OK CITY,OK 405-419-3465	.50
Telephone call to: CHICAGO,IL 312-543-5435	.50
Telephone call to: E BAY,CA 925-283-9977	1.25
Telephone call to: STATE OF,DE 302-498-0760	3.74
Telephone call to: OK CITY,OK 405-419-3471	.62
Telephone call to: DALLAS,TX 214-777-4287	.83
Telephone call to: OK CITY,OK 405-419-3465	1.87
Telephone call to: OK CITY,OK 405-419-3388	1.25
Telephone call to: STATE OF,DE 302-778-6406	4.25
Telephone call to: DALLAS,TX 214-587-6256	1.00
Telephone call to: DALLAS NE,TX 972-906-2264	1.87
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: PHILADELPH,PA 215-567-7659	.50
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: OKLA CITY,OK 405-235-9621	.62
Telephone call to: NORTH WEST,NJ 973-621-9020	1.45
Telephone call to: E CENTRAL,FL	.62

The Fleming Company
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<u>Description</u>	<u>Amount</u>
561-866-6654	
Telephone call to: NEWYORKCTY,NY	2.70
212-819-8877	
Telephone call to: NYC BRONX,NY	.50
212-728-8405	
Telephone call to: NEWYORKCTY,NY	.50
212-530-5000	
Telephone call to: NYC BRONX,NY	.75
212-728-8000	
Telephone call to: DALLAS,TX	1.87
214-739-1000	
Telephone call to: DALLAS NE,TX	.75
972-906-1433	
Telephone call to: DALLAS NE,TX	3.75
972-906-8036	
Telephone call to: DALLAS NE,TX	1.50
972-906-1433	
Telephone call to: YARDLEY,PA	.50
215-321-7331	
24 SEVEN COPIES, INC - Outside	31.50
Copy/Binding Services Requested by V.	
Wales on 5/15/03.	
Telephone call to: ENNIS EM,TX	3.33
214-878-0057	
Telephone call to: DALLAS NE,TX	.75
972-906-1433	
Telephone call to: E CENTRAL,FL	.62
561-866-6654	
Telephone call to: WASHINGTON,DC	.50
202-326-4020	
Telephone call to: WASHINGTON,DC	.50
202-326-4020	
Telephone call to: E CENTRAL,FL	.83
561-866-6654	
Telephone call to: BOISE,ID	.50
208-342-5000	
Telephone call to: BOISE,ID	1.00
208-342-5000	
Telephone call to: NEWYORKCTY,NY	1.50
212-869-0100	
Telephone call to: BOISE,ID	2.00
208-342-5000	
Telephone call to: LB AREA,CA	1.04
310-772-2354	
Telephone call to: DALLAS NE,TX	3.95
972-906-2264	

The Fleming Company
Legal Services for the Period Ending July 31, 2003
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<u>Description</u>	<u>Amount</u>
Telephone call to: SAN FRAN,CA 415-439-1462	4.99
Telephone call to: DALLAS NE,TX 972-906-1433	2.75
Telephone call to: YARDLEY,PA 215-321-7331	.50
Telephone call to: YARDLEY,PA 215-321-7331	.50
Telephone call to: YARDLEY,PA 215-321-7331	.50
Telephone call to: STATE OF,DE 302-778-6405	2.00
Telephone call to: DALLAS NE,TX 972-906-1433	1.00
Telephone call to: CHICAGO,IL 312-543-5435	.75
Telephone call to: WILMINGTON,DE 302-573-6491	.75
Telephone call to: NEWYORKCTY,NY 212-530-5076	.75
Telephone call to: STATE OF,DE 302-778-6405	.75
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: STATE OF,DE 302-778-6405	4.25
Telephone call to: DALLAS NE,TX 972-906-1433	1.75
Telephone call to: WILMINGTON,DE 302-652-4100	1.50
Telephone call to: MINEAPOLIS,MN 612-672-8367	1.50
Telephone call to: DALLAS NE,TX 972-906-2177	6.25
Telephone call to: LB AREA,CA 310-581-1369	.83
Telephone call to: WILMINGTON,DE 302-426-1900	.50
Telephone call to: NEWYORKCTY,NY 212-848-4478	.50
Telephone call to: MCLEANSBO,IL 618-643-4396	1.46
Telephone call to: LB AREA,CA 310-772-2354	4.36
Telephone call to: BALTIMORE,MD 410-404-5520	2.08

