

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:

Fleming Companies, Inc., et al.

CHAPTER 11

Debtor,

Court File No. 03-10945
(Jointly Administered)

**SUMMARY OF THE THIRD MONTHLY APPLICATION OF RIDER BENNETT, LLP
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD JULY 1, 2003 -
JULY 30, 2003**

Name of Applicant: Rider Bennett, LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Order dated May 30, 2003 (Nunc Pro Tunc)

Period for which compensation and reimbursement is sought: June 1, 2003 – June 30, 2003

Amount of Compensation sought as actual, reasonable, and necessary: **\$43,422.00 (80% of \$54,277.50).**

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: **\$1,710.01**

This is a: interim final application

The total time expended for preparation of this application is approximately ten hours and the corresponding compensation that will be requested in a future application is approximately \$1,750.00.

<u>Period Covered</u>	<u>Requested Fees</u>	<u>Requested Expenses</u>	<u>Approved Fees</u>	<u>Approved Expenses</u>
June 1, 2003 – June 31, 2003	\$67,215.60	\$3,595.41	Pending	Pending
June 1, 2003 - June 30, 2003	\$26,062.40	\$1,366.84	Pending	Pending
July 1, 2003 July 31, 2003	\$43,422.00	\$1,710.01	Pending	Pending

The RB Attorneys who rendered professional services in this case during the Fee Period are:

JULY 2003 (Rainbow)

**Billed Time and Costs by Attorney
July
Rainbow/Fleming**

Rainbow Foods				
Timekeeper	Rate	Hours	Fees	Costs
Gregory M. Weyandt	325.00	0.30	97.50	-
Patricia Ann Burke	320.00	0.50	160.00	-
Mark W. Schneider	350.00	1.90	665.00	3.57
Dale L. Deitchler	250.00	1.40	350.00	-
Kathy S. Kimmel	225.00	0.10	22.50	-
Grand Total		4.20	1,295.00	3.57

JULY 2003 (Fleming)

Fleming Companies				
Timekeeper	Rate	Hours	Fees	Costs
Steven J. Kluz	290.00	9.70	2,813.00	-
Barry F. Clegg	350.00	23.30	8,155.00	27.37
Patricia Ann Burke	320.00	37.00	11,840.00	31.79
Mark W. Schneider	350.00	27.20	9,520.00	880.28
Kimberley J Farries	90.00	0.50	45.00	-
Dale L. Deitchler	250.00	2.90	725.00	13.77
Daniel Q. Poretti	270.00	0.60	162.00	-
Kathy S. Kimmel	225.00	0.70	157.50	-
Raphael T. Wallander	175.00	16.60	2,905.00	2.36
John C. Hauge	200.00	67.90	13,580.00	654.67
Jessica S. Pecoraro	140.00	22.00	3,080.00	86.95
Grand Total		208.40	52,982.50	1,697.19

The following is a breakdown of total fees and costs by individual file matter number for July of 2003.

Matter/Invoice Detail				
July				
Rainbow/Fleming				
Rainbow Foods				
Matter	Invoice	Fees	Costs	Total
5049.000219	3083472	840.00	-	840.00
5049.000221	3083473	160.00	-	160.00
5049.R27719	3083474	295.00	3.57	298.57
Grand Total		1,295.00	3.57	1,298.57

Fleming Companies

Matter	Invoice	Fees	Costs	Total
9112.000101	3083492	1,461.00	369.60	1,830.60
9112.000102	3083493	672.00	-	672.00
9112.000107	3083494	876.00	82.09	958.09
9112.000170	3083495	11,186.00	201.39	11,387.39
9112.000268	3083496	105.00	-	105.00
9112.000306	3083497	201.00	2.51	203.51
9112.000308	3083498	2,208.00	274.79	2,482.79
9112.000309	3083499	166.00	4.42	170.42
9112.000316	3083500	792.00	-	792.00
9112.000317	3083501	294.00	2.89	296.89
9112.000318	3083502	1,420.00	149.45	1,569.45
9112.000324	3083503	1,435.00	-	1,435.00
9112.000327	3083504	329.00	2.47	331.47
9112.000328	3083505	5,104.00	338.91	5,442.91
9112.000329	3083506	3,236.00	72.75	3,308.75
9112.000330	3083507	1,056.00	0.78	1,056.78
9112.000331	3083508	2,520.00	34.14	2,554.14
9112.000332	3083509	1,284.00	-	1,284.00
9112.000333	3083510	1,288.00	11.90	1,299.90
9112.000334	3083511	1,737.00	15.53	1,752.53
9112.000335	3083512	658.00	-	658.00
9112.000336	3083513	425.00	-	425.00
9112.000337	3083514	160.00	6.80	166.80
9112.R21836	3083515	502.00	11.23	513.23
9112.000325	3083949	11,750.50	102.37	11,852.87
9112.R28719	3083950	2,117.00	22.42	2,139.42
Grand Total		52,982.50	1,706.44	54,688.94

