

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Email Processing**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Coffey, Laura	4/4/2003	1.3	Perform e-mail parsing of Batch 35.
Coffey, Laura	4/4/2003	2.0	Perform e-mail parsing of Batch 34.
Coffey, Laura	4/4/2003	2.0	Perform e-mail parsing of Batch 32.
Cox, Dennis	4/4/2003	2.7	Process mailboxes of Batch 33.
Cox, Dennis	4/4/2003	2.8	Process mailboxes of Batch 34.
Coffey, Laura	4/4/2003	3.0	Perform e-mail parsing of Batch 33.
Cox, Dennis	4/4/2003	3.0	Process mailboxes of Batch 35.
Coffey, Laura	4/7/2003	0.5	Create directory listing of Batch 36.
Coffey, Laura	4/7/2003	0.5	Import new data into Batch 36.
Coffey, Laura	4/7/2003	0.6	Create a directory listing of Batch 36.
Coffey, Laura	4/7/2003	1.0	Copy files to hard drive for indexing of Batch 35.
Coffey, Laura	4/7/2003	1.0	Copy files to hard drive for indexing of Batch 36.
Coffey, Laura	4/7/2003	1.7	Perform e-mail parsing of Batch 35.
Cox, Dennis	4/7/2003	2.5	Process mailboxes of Batch 35.
Cox, Dennis	4/7/2003	2.5	Process mailboxes of Batch 36.
Coffey, Laura	4/7/2003	3.0	Perform e-mail parsing of Batch 36.
Cox, Dennis	4/7/2003	3.0	Process mailboxes of Batch 37.
Coffey, Laura	4/8/2003	0.6	Create date parsing to generate histogram.
Cox, Dennis	4/8/2003	2.5	Process mailboxes of Batch 38.
Cox, Dennis	4/8/2003	2.5	Process mailboxes of Batch 39.
Coffey, Laura	4/8/2003	2.8	Perform e-mail parsing and correct parsing errors.
Coffey, Laura	4/8/2003	2.9	QC e-mail process and results and update table received.
Coffey, Laura	4/8/2003	3.0	QC e-mail process and results and verify files received.
Coffey, Laura	4/8/2003	3.0	QC e-mail process and resulting; verify counts by users.
Cox, Dennis	4/8/2003	3.0	Process mailboxes of Batch 40.

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Coffey, Laura	4/9/2003	2.4	Create histogram.
Cox, Dennis	4/9/2003	2.5	Process mailboxes of Batch 41.
Cox, Dennis	4/9/2003	2.5	Process mailboxes of Batch 42.
Coffey, Laura	4/9/2003	3.0	Perform date parsing and programming.
Cox, Dennis	4/9/2003	3.0	Process mailboxes of Batch 43.
Coffey, Laura	4/10/2003	0.6	Perform e-mail parsing and repair parsing error batch.
Cox, Dennis	4/10/2003	2.0	Process mailboxes of Batch 56.
Cox, Dennis	4/10/2003	2.5	Process mailboxes of Batch 57.
Cox, Dennis	4/10/2003	2.5	Process mailboxes of Batch 56.
Coffey, Laura	4/10/2003	3.0	Perform e-mail parsing and repair error batch.
Cox, Dennis	4/11/2003	2.5	Process mailboxes of seven individuals.
Cox, Dennis	4/11/2003	2.5	Process mailboxes of seven individuals.
Cox, Dennis	4/11/2003	3.0	Process mailboxes of seven individuals.
Cox, Dennis	4/14/2003	3.8	Write software to export data out of a mailbox to an access database.
Cox, Dennis	4/14/2003	4.2	Continue to write software to export data from a mailbox to an access database.
Cox, Dennis	4/15/2003	8.0	Write software to export data out of a mailbox to an access database.
Cox, Dennis	4/16/2003	8.0	Train Fleming personnel on application writing of documentation.
Cox, Dennis	4/17/2003	8.0	Write documentation and debug application code.
Coffey, Laura	4/21/2003	2.3	Document e-mail extraction and deduping process.
Coffey, Laura	4/30/2003	0.5	Create directory listing of Batch 37.
Coffey, Laura	4/30/2003	0.5	Import data into Batch 37.
Coffey, Laura	4/30/2003	0.7	Copy files to hard drive for indexing of Batch 37.
Coffey, Laura	4/30/2003	1.3	Copy file of Creation files for e-mail parsing.
Coffey, Laura	4/30/2003	1.4	Copy files in preparation for parsing.

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Coffey, Laura	4/30/2003	1.5	Perform e-mail parsing of Batch 37.
Wilson, David	4/30/2003	2.8	Discussion and oversight of email extraction for additional 47 people as requested by PWC.
Coffey, Laura	4/30/2003	2.8	Perform document viewer data storage for reporting purposes.
Coffey, Laura	5/1/2003	0.5	Creation of Directory Listing - Batch 37 Error of Batch.
Coffey, Laura	5/1/2003	0.5	Import data into - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	0.7	Copy files to hard drive for Indexing - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	1.3	Copy files to HD for Indexing - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	1.4	Changes to parsing database structure.
Coffey, Laura	5/1/2003	1.5	Email Parsing - Batch 37 - Error of Batch.
Coffey, Laura	5/1/2003	2.1	Determine where errors in batch 37 are coming from.
Wilson, David	5/1/2003	2.3	Prepare e-mail parsing oversight.
Coffey, Laura	5/1/2003	2.4	Email Parsing - Batch 37 - Error of Batch
Coffey, Laura	5/1/2003	2.6	Reprogramming of Email Parser to handle new structure.
Coffey, Laura	5/2/2003	0.5	Create directory listing - Batch 38.
Coffey, Laura	5/2/2003	0.5	Create Directory Listing of Batch 39.
Coffey, Laura	5/2/2003	0.5	Import data into - Batch 39.
Coffey, Laura	5/2/2003	0.5	Import data into - Batch 38.
Coffey, Laura	5/2/2003	1.0	Copy files to hard drive for indexing - Batch 38.
Coffey, Laura	5/2/2003	1.0	Copy files to hard drive for Indexing - Batch 39.
Coffey, Laura	5/2/2003	3.0	Email parsing - Batch 38.
Coffey, Laura	5/2/2003	3.0	Email parsing - Batch 39.
Coffey, Laura	5/3/2003	2.6	Create SQL files for Batches 37 - 39.
Coffey, Laura	5/4/2003	2.6	Check on files and import SQL files.
Coffey, Laura	5/5/2003	2.3	Fix SQL loading errors.
Coffey, Laura	5/9/2003	0.4	Update tables to pull out specific files needed for verification.

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Coffey, Laura	5/9/2003	0.6	Perform verification of update tables.
Coffey, Laura	5/9/2003	1.6	Create directory listing of all files on Junior to verify against PwC table.
Coffey, Laura	5/9/2003	1.9	Import directory listing of all files on Junior.
Heller, Robert	5/13/2003	2.0	Attempt to restore exchange information.
Heller, Robert	5/13/2003	2.5	Work on exchange server restoration.
Heller, Robert	5/13/2003	3.0	Work on exchange server restoration.
Heller, Robert	5/13/2003	3.0	Restore exchange data.
Ranta, Todd	5/14/2003	1.6	Review restored coremark exchange information, conduct quality control for completeness.
Wilson, David	5/14/2003	1.6	Exchange Server assistance on software acquisition and remote management of restoration process.
Glynn, Edward	5/14/2003	2.5	Extract mailboxes (PSTs) from exchange server.
Ranta, Todd	5/14/2003	2.7	Work with Ken Ontko on identification of the tapes and location of Coremark email information. Phone call with Coremark employees to identify available information.
Glynn, Edward	5/14/2003	3.0	Conduct counts of email messages for logging purposes.
Glynn, Edward	5/14/2003	3.0	Restore MS excahnge email to exchange server.
Heller, Robert	5/14/2003	3.0	Continue to work on exchange restoration.
Heller, Robert	5/14/2003	3.0	Work on exchange restoration.
Ranta, Todd	5/15/2003	1.1	Assitance in the restoration of the MS Exchange email database from tape to hard disk
Glynn, Edward	5/15/2003	1.5	Prepare summary sheets for each PST restored file including email counts.
Glynn, Edward	5/15/2003	1.5	Index MS Exchange server backup tapes for Coremark employees.
Ranta, Todd	5/15/2003	1.5	Discussions with Ed Glynn regarding indexed MS Exchange server backup tapes related to QC issues identified. Review of work being completed.
Ranta, Todd	5/15/2003	1.9	Set up extracted MS Exchange database files for specific Coremark employees to PST format for initial review before providing to PwC.