The Fleming Company
Legal Services for the Period Ending July 31, 2003
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<u>Description</u>	<u>Amount</u>
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: WILMINGTON,DE 302-652-4100	.62
Telephone call to: LOSANGELES,CA 213-485-1234	1.13
Telephone call to: S CENTRAL,CA 559-733-5338	2.17
Telephone call to: CHICAGO,IL 312-543-5435	.50
Telephone call to: LINCOLN,NE 402-475-8230	1.45
Telephone call to: DALLAS,TX 214-777-4287	.83
Telephone call to: MILWAUKEE,WI 414-298-8136	1.25
Telephone call to: PASADENA,CA 626-795-1600	1.04
Telephone call to: NORTH WEST,NJ 973-621-9020	1.25
Telephone call to: JORDAN,MN 612-492-7054	1.87
GENESYS CONFERENCING, INC. - Telephone, Conference call, V Wales, 5/12/03 to 5/23/03	179.74
CUCINA GOURMET - Working Meals/K&E and Others, 05/30/03, G. Richards, Snack, 20	356.66
CUCINA GOURMET - Working Meals/K&E and Others, 05/30/03, G. Richards, Lunch, 25	1,075.75
CUCINA GOURMET - Working Meals/K&E and Others, 05/30/03, G. Richards, Lunch, 3	45.00
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: GRAYS LAKE,IL 847-769-1227	1.00
Telephone call to: DANBURY,CT 203-796-1369	.62
Telephone call to: PHOENIX,AZ 602-264-4965	.62
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: MINEOLA,NY 516-873-2000	2.50
Telephone call to: LOSANGELES,CA 213-892-9309	.91
Telephone call to: CLEVELAND,OH	.75

The Fleming Company
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<u>Description</u>	<u>Amount</u>
216-363-4500	
Telephone call to: WILMINGTON,DE	.50
302-594-3100	
Seth Gerson, Telephone, Cellular	4.80
Service, 06/02/03, (Cellular Telephone)	
West Publishing-TP,Database Usage 6.03	7.87
West Publishing-TP,Database Usage 6.03	9.59
Telephone call to: NEWYORKCTY,NY	3.95
212-715-1000	
Telephone call to: CLEVELAND,OH	1.25
216-363-4585	
Telephone call to: WILMINGTON,DE	.50
302-652-4100	
Telephone call to: NEWYORKCTY,NY	2.75
212-446-5910	
Telephone call to: NEWYORKCTY,NY	1.50
212-446-5910	
Telephone call to: NEWYORKCTY,NY	2.00
212-318-3035	
Telephone call to: NEWYORKCTY,NY	2.00
212-446-5910	
Telephone call to: DALLAS,TX	.50
214-587-6256	
Telephone call to: STATE OF,DE	.75
302-778-6412	
Telephone call to: E CENTRAL,FL	.50
561-866-6654	
Telephone call to: LOSANGELES,CA	.95
213-892-9309	
Telephone call to: DALLAS NE,TX	2.00
972-523-1108	
West Publishing-TP,Database Usage 6.03	62.42
Jason Horwitz, Transportation, Overtime	12.00
Transportation, Chicago, IL, 06/04/03,	
(Overtime Transportation)	
Jason Horwitz, Meals, Overtime	24.50
Meals-Attorney, Chicago, IL, 06/04/03,	
(Overtime Meals)	
Telephone call to: SAN FRAN,CA	1.04
415-439-1462	
Telephone call to: SAN FRAN,CA	.83
415-439-1462	
Telephone call to: NEWORLEANS,LA	1.25
504-255-8777	
Telephone call to: DALLAS,TX	1.00
214-953-6467	

The Fleming Company
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<u>Description</u>	<u>Amount</u>
Telephone call to: LOSANGELES,CA 213-892-9309	.85
Telephone call to: DALLAS NE,TX 972-906-2177	.50
Telephone call to: LB AREA,CA 310-772-2354	4.36
Telephone call to: LB AREA,CA 310-772-2354	.62
Telephone call to: MILWAUKEE,WI 414-297-5563	1.45
Telephone call to: MILWAUKEE,WI 414-297-5563	.62
Telephone call to: DALLAS NE,TX 972-906-8125	.50
Telephone call to: DALLAS NE,TX 972-906-8662	.50
Telephone call to: APPLETON,WI 414-841-1004	2.00
Telephone call to: DALLAS NE,TX 972-906-8125	1.00
Telephone call to: DALLAS NE,TX 972-906-8125	1.00
Telephone call to: DALLAS NE,TX 972-906-8125	.75
Telephone call to: DALLAS NE,TX 972-906-8000	1.00
Telephone call to: DALLAS NE,TX 972-906-8000	.75
West Publishing-TP,Database Usage 6.03	1.33
Telephone call to: BRITTON,OK 405-848-5000	.83
Telephone call to: SAN FRAN,CA 415-439-1462	1.87
Telephone call to: DALLAS NE,TX 972-906-2248	.75
Telephone call to: S CENTRAL,CA 559-432-5400	1.04
Telephone call to: DALLAS NE,TX 972-906-2248	.50
Telephone call to: DALLAS NE,TX 972-906-2186	.50
Telephone call to: DALLAS,TX 214-890-4675	.50
Telephone call to: DALLAS,TX 214-890-4676	.50
Telephone call to: DALLAS,TX	.50