The following is a summary of all expenses:

**Cost Summary
July, 2003**

Rainbow Foods		
Description	Worked Amount	Billed Amount
Photocopies	3.57	3.57
Total	3.57	3.57

Fleming Companies		
Description	Worked Amount	Billed Amount
Cash Disbursements	179.32	179.32
Photocopies	489.09	489.09
Long Distance Telephone	260.08	260.08
Facsimile	49.80	45.00
Westlaw	732.95	732.95
Total	1,711.24	1,706.44

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:

Fleming Companies, Inc., et al.

CHAPTER 11

Debtor,

Court File No. 03-10945
(Jointly Administered)

**THIRD APPLICATION OF RIDER BENNETT, LLP FOR ALLOWANCE OF
ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE INTERIM PERIOD July 1, 2003 THROUGH July 31, 2003**

Pursuant to 11 U.S.C. §§ 327, 328, 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure; the Retention Order (as defined below); the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “interim Compensation Order”); and the Local Rules for the United States Bankruptcy Court for the District of Delaware, the law firm of Rider Bennett, LLP (“RB”), special counsel for the Debtor in the above-captioned chapter 11 case, hereby applies for an order allowing it (i) compensation in the amount of \$43,422.00, 80% of \$54,277.50 for the reasonable and necessary legal services RB incurred in each case for the period from July 1 through July 31, 2003 (the “Fee Period”). In support of this Application, RB respectfully states as follows:

Retention of and Continuing Disinterestedness of Rider Bennett, LLP

1. On April 1, 2003 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtor continues to operate its business and manage its properties and assets as debtor in possession.

2. On April 30, 2003, the Debtor filed an application for an order to retain RB as special counsel, effective as of the Petition Date (the “Retention Application” and the “Retention Order”). On May 20, 2003, the Court entered the Retention Order. The Retention Order authorized RB to perform legal services in the areas of labor and employment law, and general business litigation matters. The Retention Order authorized the Debtor to compensate RB at RB’s hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

3. As disclosed in the Affidavit of Patricia A. Burke in Support of Application for Entry of an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing Employment and Retention of Rider Bennett as Attorneys for the Debtors and Statement of RB pursuant to Federal Rule of Bankruptcy Procedure 2016(b) and Section 329(a) of the Bankruptcy Code, filed on the Petition Date (the “Affidavit”), RB does not hold or represent any interest adverse to the estate, and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

4. RB may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and this case. RB disclosed in the Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. RB will update the Affidavit when necessary and when RB becomes aware of material new information.

5. RB performed the services for which it is seeking compensation on behalf of or for the Debtor and its estate, and not on behalf of any committee, creditor or other person.

6. RB has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with this case.

7. Pursuant to Rule 2016(b) of the Federal Rules of Bankruptcy Procedure, RB has not shared, nor has agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of RB, or (b) any compensation another person or party has received or may receive.

Reasonable and Necessary Services Rendered by Rider Bennett – Generally

8. The RB attorneys who rendered professional services in this case during the Fee Period are:

Billed Time and Costs by Attorney				
July				
Rainbow/Fleming				
Rainbow Foods				
Timekeeper	Rate	Hours	Fees	Costs
Gregory M. Weyandt	325.00	0.30	97.50	-
Patricia Ann Burke	320.00	0.50	160.00	-
Mark W. Schneider	350.00	1.90	665.00	3.57
Dale L. Deitchler	250.00	1.40	350.00	-
Kathy S. Kimmel	225.00	0.10	22.50	-
Grand Total		4.20	1,295.00	3.57

Fleming Companies				
Timekeeper	Rate	Hours	Fees	Costs
Steven J. Kluz	290.00	9.70	2,813.00	-
Barry F. Clegg	350.00	23.30	8,155.00	27.37
Patricia Ann Burke	320.00	37.00	11,840.00	31.79
Mark W. Schneider	350.00	27.20	9,520.00	880.28