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Glynn, Edward	5/15/2003	2.0	Extract MS Exchange database files for specific Coremark employees to PST format.
Glynn, Edward	5/15/2003	2.0	Load e-mail database into PowerControls software to extract email from MS Exchange databases.
Glynn, Edward	5/15/2003	2.0	Restore MS Exchange email database from tape to hard disk.
Heller, Robert	5/15/2003	2.0	Work on backup exec software issues on the restoration.
Heller, Robert	5/15/2003	3.0	Work on restored data to pull e-mail.
Heller, Robert	5/15/2003	3.0	Work on restored data to pull e-mail.
Heller, Robert	5/15/2003	3.0	Restore exchange data.
Wilson, David	5/15/2003	3.2	Exchange Server rebuild and email restore from 4mm 5-31-2002 Exchange server backup.
Ranta, Todd	5/16/2003	0.5	Planning and staffing to extract MS Exchange database files from 2002 for specific Coremark employees to PST format.
Ranta, Todd	5/16/2003	0.8	Work with Ken Ontko to identify additional archives of MS Exchange email related to Coremark.
Ranta, Todd	5/16/2003	1.8	Planning for and review of Coremark email information provided and still outstanding.
Heller, Robert	5/16/2003	2.0	Complete Exchange restoration.
Wilson, David	5/16/2003	2.7	Exchange Server restore and email extraction.
Wilson, David	5/19/2003	2.1	Meeting with FTI staff on job status and data production.
Glynn, Edward	5/19/2003	2.5	Prepare summary sheets for each PST restored file including email counts for 2002 data.
Glynn, Edward	5/19/2003	3.0	Extract MS Exchange database files from 2002 for specific Coremark employees to PST format.
Ranta, Todd	5/20/2003	1.2	Final email loads and home computer loads for PwC.
Ranta, Todd	5/20/2003	1.5	Review email documentation to be provided to PwC.
Glynn, Edward	5/23/2003	3.0	Prepare memo summarizing MS Exchange processing procedures.
Glynn, Edward	5/29/2003	2.0	Revise memo for MS Exchange processing procedures.
Glynn, Edward	5/30/2003	2.5	Revise memo for MS Exchange processing procedures.
Cox, Dennis	6/13/2003	1.0	Provide additional detail to project team in response to inquiry regarding Groupwise email extraction and conversion.

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Cox, Dennis	6/13/2003	1.0	Review documentation to respond to inquiry regarding Groupwise email extraction and conversion.
Cox, Dennis	6/13/2003	2.0	Respond to inquiry regarding Groupwise email extraction and conversion.
<b>Subtotal</b>		<b>330.1</b>	

**Excess Assets Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/23/2002	0.3	Conversation with J. Tovey(Fleming) regarding additional transport equipment and status of certain vendor payments.
Honeybone, Mark	4/23/2002	0.3	Conversation with J. Horwitz(K&E) regarding pre- and post-petition expenses related to selling equipment in retail and warehouse locations.
Honeybone, Mark	4/23/2002	0.4	Conversations with P. DiBrito (Fleming) regarding status of engaging auctioneer.
Honeybone, Mark	4/23/2002	0.6	Further drafting of bid summary worksheet.
Honeybone, Mark	4/23/2002	0.6	Review of MBC Greenhouse Motion authorizing retention of auctioneer and process to liquidate equipment.
Honeybone, Mark	4/23/2002	1.1	Meeting with A. Stiavetti and R. Jones (both DoveBid) regarding the auctioneer process and their bid.
Honeybone, Mark	4/23/2002	1.1	Follow-up of current status of auctioneer bids to ensure process is moving along.
Honeybone, Mark	4/23/2002	1.2	Research regarding cleanup costs as admin expenses on closeout stores.
Honeybone, Mark	4/23/2002	2.2	Review of Draft Real Estate Sale Motions and GOB Sales motions.
Honeybone, Mark	4/3/2003	0.4	Meeting with Jerry Rebel(Fleming), Mark Kovac(Bain), and Jeff Stegenga(FTI) re excess inventory disposal.
Stegenga, Jeff	4/3/2003	0.8	Discussion with J. Dworkin (Fleming) regarding inventory liquidation plans.
Stegenga, Jeff	4/3/2003	1.8	Discussion with Glass and Debtor representatives regarding cash management/vendor issues.
Stegenga, Jeff	4/4/2003	1.2	Follow-up discussions with Debtor representatives regarding inventory liquidation process.

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Stegenga, Jeff	4/7/2003	0.6	Discussion with Amy Manning (Bain) regarding inventory liquidation process update.
Stegenga, Jeff	4/7/2003	0.6	Development of initial information for inventory/real estate pleadings.
Stegenga, Jeff	4/7/2003	0.8	Discussion with Chuck Hall(Fleming), Bill Mee (Fleming)and G. Terrazas (FTI) regarding real estate held for sale.
Honeybone, Mark	4/8/2003	0.4	Discussions with A. Manning (Bain) re inventory disposal.
Honeybone, Mark	4/8/2003	0.4	Review of inventory disposal memorandum.
Terrazas, Gabriel	4/8/2003	0.8	Meeting with C. Hall (Fleming) and B. Mee (Fleming) to discuss asset sales.
Terrazas, Gabriel	4/8/2003	0.8	Email to R. Greenspan (FTI) to outline real estate issues.
Terrazas, Gabriel	4/8/2003	1.0	Revise asset sale memo for attorneys.
Terrazas, Gabriel	4/8/2003	2.0	Meeting with Fleming Real Estate Team, R. Buday (K&E), Tori Wales (K&E), and Jeff Stegenga (FTI)
Stegenga, Jeff	4/8/2003	2.2	Participate in real estate legal meeting with Debtor counsel.
Honeybone, Mark	4/9/2003	0.9	Drafting of fleet divestiture summary.
Terrazas, Gabriel	4/10/2003	0.3	Call to R. Greenspan (FTI) re: real estate issues.
Terrazas, Gabriel	4/10/2003	0.5	Call with B. Mee (Fleming) to discuss asset sales.
Stegenga, Jeff	4/10/2003	0.6	Discussion with G. Richards (K&E) and M. Honeybone (FTI) regarding excess inventory liquidation issues.
Honeybone, Mark	4/10/2003	0.8	Conference call with G. Richards(K&E) and J. Stegenga(FTI) regarding excess asset sales.
Terrazas, Gabriel	4/10/2003	1.0	Real estate conference call with Fleming, K&E attorneys, J. Stegenga (FTI) and M. Honeybone (FTI).
Honeybone, Mark	4/10/2003	1.3	Meeting with J.Tovey and B.Fink (both Fleming) regarding excess transportation equipment to be disposed of.
Honeybone, Mark	4/10/2003	1.7	Meeting re Excess Assets with FTI,Fleming, K&E and Pachulski.
Honeybone, Mark	4/10/2003	2.3	Research related to the sale of the Arizona liquor licenses and the contact attorney.
Stegenga, Jeff	4/11/2003	0.4	Follow-up discussions with G. Terrazas (FTI) and G. Richards (K&E) regarding real estate sale issues.
Honeybone, Mark	4/11/2003	0.4	Discussion with S. McFarland(Pachulski) regarding status of inventory information, date of filing, and the AZ liquor licenses.