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<u>Description</u>	<u>Amount</u>
214-890-4675	
Telephone call to: DALLAS, TX	.50
214-969-6554	
Telephone call to: DALLAS NE, TX	.75
972-523-1108	
Telephone call to: DALLAS NE, TX	.50
972-523-1108	
Telephone call to: DALLAS NE, TX	1.25
972-906-2264	
Telephone call to: DALLAS, TX	.50
214-969-6668	
Telephone call to: CHICAGO, IL	.50
312-543-5435	
Telephone call to: DALLAS NE, TX	3.75
972-906-2186	
Telephone call to: DALLAS, TX	2.00
214-890-4676	
Telephone call to: DALLAS NE, TX	3.00
972-906-1433	
Telephone call to: DALLAS, TX	.75
214-890-4676	
Telephone call to: DALLAS NE, TX	.50
972-906-2186	
Telephone call to: OKLA CITY, OK	1.00
405-945-8775	
Telephone call to: DALLAS NE, TX	.50
972-906-2186	
Telephone call to: DALLAS NE, TX	.75
972-906-2168	
Telephone call to: DALLAS NE, TX	.50
972-523-1108	
Telephone call to: E PHOENIX, AZ	2.25
480-225-9538	
Telephone call to: COMPTON, CA	1.23
310-884-6030	
Telephone call to: DALLAS NE, TX	.50
972-906-8122	
Telephone call to: COMPTON, CA	.76
310-884-6030	
Telephone call to: LOSANGELES, CA	1.50
213-680-8242	
Telephone call to: COMPTON, CA	1.50
310-884-6030	
Telephone call to: CHICAGO, IL	.75
312-543-5435	
Telephone call to: DALLAS NE, TX	.50

The Fleming Company
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<u>Description</u>	<u>Amount</u>
972-523-1108	
Telephone call to: SAN FRAN,CA	2.29
415-439-1462	
Telephone call to: CHICAGO,IL	.50
312-543-5435	
Telephone call to: OK CITY,OK	.50
405-419-3406	
Telephone call to: DALLAS NE,TX	.50
972-776-6037	
Telephone call to: OK CITY,OK	.50
405-419-3406	
Telephone call to: DALLAS NE,TX	.75
972-776-6037	
Telephone call to: DALLAS NE,TX	.50
972-906-8122	
Telephone call to: DALLAS NE,TX	1.50
972-906-8121	
Telephone call to: DALLAS NE,TX	1.25
972-776-6037	
Telephone call to: COMPTON,CA	.83
310-884-6030	
Telephone call to: OK CITY,OK	.75
405-419-3465	
Telephone call to: BEVERLYHLS,CA	3.33
310-203-4260	
Telephone call to: LB AREA,CA	.83
310-321-5556	
Telephone call to: OK CITY,OK	1.25
405-419-3465	
Telephone call to: OK CITY,OK	.75
405-419-3376	
Telephone call to: DALLAS NE,TX	.50
972-906-8665	
Telephone call to: OK CITY,OK	2.50
405-419-3388	
Telephone call to: DALLAS NE,TX	1.00
972-906-2181	
Telephone call to: NY CITY,NY	.50
917-940-4413	
Telephone call to: DALLAS NE,TX	.50
972-906-8665	
Telephone call to: DALLAS NE,TX	.50
972-906-2182	
Telephone call to: DALLAS NE,TX	.50
972-906-8121	
Telephone call to: DALLAS,TX	1.00

The Fleming Company
Legal Services for the Period Ending July 31, 2003
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<u>Description</u>	<u>Amount</u>
214-953-6467	
Telephone call to: SOUTHERN,NJ	1.50
609-501-0567	
Telephone call to: SAN FRAN,CA	1.04
415-439-1462	
West Publishing-TP,Database Usage 6.03	45.16
GENESYS CONFERENCING, INC. - Telephone,	1.32
Conference call, J Horwitz, 5/27/2003	
GENESYS CONFERENCING, INC. - Telephone,	146.15
Conference call, V Wales, 5/15/03 to	
6/14/03	
West Publishing-TP,Database Usage 6.03	25.45
Telephone call to: DALLAS NE,TX	.75
972-906-8125	
Telephone call to: DALLAS NE,TX	5.75
972-906-8125	
Telephone call to: OKLA CITY,OK	.50
405-945-8767	
Telephone call to: OKLA CITY,OK	.75
405-945-8767	
West Publishing-TP,Database Usage 6.03	6.05
Telephone call to: BEVERLYHLS,CA	4.36
310-788-4420	
Telephone call to: NORTH EAST,WI	2.49
920-429-7193	
Telephone call to: SAN FRAN,CA	1.45
415-439-1476	
Telephone call to: DALLAS NE,TX	3.12
972-906-1189	
West Publishing-TP,Database Usage 6.03	4.62
West Publishing-TP,Database Usage 6.03	87.44
Telephone call to: SAN FRAN,CA	1.87
415-439-1476	
Telephone call to: SLC OGDEN,UT	.83
801-910-0483	
Fed Exp to: ,DEERFIELD,IL from:MAILROOM	5.69
West Publishing-TP,Database Usage 6.03	10.03
Telephone call to: LB AREA,CA	5.61
310-772-2354	
West Publishing-TP,Database Usage 6.03	14.23
Robert Buday, Meals, Overtime	57.29
Meals-Attorney, Chicago, IL, 06/20/03,	
(Overtime Meals)	
VIRTUALDOCKET.COM - TA(31.80) Computer	33.70
Database Research, 6/11/03 Documents	
Downloaded per A. Groesch.	