Kimberley J Farries	90.00	0.50	45.00	-
Dale L. Deitchler	250.00	2.90	725.00	13.77
Daniel Q. Poretti	270.00	0.60	162.00	-
Kathy S. Kimmel	225.00	0.70	157.50	-
Raphael T. Wallander	175.00	16.60	2,905.00	2.36
John C. Hauge	200.00	67.90	13,580.00	654.67
Jessica S. Pecoraro	140.00	22.00	3,080.00	86.95

Grand Total	208.40	52.982.50	1.697.19	
--------------------	---------------	------------------	-----------------	--

9. The following is a breakdown of RB's fees and costs billed to each specific matter for June of 2003:

Matter/Invoice Detail
July
Rainbow/Fleming

Rainbow Foods

Matter	Invoice	Fees	Costs	Total
--------	---------	------	-------	-------

5049.000219	3083472	840.00	-	840.00
5049.000221	3083473	160.00	-	160.00
5049.R27719	3083474	295.00	3.57	298.57

Grand Total		1,295.00	3.57	1,298.57
--------------------	--	-----------------	-------------	-----------------

Fleming Companies

Matter	Invoice	Fees	Costs	Total
--------	---------	------	-------	-------

9112.000101	3083492	1,461.00	369.60	1,830.60
9112.000102	3083493	672.00	-	672.00
9112.000107	3083494	876.00	82.09	958.09
9112.000170	3083495	11,186.00	201.39	11,387.39
9112.000268	3083496	105.00	-	105.00
9112.000306	3083497	201.00	2.51	203.51

9112.000308	3083498	2,208.00	274.79	2,482.79
9112.000309	3083499	166.00	4.42	170.42
9112.000316	3083500	792.00	-	792.00
9112.000317	3083501	294.00	2.89	296.89
9112.000318	3083502	1,420.00	149.45	1,569.45
9112.000324	3083503	1,435.00	-	1,435.00
9112.000327	3083504	329.00	2.47	331.47
9112.000328	3083505	5,104.00	338.91	5,442.91
9112.000329	3083506	3,236.00	72.75	3,308.75
9112.000330	3083507	1,056.00	0.78	1,056.78
9112.000331	3083508	2,520.00	34.14	2,554.14
9112.000332	3083509	1,284.00	-	1,284.00
9112.000333	3083510	1,288.00	11.90	1,299.90
9112.000334	3083511	1,737.00	15.53	1,752.53
9112.000335	3083512	658.00	-	658.00
9112.000336	3083513	425.00	-	425.00
9112.000337	3083514	160.00	6.80	166.80
9112.R21836	3083515	502.00	11.23	513.23
9112.000325	3083949	11,750.50	102.37	11,852.87
9112.R28719	3083950	2,117.00	22.42	2,139.42

Grand Total		52,982.50	1,706.44	54,688.94
--------------------	--	------------------	-----------------	------------------

10. As special counsel, RB has advised and represented the Debtors in connection with the labor/employment matters and business litigation matters. Furthermore, RB has prepared various pleadings submitted to this Court for consideration and has performed all of the other professional services that are described in this Application.

11. The rates described above are RB's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that RB rendered during the Fee Period; based on these rates and the services performed by each individual, the reasonable value of such services is \$54,277.50. The RB attorneys and paraprofessionals expended a total of 212.60 hours for multiple matters during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code the amount of fees requested is

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

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

Reasonable and Necessary Services Rendered by Rider Bennett – Categorized by Matter

13. The professional services that RB rendered during July of 2003 are grouped in to the numbered and titled categories of subject matters described in Paragraphs 14 through 41 herein.

14. Matter 05049.000219; (Fees: \$840.00)

This matter relates to an EEOC Charge of Discrimination by Rosanna Natividad.

15. Matter 05049.000221 (Fees: \$160.00)

This matter relates to Local 653 Vacation Pay Out Grievance.

16. Matter 05049.R27719; (Fees: \$295.00); (Expenses: \$3.57)

This matter relates to Unfair Competition Allegations by SuperValu.

17. Matter 09112.000101 (Fees: \$1,461.00); (Expenses: \$369.60)

This matter relates to General Labor issues.