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**Excess Assets Analysis and Communication**

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Honeybone, Mark	4/11/2003	0.4	Review of Hilco information request related to excess FF&E.
Stegenga, Jeff	4/11/2003	0.5	Discussion with Paul DiBrito (Fleming) egarding various real estate follow-up issues.
Honeybone, Mark	4/11/2003	0.6	Summarize Arizona liquor license and the status of the sale process pre-petition.
Honeybone, Mark	4/11/2003	0.6	Review of pharmacy file iinformation to be addressed in sale motion.
Honeybone, Mark	4/11/2003	0.8	Drafting of pharmacy sale narrative for motion.
Terrazas, Gabriel	4/11/2003	0.8	Meeting with P. DiBrito (Fleming) to discuss equipment sale process.
Terrazas, Gabriel	4/11/2003	1.3	Asset sale meeting with Fleming, K&E attorneys, J. Stegenga (FTI) and M. Honeybone (FTI).
Stegenga, Jeff	4/11/2003	1.4	Participate in daily real estate meeting regarding excess asset sales.
Honeybone, Mark	4/11/2003	1.4	Call re excess assets with FTI, K&E, Fleming, and Pachulski.
Honeybone, Mark	4/14/2003	0.3	Discussion with Hilco regarding current status of going-out-of-business sales.
Honeybone, Mark	4/14/2003	0.4	Discussion with J.Tovey (Fleming) and D.Goudy(Fleming) regarding excess tractors and trailers.
Stegenga, Jeff	4/14/2003	0.6	Meeting with G. Richards (K&E) regarding various real estate issues.
Honeybone, Mark	4/14/2003	0.7	Finalize information necessary for the pharmacy file motion with J.Thatcher (Fleming).
Stegenga, Jeff	4/14/2003	0.8	Attendance at Rich Hawk (Fleming) meeting regarding asset store sales update.
Stegenga, Jeff	4/14/2003	0.8	Follow-up meeting with R. Greenspan (FTI) and M. Honeybone (FTI) regarding excess asset org process.
Honeybone, Mark	4/14/2003	0.8	Summarizing priority lists for Fleming personnel for purposes of gathering excess equipment information.
Honeybone, Mark	4/14/2003	1.0	Researching other motions for the sale or discontinuatioun of business units.
Terrazas, Gabriel	4/14/2003	1.0	Asset Sale meeting with K&E, Fleming and FTI.
Honeybone, Mark	4/14/2003	1.1	Excess asset sale meeting with Fleming, K&E, Pachulski, and FTI.



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Honeybone, Mark	4/14/2003	2.3	Real Estate meetings regarding the disposal of equipment and the status of closed stores.
Stegenga, Jeff	4/14/2003	2.8	Meeting with Fleming reps regarding framing issues on excess asset divestitures.
Honeybone, Mark	4/15/2003	0.3	Communication with B. Merrigan (Fleming) regarding excess equipment.
Stegenga, Jeff	4/15/2003	0.4	Discussion with L. Jones (Pachulski) regarding GOB sales process.
Stegenga, Jeff	4/15/2003	0.7	Initial review of real estate/excess equipment schedules and revisions thereto.
Honeybone, Mark	4/15/2003	0.7	Meeting with J.Tovey(Fleming) regarding excess transportation equipment.
Honeybone, Mark	4/15/2003	0.7	Meeting with R. Hawk(Fleming) regarding closure of retail stores.
Honeybone, Mark	4/15/2003	0.7	Review Excess Inventory Draft motion.
Stegenga, Jeff	4/15/2003	0.8	Follow-up discussion with Paul DiBrito (Fleming) regarding various real estate matters.
Honeybone, Mark	4/15/2003	0.9	Review of fixed asset schedule for wholesale and retail operations.
Terrazas, Gabriel	4/15/2003	1.0	Asset Sale meeting with K&E, Fleming and FTI.
Honeybone, Mark	4/15/2003	1.1	Excess Asset Sale Call with Fleming, K&E, Pachulski, and FTI.
Stegenga, Jeff	4/15/2003	1.2	Daily real estate meeting regarding Roundy's and SaveMart sales.
Honeybone, Mark	4/15/2003	1.5	Formation of timeline for excess asset sales going forward.
Stegenga, Jeff	4/15/2003	1.6	Meeting with Fleming real estate team regarding coordination of equipment/transportation information flow.
Honeybone, Mark	4/15/2003	2.1	Real Estate/Excess Equipment meeting with Fleming, and FTI.
Terrazas, Gabriel	4/15/2003	2.1	Retail store sale meeting.
Honeybone, Mark	4/16/2003	0.3	Conversation with J.Horwitz (K&E) regarding GOB Sales motion.
Honeybone, Mark	4/16/2003	0.4	Conversation with N.Rider(Fleming), J.Stegenga (FTI), and S.McFarland(Pachulski) regarding Draft Excess Inventory Motion.
Honeybone, Mark	4/16/2003	0.4	Conversation with S.Feldman(Great American) regarding proposal to dispose of Excess Equipment.
Terrazas, Gabriel	4/16/2003	0.7	Call with T. Small (Fleming) to discuss CoreMark excess assets.

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Honeybone, Mark	4/16/2003	0.8	Review of Sale of Excess Assets Draft Motion.
Honeybone, Mark	4/16/2003	0.8	Further Review of Excess Inventory Motion .
Honeybone, Mark	4/16/2003	0.9	Meeting with D. Plummer(Fleming) regarding warehouse information to be included in excess equipment disposal process.
Honeybone, Mark	4/16/2003	0.9	Review of Excess Transportation equipment schedule.
Stegenga, Jeff	4/16/2003	1.0	Daily real estate meeting with Fleming personnel and K&E re: divestiture updates.
Honeybone, Mark	4/16/2003	1.1	Review of Closed retail stores list to be included in excess equipment disposal process.
Honeybone, Mark	4/16/2003	1.1	Excess Asset Meeting with Fleming, K&E, Pachulski and FTI.
Stegenga, Jeff	4/16/2003	1.2	Discussion with liquidator contacts re: bid logistics.
Honeybone, Mark	4/16/2003	1.2	Real Estate/Excess Equipment meeting with Fleming, and FTI.
Terrazas, Gabriel	4/16/2003	1.2	Real sale meeting with Fleming and K&E.
Stegenga, Jeff	4/16/2003	1.4	Equipment liquidation meeting with Fleming real estate team re: liquidator plans.
Stegenga, Jeff	4/16/2003	1.6	Meetings with Neal Ryder(Fleming), Scotta McFarland (Pachulski)and Ken Weingartner (Fleming) re: inv sale motion.
Terrazas, Gabriel	4/16/2003	1.7	Research lease property and corresponding inventory for bank group.
Honeybone, Mark	4/17/2003	0.3	Conversation with T. Wool (Braun) regarding Excess Equipment sales.
Stegenga, Jeff	4/17/2003	0.4	Final revisions to to excess inventory pleading.
Honeybone, Mark	4/17/2003	0.4	Conversation with A. Stiavetti (Dovebid) regarding Excess Equipment sales.
Honeybone, Mark	4/17/2003	0.6	Review of Excess Inventory motion.
Honeybone, Mark	4/17/2003	0.7	Review going-out-of-business sales information for purposes of providing information for motion.
Honeybone, Mark	4/17/2003	0.7	Excess Equipment Meeting with Fleming and FTI.
Stegenga, Jeff	4/17/2003	0.8	Review of and revisions to excess equipment bid package.
Terrazas, Gabriel	4/17/2003	0.8	Asset sale strategy meeting with Fleming.
Honeybone, Mark	4/17/2003	0.9	Reconciliation of to-be-sold asset schedule with the closed store list from Fleming.

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Honeybone, Mark	4/17/2003	1.1	Excess Asset Meeting with Fleming, K&E, Pachulski, and FTI.
Stegenga, Jeff	4/17/2003	1.2	Daily meeting with real estate personnel re: coordination of bid package finalization.
Terrazas, Gabriel	4/17/2003	1.2	Excess asset sale meeting with Fleming, K&E and FTI.
Honeybone, Mark	4/17/2003	1.5	Distribution of bid package to Dovebid, Hilco, Great American, Gordon Brothers, Braun, and SB Capital.
Terrazas, Gabriel	4/17/2003	1.7	Calls to equipment liquidators to request bid proposal.
Honeybone, Mark	4/17/2003	2.6	Assembly of Bid Package of excess equipment information for distribution to potential auctioneer bidders.
Terrazas, Gabriel	4/18/2003	0.6	Send information to Hilco for equipment liquidation.
Terrazas, Gabriel	4/18/2003	0.7	Call with A. Stiavetti (DoveBid) to discuss equipment liquidation.
Terrazas, Gabriel	4/18/2003	0.8	Excess Asset call with Fleming, K&E and FTI.
Terrazas, Gabriel	4/18/2003	0.9	Follow-up emails to equipment liquidators.
Terrazas, Gabriel	4/18/2003	1.0	Call with J. Coelho (Gordon Brothers) to go over equipment liquidation process.
Stegenga, Jeff	4/18/2003	1.2	Discussion with Mark Shapiro (Fleming) regarding bid package distribution.
Terrazas, Gabriel	4/18/2003	1.5	Call with S. Feldman (Great American) to discuss proposal for equip liquidation.
Terrazas, Gabriel	4/18/2003	1.6	Call with T. Wool (Braun) to go over equipment liquidation process.
Terrazas, Gabriel	4/19/2003	0.5	Call with A. Stiavetti (DoveBid) to answer equipment liquidation question.
Terrazas, Gabriel	4/21/2003	0.5	Call with A. Stiavetti (DoveBid) to answer equipment liquidation question.
Terrazas, Gabriel	4/21/2003	0.6	Gather information for di minimus asset sale motion.
Terrazas, Gabriel	4/21/2003	1.0	Excess Asset sale meeting with K&E and Fleming.
Honeybone, Mark	4/22/2003	0.2	Conversation with Louis DakeI regarding possible auctioneer bid.
Terrazas, Gabriel	4/22/2003	0.2	Meeting with J. Tovey (Fleming) to gather mileage info on shipping equipment.
Honeybone, Mark	4/22/2003	0.3	Follow-up conversation with Louis DakeI concerning his potential in the auctioneer bid process.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/22/2003	0.3	Conversation with Ed Zimmer regarding possible auctioneer bid.
Honeybone, Mark	4/22/2003	0.3	Conversation with J. Horwitz (K&E) regarding environmental issues on two sale properties.
Honeybone, Mark	4/22/2003	0.3	Communication with W. Wheeler (Fleming) regarding Louis Dakel and his position in the liquidator process.
Honeybone, Mark	4/22/2003	0.4	Meeting with R. Stovall (Alix) and G. Terrazas (Fleming) regarding Excess Inventory.
Honeybone, Mark	4/22/2003	0.4	Conversation with Allan Stiavetti (Dovebid) regarding the expected form of the Dovebid proposal and the status of the auctioneer selection process.
Terrazas, Gabriel	4/22/2003	0.5	Discuss asset transfer with SB Capital and D. Plummer (Fleming).
Stegenga, Jeff	4/22/2003	0.6	Discussion with Paul DiBrito (Fleming) re: real estate liquidation process.
Terrazas, Gabriel	4/22/2003	0.6	Call with J. Horwitz (K&E) to discuss abandonment issues with rejected leases.
Honeybone, Mark	4/22/2003	0.7	Drafting of e-mail regarding environmental issues on two sale properties
Honeybone, Mark	4/22/2003	0.9	Preparation of Schedule to compare Auctioneer bids.
Terrazas, Gabriel	4/22/2003	0.9	Discussion of liquidation bid with Braun Company.
Honeybone, Mark	4/22/2003	1.0	Excess Asset Meeting with Fleming, K&E, Pachulski and FTI.
Terrazas, Gabriel	4/22/2003	1.1	Research and prepare email regarding transfer of assets between legal entities.
Terrazas, Gabriel	4/22/2003	1.1	Lease abandonment discussion with Hilco and National Retail (liquidators).
Terrazas, Gabriel	4/22/2003	1.2	Excess Asset sale meeting with K&E and Fleming.
Terrazas, Gabriel	4/23/2003	0.4	Call with R. Buday (K&E) to discussion aviation lease issue.
Terrazas, Gabriel	4/23/2003	0.5	Call with L. Myers (K&E) to discuss asset sale levels for DIP.
Stegenga, Jeff	4/23/2003	0.6	Discussion with Linda Meyers (K&E) and Gabe Terrazas (FTI) re: excess asset baskets.
Terrazas, Gabriel	4/23/2003	0.9	Call with R. Kruse (SB Capital) regarding equipment sales.
Stegenga, Jeff	4/23/2003	1.0	Meeting with K&E and Fleming personnel re: real estate pleading updates.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/23/2003	2.9	Prepare asset sale summary for DIP lender distribution.
Honeybone, Mark	4/24/2003	0.4	Conversation with A. Stiavetti (DoveBid) regarding DoveBid's proposal to be sent today.
Honeybone, Mark	4/24/2003	0.5	Communication with J. Horwitz (K&E) regarding the Real Estate and GOB Sales motion including following up on the affiants for the motions.
Honeybone, Mark	4/24/2003	0.7	Conversation with P.DiBrito(Fleming) regarding RSG and its potential role in the upcoming auction process.
Honeybone, Mark	4/24/2003	1.0	Excess Asset call with Fleming, FTI, K&E, and Pachulski.
Terrazas, Gabriel	4/24/2003	1.0	Excess asset sale meeting with K&E and Fleming.
Honeybone, Mark	4/25/2003	0.4	Compilation of the four bids from the auctioneers for the excess equipment disposal process.
Terrazas, Gabriel	4/25/2003	0.8	Update to Real Property exhibit for pleading.
Honeybone, Mark	4/25/2003	0.9	Assist the company with developing analysis to gauge net proceeds from auctioneers to company.
Honeybone, Mark	4/25/2003	1.1	Excess Asset call with Fleming, FTI, K&E, and Pachulski.
Terrazas, Gabriel	4/25/2003	1.1	Excess Asset call with K&E and Fleming.
Honeybone, Mark	4/25/2003	1.2	Follow-up conversation with the auctioneers to communicate gameplan and coordinate next step meetings.
Terrazas, Gabriel	4/25/2003	1.2	Review of liquidator bids.
Honeybone, Mark	4/25/2003	1.4	Completion of Comparison chart for the auctioneer bids.
Honeybone, Mark	4/25/2003	1.7	Meeting with P.DiBrito (Fleming),R.Johnson (Fleming),W.Wheeler (Fleming),D.Plummer (Fleming),M.Farish (Fleming), and M.Sharp (Alix) to discuss and compare the auctioneer bids.
Honeybone, Mark	4/25/2003	2.2	Analysis of the four bids from the auctioneers for the excess equipment disposal process.
Terrazas, Gabriel	4/25/2003	2.9	Calls to final liquidators to arrange in-person meetings.
Stegenga, Jeff	4/28/2003	0.4	Discussion with Mark Honeybone (FTI)re: equipment liquidation timeline.
Terrazas, Gabriel	4/28/2003	0.4	Excess Asset sale meeting with K&E and Fleming.
Stegenga, Jeff	4/28/2003	0.5	Discussion with Paul DiBrito (Fleming) re: liquidation interview plans.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/28/2003	0.7	Follow-up with C. Hall (Fleming) on broker comps for real estate sale pleading.
Terrazas, Gabriel	4/28/2003	1.1	Meeting with G. Richards (K&E) and K. Weingartner (Fleming) to discuss excess inventory.
Honeybone, Mark	4/28/2003	1.3	Communication with auctioneers regarding the logistics of Tuesday's the 29th meetings.
Terrazas, Gabriel	4/28/2003	1.6	Prepare for liquidator presentations.
Honeybone, Mark	4/28/2003	3.1	Preparation for auctioneer meetings tomorrow including bid reviews, agenda formulation and revising the timeline.
Stegenga, Jeff	4/29/2003	0.5	Discussion with Chuck Hall (Fleming) re: real estate consultant interviews.
Honeybone, Mark	4/29/2003	0.7	Meeting with Hilco, Company regarding bid and process.
Stegenga, Jeff	4/29/2003	0.8	Attendance at Hilco liquidation proposal.
Honeybone, Mark	4/29/2003	0.8	Review of Motion Granting Authority to sell Arizona liquor licenses.
Terrazas, Gabriel	4/29/2003	0.8	Excess Asset Sale meeting with K&E and Fleming.
Honeybone, Mark	4/29/2003	1.2	Review of notes from the auctioneer meetings to determine additional information requests and next steps.
Honeybone, Mark	4/29/2003	1.4	Meeting with SB Capital and Company regarding bid and process.
Stegenga, Jeff	4/29/2003	1.5	Attendance at Dovebid liquidation presentation.
Honeybone, Mark	4/29/2003	1.5	Meeting with DoveBid, and Company regarding bid and process.
Terrazas, Gabriel	4/29/2003	1.5	DoveBid presentation for liquidation process.
Terrazas, Gabriel	4/29/2003	1.5	Hilco/National Retailer presentation for liquidation process.
Terrazas, Gabriel	4/29/2003	1.5	Great American/Gordon Bros presentation for liquidation process.
Honeybone, Mark	4/29/2003	1.6	Meeting with Great American, Gordon Brothers, and Company regarding bid and process.
Terrazas, Gabriel	4/29/2003	1.6	SB Capital presentation for liquidation process.
Stegenga, Jeff	4/30/2003	0.4	Discussion with Mark Honeybone (FTI) re: real estate project status update.
Honeybone, Mark	4/30/2003	0.6	Excess Asset sale call with Fleming, K&E, Pachulski, and FTI.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/30/2003	0.7	Conversation with S.Feldman (Great American) regarding status of their bid and the process going forward.
Honeybone, Mark	4/30/2003	0.8	Review of anticipated form of the Auctioneer motion to be filed mid-May.
Terrazas, Gabriel	4/30/2003	1.2	Excess Asset Sale meeting with K&E and Fleming.
Terrazas, Gabriel	4/30/2003	1.5	Follow-up calls with liquidator companies: DoveBid, SB Capital, Hilco and Gordon Bros.
Honeybone, Mark	4/30/2003	3.6	Prepare Final Status Summary schedule .
Honeybone, Mark	5/1/2003	0.2	Draft of e-mail regarding the issues concerning new deadline for auctioneer proposals.
Honeybone, Mark	5/1/2003	0.3	Call with J. Horwitz (K&E), G. Terrazas (FTI) discussing possibility of guarantee structure versus fee in equipment disposal.
Terrazas, Gabriel	5/1/2003	0.5	Call with A. Stiavetti (DoveBid) regarding auctioneer selection.
Terrazas, Gabriel	5/1/2003	0.5	Call with R. Hawk (Fleming) to discuss GOB stores and store closing process.
Honeybone, Mark	5/1/2003	0.6	Draft of e-mail regarding the issues to a guarantee versus fee in the auctioneer's bids.
Terrazas, Gabriel	5/1/2003	0.8	Discussion with J. Thatcher (Fleming) to get store expense detail for GOB.
Honeybone, Mark	5/1/2003	0.9	Further analysis of guarantee versus fee structure deal in equipment disposal.
Terrazas, Gabriel	5/1/2003	1.8	Analyze costs and issues associated with store closures prior to GOB motion.
Honeybone, Mark	5/2/2003	0.2	Conversation with D. Plummer (Fleming) regarding the practicality of a guarantee bid versus fee only.
Stegenga, Jeff	5/2/2003	0.3	Discussion with G. Terrazas (FTI) regarding post-petition shipping motion results.
Stegenga, Jeff	5/2/2003	0.3	Discussion with M. Honeybone (FTI) regarding Hilco update.
Honeybone, Mark	5/2/2003	0.3	Conversation with P. DiBrito regarding status of auctioneer proposal process.
Honeybone, Mark	5/2/2003	0.3	Discuss Hilco update with J. Stegenga (FTI).
Terrazas, Gabriel	5/2/2003	0.3	Discussion with J. Stegenga (FTI) concerning post-petition shipping motion results.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	5/2/2003	0.4	Discussion with G. Terrazas and M. Honeybone (FTI) regarding preliminary bid results.
Honeybone, Mark	5/2/2003	0.4	Discussion with J. Stegenga (FTI) and G. Terrazas (FTI) regarding preliminary bid results.
Terrazas, Gabriel	5/2/2003	0.4	Discussion with J. Stegenga (FTI) and M. Honeybone (FTI) regarding preliminary bid results.
Honeybone, Mark	5/2/2003	0.5	Review Hilco revised bid for the auctioneer process.
Terrazas, Gabriel	5/2/2003	0.5	Meet with D. Willis (A&M) to discuss asset sale chart.
Terrazas, Gabriel	5/2/2003	0.5	Call with A. Stiavetti (DoveBid) regarding auctioneer selection.
Terrazas, Gabriel	5/2/2003	0.6	Meeting with J. Thatcher (Fleming) to discuss revised expense figures for store closures.
Honeybone, Mark	5/2/2003	0.9	Create a comparison schedule for the second round of bids for the auctioneer.
Honeybone, Mark	5/2/2003	1.1	Review Great American revised bid for the auctioneer process.
Honeybone, Mark	5/2/2003	1.2	Review SB Capital revised bid for the auctioneer process.
Honeybone, Mark	5/2/2003	1.3	Review DoveBid revised bid for the auctioneer process.
Terrazas, Gabriel	5/2/2003	2.9	Review and analyze bid submission for auctioneers.
Stegenga, Jeff	5/5/2003	0.4	Discussion with G. Terrazas (FTI) regarding logistical bid process deadlines.
Stegenga, Jeff	5/5/2003	0.4	Discussion with Ben Nortman regarding bid review process.
Terrazas, Gabriel	5/5/2003	0.4	Call to Gordon Bros/Great American to discuss bid selection loss.
Terrazas, Gabriel	5/5/2003	0.4	Discussion with J. Stegenga (FTI) regarding bid process deadlines.
Terrazas, Gabriel	5/5/2003	0.4	Call to Hilco to discuss bid selection loss.
Terrazas, Gabriel	5/5/2003	0.5	Call to SB Capital for follow-up questions regarding bid.
Terrazas, Gabriel	5/5/2003	0.5	Call to DoveBid for follow-up questions regarding bid.
Honeybone, Mark	5/5/2003	0.6	Call with DoveBid regarding follow-up questions to proposal.
Honeybone, Mark	5/5/2003	0.7	Review of auctioneer comparison analysis using revised bids by Great American.
Honeybone, Mark	5/5/2003	0.8	Call with Great American regarding status of their proposal.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