18. Matter 09112.000102; (Fees: \$672.00)

This matter relates to Quarter Reports – Labor Matters.

19. Matter 09112.107; (Fees: \$876.00; (Expenses: \$82.09)

This matter relates to Crestwood Bakeries.

20. Matter 09112.170; (Fees: \$11,186.00); (Expenses: \$201.39)

This matter relates to Withdrawal Liability Tracking System.

21. Matter: 09112.306; (Fees: \$201.00); (Expenses: \$2.51)

This matter relates to LaCrosse Transportation ULP.

22. Matter 09112.308; (Fees: \$2,208.00); (Expenses: 274.79)

This matter relates to Sandra O'Donnell – Business Closing Complaint.

23. Matter 09112.309; (Fees: \$166.00); (Expenses: \$4.42)

This matter relates to Local 1444 Grievance Re: Sale of Stores (Wisconsin).

24. Matter 09112.316; (Fees: \$792).

This matter relates to Milwaukee Store Closing Law Complaints.

25. Matter 09112.317; (Fees: \$294.00); (Expenses: \$2.29)

This matter relates to Minneapolis Local 120 – Grievance No. 02-188/Vacation Issues.

26. Matter: 09112.318; (Fees: \$1,420.00); (Expenses: \$149.45).

This matter relates to Milwaukee Store Closing Complaint ERD #200300873.

27. Matter 09112.324; (Fees: \$1,435.00).

This matter relates to Post-Petition Labor Matters.

28. Matter 09112.325; (Fees: \$11,750.50); (Expenses: 102.37).

This matter relates to Fleming Companies, Inc., et al, Chapter 11 Bankruptcy.

29. Matter 09112.327; (Fees: \$329.00); (Expenses: \$2.47)

This matter relates to St. Paul – Vacation Grievance 2003.

30. Matter: 09112.328; (Fees: 5,104.00); (Expenses: \$338.91)

This matter relates to Superior Plant Closing Complaint.

31. Matter: 09112.329; (Fees: 3,236.00); (Expenses: \$72.75)

This matter relates to Racine Plant Closing Complaint.

32. Matter 09112.330; (Fees: \$1,506.00); (Expenses: \$.78)

This matter relates to Local 1444 Grievance on Failure to Pay Severance in Pewaukee and Kenosha, WI..

33. Matter 09112.331; (Fees: \$2,520.00); (Expenses: \$34.14)

This matter relates to Kenosha Plant Closing Complaint.

34. Matter 09112.332; (Fees: \$1,284.00)

This matter relates to Pewaukee Plant Closing Complaint.

35. Matter 09112.333; (Fees: \$1,288.00); (Expenses: \$11.90)

This matter relates to Marshfield Facility Closing Complaint.

36. Matter 09112/334 (Fees: \$1,737.00); (Expenses: \$15.53)

This matter relates to Failure to Pay Contractual Severance.

37. Matter 09112/335; (Fees: \$658.00)

This matter relates to Milwaukee – Otto Discharge Arbitration.

38. Matter 09112.336 (Fees: \$425.00)

This matter relates to Phoenix Vacation/Sick Pay-out Grievance.

39. Matter 09112.337 (Fees: \$160.00)

This matter relates to Local 1444 Grievance Regarding Failure to Make H&W/Pension Payments on Unused Vacation and Personal Holidays.

40. Matter 09112.R21937 (Fees: \$502.00); (Expenses: \$11.23)

This matter relates to Superior – Duane Betterman v. Fleming Companies, Inc.

41. Matter 09112/R28719 (Fees: \$2,117.00); (Expenses: \$22.42)

This matter relates to Marshfield-Fleming Companies, Inc. v. National Petroleum, Inc. individually and d/b/a Petro Mart and Navdeep Walia, an individual.

42. The professional services that RB rendered during July of 2003 are grouped in to the numbered and titled categories of subject matters described in Paragraphs 14 through 41 herein.

Actual and Necessary Expenses

43. It is RB's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is RB's policy to charge its clients only the amount actually incurred by RB in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, out-going facsimile transmissions, airfare, meals

and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate.

44. RB (a) \$0.17 per page for duplication; and (b) \$0.30 per page for outgoing telecopy transmissions (plus related toll charges). RB does not charge its clients for incoming telecopier transmissions. RB invoices clients for standard Westlaw computer assisted legal research. Computer assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assigned legal research) techniques.

45. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by RB on the Debtors' behalf during the Fee Period is attached hereto as Exhibit A. All of these disbursements compromise the requested sum of RB's out-of-pocket expense, totaling \$1,710.01. The matter numbers within Exhibit A correspond to the numbers assigned to the matters described in Paragraphs 14 through 41 herein. Any missing matter numbers merely indicate that no expenses were attributed to the matter corresponding to that number during the Fee Period, but expenses may be attributable to a Subject Matter in the future. A summary of expenses by category for the entire Fee Period is also set forth herein:

Cost Summary
July
Rainbow/Fleming

Rainbow Foods		
Description	Worked Amount	Billed Amount
Photocopies	3.57	3.57
Total	3.57	3.57

Fleming Companies		
Description	Worked Amount	Billed Amount
Cash Disbursements	179.32	179.32
Photocopies	489.09	489.09
Long Distance Telephone	260.08	260.08
Facsimile	49.80	45.00
Westlaw	732.95	732.95
Total	1,711.24	1,706.44

Representations

46. The fee and expense statements for the Fee Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Fee Period. To the best of RB's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Interim Compensation Order. RB's time reports are initially handwritten or entered into the billing system by the attorney or paralegal performing the described services. The majority of the time reports are organized on a daily basis. RB is particularly sensitive to issues of

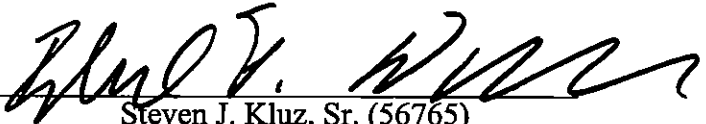
“lumping”, and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. RB’s charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code.

47. This Application is RB’s second monthly fee application pursuant to the Interim Compensation Order (and referred to in that Order as a “Monthly Statement”), covering the period from July 1, 2003 through July 31, 2003. Although every effort has been made to include all fees and expenses from the Fee Period in this Application, some fees and expenses from the Fee Period might not be included in this application due to delays caused by accounting and processing procedures. RB reserves the right to make further application to the Court for allowance of fees and expenses not included herein. RB will submit subsequent fee applications at a later date in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the procedures established by this Court, and the Interim Compensation Order to request payment of fees and expenses incurred after May 1, 2003.

48. In summary, by this Application, RB requests compensation for fees and expense in the total amount of \$43,422.00 consisting of (a) 80% of the \$54,277.50 billed for reasonable and necessary professional services rendered and (b) \$1,710.01 for actual and necessary costs and expenses.

WHEREFORE, RB prays (a) that an allowance be made to it, as fully described above for the (i) reasonable and necessary professional services RB has rendered to the Debtor during the Fee Period and (ii) reimbursement of actual and necessary costs and expenses incurred by RB during the Fee Period, and (b) that both fees and expenses payable as administrative expenses of the estate.

RIDER BENNETT, LLP

By 

Steven J. Kluz, Sr. (56765)

Mark W. Schneider (187896)

Patricia A. Burke (13195)

Raphael T. Wallander (297628)

333 South Seventh Street

Suite 2000

Minneapolis, MN 55402

(612) 340-7951

Dated: 8/27, 2003

VERIFICATION

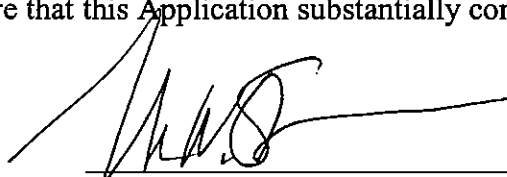
STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

Mark W. Schneider, after being duly sworn according to law, deposes and says:

a. I am a partner with the applicant law firm Rider Bennett, LLP, and have been admitted to appear before this Court.

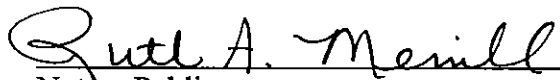
b. I am aware of the legal services rendered by Rider Bennett, LLP as counsel to Debtors and am thoroughly familiar with the other work performed on behalf of Debtors by the lawyers and paraprofessionals of Rider Bennett, LLP

c. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have consulted with and relied upon local counsel to ensure that this Application substantially complies with the Delaware Local Bankruptcy Rules.



Mark W. Schneider

Subscribed and sworn to before me this 27th day of August, 2003



Notary Public