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Honeybone, Mark	5/5/2003	0.8	Call with SB Capital regarding follow-up questions to proposal.
Terrazas, Gabriel	5/5/2003	0.8	Call to Gordon Bros/Great American to discuss bid selection.
Stegenga, Jeff	5/5/2003	0.9	Review of liquidation bid summaries and follow-up.
Terrazas, Gabriel	5/5/2003	0.9	Revisions to asset sale schedule.
Honeybone, Mark	5/5/2003	1.2	Excess Asset sale call with Fleming, K&E, Pachulski, and FTI.
Honeybone, Mark	5/5/2003	1.3	Auctioneer selection meeting with Company, Alix Partners, and FTI.
Terrazas, Gabriel	5/5/2003	1.3	Meeting with Fleming property team and M. Honeybone (FTI) for auctioneer selection.
Honeybone, Mark	5/5/2003	2.3	Completion of Auctioneer bid comparison schedule for 1:00 meeting.
Terrazas, Gabriel	5/5/2003	2.7	Create bid summary evaluation.
Honeybone, Mark	5/6/2003	0.2	Call with F.Caruso (Hilco), G.Terrazas (FTI) and D.Plummer (Fleming) re the fact they weren't selected as auctioneer.
Honeybone, Mark	5/6/2003	0.2	Coordinate with A.Stiavetti (DoveBid) regarding production of engagement letter and working group for the letter.
Honeybone, Mark	5/6/2003	0.2	Call with R.Kruse (SB Capital), G.Terrazas (FTI) and D.Plummer (Fleming) re the fact they weren't selected as auctioneer.
Honeybone, Mark	5/6/2003	0.3	Call with S.Feldman (Great American), G.Terrazas (FTI) and D.Plummer (Fleming) re the fact they weren't selected as auctioneer.
Stegenga, Jeff	5/6/2003	0.4	Discussion with Hilco professionals regarding bid review update.
Honeybone, Mark	5/6/2003	0.4	Research an issue for D. Curtis(Fleming) regarding product in a third-party cold storage facility.
Honeybone, Mark	5/6/2003	0.4	Call with A.Stiavetti (DoveBid) and P.DiBrito (Fleming) re DoveBid's selection as auctioneer and next steps for process.
Stegenga, Jeff	5/6/2003	0.6	Discussion with G. Terrazas (FTI) and M. Honeybone (FTI) regarding bid follow-up discussions.
Honeybone, Mark	5/6/2003	0.6	Discussion with J. Stegenga (FTI) and G. Terrazas (FTI) regarding bid follow-up.
Terrazas, Gabriel	5/6/2003	0.6	Discussion with J. Stegenga (FTI) and M. Honeybone (FTI) regarding bid follow-up.
Honeybone, Mark	5/6/2003	0.9	Preparation of materials to include in a binder for purposes of documenting auctioneer selection process.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

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Terrazas, Gabriel	5/6/2003	1.1	Follow-up calls to losing auctioneers regarding bid process.
Terrazas, Gabriel	5/6/2003	1.2	Call to DoveBid to begin drafting of engagement letter.
Terrazas, Gabriel	5/6/2003	1.6	Auctioneer process discussion with P. DiBrito (Fleming).
Honeybone, Mark	5/6/2003	2.9	Preparation of memo and index outlining auctioneer selection process.
Honeybone, Mark	5/7/2003	0.3	Call with DoveBid, FTI, K&E and Company regarding DoveBid's ability to advertise before June 4th hearing.
Terrazas, Gabriel	5/7/2003	0.7	Collection of broker comps and discussion with B. Mee (FLM).
Terrazas, Gabriel	5/7/2003	0.8	Call with A. Stiavetti (DoveBid) regarding engagement letter.
Terrazas, Gabriel	5/7/2003	1.2	Collecting information needed for DoveBid engagement letter.
Honeybone, Mark	5/7/2003	1.5	Further drafting of memo outlining auctioneer selection process after input from company personnel.
Honeybone, Mark	5/7/2003	2.7	Aggregation and organization of binder to document auctioneer selection process.
Honeybone, Mark	5/8/2003	0.5	Call with M.Sharp (AlixPartners) and G.Terrazas(FTI) concerning why a guarantee structure wouldn't work in the equipment disposal.
Terrazas, Gabriel	5/8/2003	0.5	Call with A. Stiavetti (DoveBid) to discuss engagement letter.
Terrazas, Gabriel	5/8/2003	0.6	Discussion with J. Tovey (FLM) regarding transportation asset sale.
Terrazas, Gabriel	5/8/2003	0.8	Discussion with M. Farish (FLM) regarding available equipment list sale.
Honeybone, Mark	5/8/2003	1.2	Communication of comments to P.DiBrito Fleming) and J.Horwitz (K&E) regarding DoveBid Engagement Letter.
Terrazas, Gabriel	5/8/2003	1.8	Review and comments to DoveBid engagement letter.
Honeybone, Mark	5/8/2003	2.3	Review of Dovebid engagement letter.
Honeybone, Mark	5/9/2003	0.3	Call with J.Stegenga (FTI) regarding comments to Auctioneer Motion.
Honeybone, Mark	5/9/2003	0.5	Draft e-mail with comments to J.Horwitz (K&E) related to Auctioneer Motion.
Honeybone, Mark	5/9/2003	0.8	Call with P. DiBrito (Fleming), J.Horwitz (K&E), C.Pak (K&E) regarding comments to first draft of DoveBid engagement letter.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Excess Assets Analysis and Communication**

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Honeybone, Mark	5/9/2003	1.6	Finalization of memo outlining auctioneer selection process after further input from company personnel and AlixPartners.
Honeybone, Mark	5/9/2003	1.8	Review of draft auctioneer motion.
Stegenga, Jeff	5/12/2003	0.9	Review of and revisions to auctioneer summary memorandum.
Honeybone, Mark	5/13/2003	0.5	Comments to revised auctioneer motion.
Honeybone, Mark	5/13/2003	0.8	Review of revised auctioneer motion.
Honeybone, Mark	5/13/2003	0.9	Review of the latest DoveBid auctioneer engagement letter.
Terrazas, Gabriel	5/13/2003	1.4	Review and changes to DoveBid engagement letter.
Terrazas, Gabriel	5/13/2003	3.0	Review of auctioneer motion including selection process, due diligence and terms.
Honeybone, Mark	5/14/2003	0.4	Revise Auctioneer Selection Memo to incorporate J.Stegenga's (FTI) changes.
Honeybone, Mark	5/14/2003	0.7	Review of to-be-executed engagement letter with DoveBid.
Terrazas, Gabriel	5/14/2003	2.0	Prepare revisions to auctioneer motion.
Honeybone, Mark	5/15/2003	0.9	Final Review of Auctioneer Motion.
Terrazas, Gabriel	5/15/2003	2.0	Prepare revisions to auctioneer motion.
Honeybone, Mark	5/22/2003	0.6	Communication with J. Horwitz (K&E) regarding the objection to the Auctioneer Motion by the Committee.
Honeybone, Mark	5/29/2003	0.6	Review of auctioneer motion for June 25th hearing date.
Honeybone, Mark	5/30/2003	0.4	Review of update Auctioneer motion provided by J.Horwitz (K&E).
Terrazas, Gabriel	4/7/2004	0.5	Call with R. Greenspan (FTI) to discuss his involvement with real estate group.
Terrazas, Gabriel	4/7/2004	3.0	Prepare asset sale memo to distribute to attorneys.
<b>Subtotal</b>		<b>266.5</b>	

**Fee Statement and Fee Application**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Swain, Jennifer	4/10/2003	1.0	Create spreadsheet to track bankruptcy code required hours tracking and bring it up to date.

**FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003**

**Fee Statement and Fee Application**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Swain, Jennifer	4/22/2003	0.3	Coordination of Fee App task code process via email between Mary Napoliello and Todd Ranta (FTI).
Swain, Jennifer	4/22/2003	0.5	Add task codes to T&E template; draft email to send to all project participants.
Napoliello, Mary	4/22/2003	1.1	Create Access database for April monthly fee statement.
Terrazas, Gabriel	4/23/2003	1.2	Budget preparation for 13 week cash flow.
Swain, Jennifer	4/24/2003	0.2	Draft and send email reminder about T&E to Fleming team.
Bosse, Melissa	4/28/2003	2.3	Run WIPs for pre-petition and post-petition billings and reconcile.
Swain, Jennifer	4/29/2003	0.2	Zip 7 employees' time and email to Mary Napoliello (FTI).
Swain, Jennifer	4/29/2003	0.9	Receipt of time from John Stanley, Orson Pate, Julian Ackert, Laura Coffey and Robert Heller. cursory review of time and passing on to Eric Schwarz of any that need further clarification.
Terrazas, Gabriel	4/29/2003	1.1	Budget preparation for cash flow model.
Swain, Jennifer	4/29/2003	1.3	Project management of time gathering to submit for fee app. Sending emails, filing templates, answering email questions. Sending completed templates to Mary Napoliello.
Bosse, Melissa	4/30/2003	0.2	Send e-mail to S. Spire (FTI) regarding moving Post Petition hours to Pre Petition code.
Swain, Jennifer	4/30/2003	0.3	Send emails to Fleming team members that have not submitted time.
Swain, Jennifer	4/30/2003	0.4	Send emails to Laura Coffey and Orson Pate to request clarification of time detail descriptions.
Bosse, Melissa	4/30/2003	0.5	Finalize outstanding billing issues.
Terrazas, Gabriel	4/30/2003	1.6	Budget preparation for 13 week cash flow.
Napoliello, Mary	5/1/2003	0.8	Begin creating access database for monthly fee statement.
Napoliello, Mary	5/7/2003	0.3	Review application to employ.
Honeybone, Mark	5/9/2003	0.3	Communication with J.Stegenga (FTI) and M.Napoliello (FTI) re task codes for time detail.
Honeybone, Mark	5/9/2003	0.3	Communication with M.Napoliello (FTI) re deadline expectation and requirements of time detail.
Swain, Jennifer	5/9/2003	0.3	E-mail individuals about documentation gaps and other outstanding deliverables.
Swain, Jennifer	5/9/2003	0.3	E-mail individuals about fee app time detail.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Fee Statement and Fee Application**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Napoliello, Mary	5/9/2003	0.5	Several discussions with M. Honeybone (FTI) regarding procedures and task codes for monthly statement.
Napoliello, Mary	5/9/2003	0.7	Populate access database with task code information.
Napoliello, Mary	5/9/2003	0.8	Run and review case proforma; send out e-mails to staff requesting time and expense detail for April.
Napoliello, Mary	5/12/2003	0.3	Discuss revised task code listing with M. Honeybone (FTI).
Napoliello, Mary	5/12/2003	2.7	Review and edit April time detail.
Napoliello, Mary	5/13/2003	3.2	Review and edit April time detail.
Napoliello, Mary	5/19/2003	1.8	Review and format April time detail; update delinquent list and send reminder e-mails.
Napoliello, Mary	5/20/2003	2.6	Review and format April time detail.
Robbins, Erin	5/27/2003	0.2	Telephone call with M. Ghasemi (K&E) to discuss interim fee procedures.
Napoliello, Mary	5/29/2003	0.8	Review and format April time detail.
Napoliello, Mary	5/29/2003	0.8	Review and format April time detail.
Napoliello, Mary	6/3/2003	0.8	Review time entries for April application.
Napoliello, Mary	6/5/2003	2.8	Review and edit time entries for April monthly application.
Napoliello, Mary	6/6/2003	3.2	Review and edit time entries for April monthly application.
Napoliello, Mary	6/9/2003	0.3	Telephone call with J. Stanley (FTI) regarding procedures for fee application.
Honeybone, Mark	6/10/2003	0.7	Assist with preparation of monthly fee statement.
Napoliello, Mary	6/13/2003	0.2	Respond to questions from M. Cohen (FTI) regarding April application.
Napoliello, Mary	6/13/2003	0.4	Extrapolate April expense detail from Elite system and forward to J. Stanley (FTI) for review.
Barton, Gary	6/17/2003	1.0	Assist with preparation of April monthly fee statement with respect to services provided.
Barton, Gary	6/18/2003	1.0	Assist with preparation of April monthly fee statement with respect to services provided.
Robbins, Erin	6/18/2003	1.7	Draft and review of April narrative for monthly fee statement.
Schwarz, Eric	6/23/2003	1.4	Review documents and memorandum re: fee application.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Fee Statement and Fee Application**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	6/24/2003	0.5	Assist with preparation of monthly fee statement.
Napoliello, Mary	6/26/2003	0.3	Telephone call with D. Little (FTI) regarding outstanding billing issues for electronic evidencing group for April monthly fee statement.
Napoliello, Mary	6/30/2003	0.9	Review EEC exhibits of time and expense in Access; send e-mail to staff requesting explanation of discrepancies.
Napoliello, Mary	6/30/2003	3.2	Format expense entries for Electronic Evidencing Group received from J. Stanley (FTI); categorize entries and incorporate into Access.
Napoliello, Mary	6/30/2003	3.3	Format and review time entries for Electronic Evidencing Group; reconcile detail received with Elite system.
<b>Subtotal</b>		<b>51.5</b>	

**First and Second Day Orders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/1/2003	0.4	Follow up with S. McFarland and I. Kharasch (both Pachulski) regarding outstanding motions.
Bosse, Melissa	4/1/2003	0.5	Conference call hosted by Kirland & Ellis regarding status and coordination of professionals on petitions.
Bosse, Melissa	4/1/2003	0.5	Conference call with Kirland & Ellis regarding first day motions.
Honeybone, Mark	4/1/2003	0.6	Conversations with J. Stegenga (FTI) regarding current status, cash collateral and DSD.
Honeybone, Mark	4/1/2003	0.8	Calls with M. Ghasemi(K&E), B. Spiegel(K&E), E. Robbins (FTI) re necessary info for wages motion.
Terrazas, Gabriel	4/1/2003	0.8	Review Lease Rejection motion with J. Rebel (Fleming).
Barton, Gary	4/1/2003	1.0	Teleconference with K&E, PSZYJW and Fleming attorneys regarding review of first day pleadings.
Stegenga, Jeff	4/1/2003	1.0	Discussion with Debtor counsel regarding first day pleadings and timing.
Terrazas, Gabriel	4/1/2003	1.2	Review and edit cash management motion.
Barton, Gary	4/1/2003	1.4	Respond to numerous questions from employees regarding pre-versus post-petition issues.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**First and Second Day Orders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/1/2003	1.5	Review Fleming HR's calculation of employee's salary \$4,650 priority claim for first day pleadings. Provide comment on same.
Barton, Gary	4/1/2003	1.5	Teleconference with K&E, PSZYJW and Fleming attorneys re: review of first day pleadings.
Robbins, Erin	4/1/2003	1.5	Review draft of wages motion and walk through comments with M. Ghasemi (K&E.)
Terrazas, Gabriel	4/1/2003	1.5	Prepare Utility Motion exhibit A.
Robbins, Erin	4/1/2003	1.6	Review calculations for wages motion.
Barton, Gary	4/1/2003	1.8	Review miscellaneous draft first day orders with respect to pre-vs. post-issues.
Honeybone, Mark	4/1/2003	3.0	Calls with D.Jerome (Fleming),G.Potter(Fleming), E. Robbins (FTI) regarding status of wage information.
Honeybone, Mark	4/1/2003	3.7	Continued drafting and finalizing of numbers for Wages motion and payroll information.
Robbins, Erin	4/1/2003	3.7	Continue drafting and finalizing of figures for wages motion and other outstanding payroll information.
Terrazas, Gabriel	4/2/2003	0.4	Prepare Sales and Use Tax Exhibit template for distribution to company contacts.
Barton, Gary	4/2/2003	0.5	Meeting with S. Honeycutt (Fleming), E. Robbins (FTI), and M. Honeybone (FTI) re: review check, direct deposit withholding issues related to the the \$4,650 priority cap.
Barton, Gary	4/2/2003	0.6	Meeting with J. Rebel (Fleming) re: review Milwaukee DSD issue concerning cash sweeps from customer accounts for pre-petition delivery of goods.
Robbins, Erin	4/2/2003	0.8	Follow-up meeting with M. Honeybone and G. Potter (Fleming), regarding to-be-paid schedule.
Terrazas, Gabriel	4/2/2003	0.8	Revise cash management exhibit A for additional bank accounts.
Barton, Gary	4/2/2003	0.9	Meeting with S. Honeycutt regarding review of employees' salary in excess of \$4,650 including miscellaneous compensation with respect to communications with those employees concerning first day orders.
Barton, Gary	4/2/2003	0.9	Several meetings with N. Ryder (Fleming) regarding responding to questions concerning the bankruptcy process and vendor relations.
Honeybone, Mark	4/2/2003	1.1	Meeting regarding notification of emnployees re payroll status with S.Northcutt (Fleming), Dee Jerome (Fleming).

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**First and Second Day Orders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/2/2003	1.2	Conference call with M. Ghasemi (K&E) to discuss revisions to Affidavit of Peter Willmott and process for filing Ammendment.
Robbins, Erin	4/2/2003	1.5	Revise > \$4650 payroll analysis to include K&E comments.
Terrazas, Gabriel	4/2/2003	2.0	Compile informaton for Utility Motion (list of utilities and contact information.
Robbins, Erin	4/2/2003	3.1	Revise > \$4650 payroll analysis to include pre-petition dollar amounts.
Barton, Gary	4/3/2003	0.4	Several telephone calls with S. Cho (K&E) and C. AueWerter re: response to Century on objection to cash management motion with respect to Fleming's sweep of post-petition funds for pre-petition obligations.
Honeybone, Mark	4/3/2003	0.4	Discussion with Stacy Loretz(Fleming) re tax prmts in convenience.
Robbins, Erin	4/3/2003	0.5	Draft and email tax template to E&Y and Deloitte for tax motion.
Robbins, Erin	4/3/2003	0.5	Review draft of taxes motion and distribute to appropriate parties.
Barton, Gary	4/3/2003	0.6	Review public relations releases for various informational releases to employees, vendors, etc., as requested by Fleming public relations.
Robbins, Erin	4/3/2003	0.7	Review list of associates who are to receive replacement checks.
Terrazas, Gabriel	4/3/2003	0.8	First day pleadings update meeting with K&E attorneys.
Barton, Gary	4/3/2003	0.9	Analysis of Century objection to cash management motion with respect to Fleming's sweep of post-petition funds for pre-petition obligations.
Barton, Gary	4/3/2003	0.9	Several meetings with Fleming employees re: respond to pre-versus post-petition issues.
Barton, Gary	4/3/2003	1.1	Several telephone calls with N. Ryder (Fleming) re: respond to questions from vendors concerning the bankruptcy process and vendor relations.
Stegenga, Jeff	4/3/2003	1.2	Discussion with Debtor team concerning first day hearing results and follow-up.
Barton, Gary	4/3/2003	1.5	Review and revise letter to critical vendors seeking trade support in exchange for sub-lien. Meeting with N. Ryder (Fleming) and C. AueWerter re: same.
Robbins, Erin	4/3/2003	1.5	Review Canada list of taxes and send follow-up questions to C. Wong (Fleming).
Robbins, Erin	4/3/2003	1.5	Finalize payments for employees who make over \$4650.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**First and Second Day Orders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	4/3/2003	1.6	Review of all first day pleadings filed.
Terrazas, Gabriel	4/3/2003	1.6	Update utility motion exhibit for additional utility contacts.
Terrazas, Gabriel	4/3/2003	1.9	Compile sales and use tax information for the motion.
Robbins, Erin	4/3/2003	2.5	Draft general talking points for chapter 11 and restructuring issues.
Barton, Gary	4/4/2003	0.2	Review PACA first day motion in response to employee questions.
Honeybone, Mark	4/4/2003	0.4	Assign responsibility and coordinate information flow for remaining motions.
Robbins, Erin	4/4/2003	0.4	Review Wages & Benefits Order.
Barton, Gary	4/4/2003	0.5	Teleconference with J. Stone (Glass), K&E and Pachulski regarding follow-up to first day hearing motions with respect to critical vendors.
Stegenga, Jeff	4/4/2003	0.5	Discussion with E. Robbins (FTI) regarding ordinary course professional pleading preparation.
Honeybone, Mark	4/4/2003	0.6	Review with C.Mooney of motions filed and motions heard and current status of outstanding motions.
Terrazas, Gabriel	4/4/2003	1.0	Distribution of cash management order to banks.
Stegenga, Jeff	4/4/2003	1.2	Discussion with Core-Mark personnel regarding first day pleadings.
Terrazas, Gabriel	4/4/2003	1.5	Analyze additional detail for customer accommodation programs.
Terrazas, Gabriel	4/4/2003	2.0	Compile and prepare sales and use tax information
Barton, Gary	4/7/2003	0.2	Meeting with J. Rebel (Fleming) re: initial work plan on cutting checks for ordinary course vendors.
Honeybone, Mark	4/7/2003	0.7	Review of insurance schedule provided by R.Waller (Fleming) to be provided to K&E.
Robbins, Erin	4/7/2003	1.5	Create exhibit that details pre-petition wage obligations.
Honeybone, Mark	4/8/2003	0.2	Excess inventory update meeting with Jeff Stegenga.
Honeybone, Mark	4/8/2003	0.4	Discussions with J. Tovey (Fleming) and B. Fink (Fleming) re critical shippers and disposal of fleet equipment.
Honeybone, Mark	4/8/2003	1.1	Review of Cash bridge financing order for K. Fuhrman (Fleming).
Terrazas, Gabriel	4/8/2003	1.3	Prepare top 50 Landlord exhibit for pleading.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**First and Second Day Orders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/9/2003	3.5	Prepare tax motion exhibit for pleading.
Stegenga, Jeff	4/10/2003	0.5	Discussion with S. Cho (K&E) regarding FTI progress and second day pleadings discussion.
Terrazas, Gabriel	4/10/2003	2.0	Revise tax motion exhibit for pleading.
Robbins, Erin	4/10/2003	2.9	Combine various OCP templates into one master list.
Terrazas, Gabriel	4/11/2003	1.4	Review and edit draft of tax motion.
Bosse, Melissa	4/11/2003	2.4	Review Ordinary Course Professional listing.
Robbins, Erin	4/14/2003	0.5	Update master OCP list to include Core-Mark firms.
Robbins, Erin	4/14/2003	2.5	Review and format OCP master list, including removing duplicates and adding additional firms.
Robbins, Erin	4/15/2003	0.7	Compare OCP master list to environmental list.
Robbins, Erin	4/15/2003	2.6	Compile and prepare schedule detailing remaining wages and benefits items to be heard at next court hearing.
Robbins, Erin	4/16/2003	0.4	Draft and send email to G. Ward (Fleming) regarding OCP list.
Robbins, Erin	4/16/2003	1.8	Revise OCP master list to include Core-Mark dollar amounts and other formatting changes.
Robbins, Erin	4/17/2003	0.5	Add legal attorneys (securities litigation) to OCP master list.
Stegenga, Jeff	4/17/2003	0.8	Review of historical pleadings info needs re: equipment liquidator process.
Robbins, Erin	4/17/2003	1.8	Analyze A/P reports for dollar amounts paid to legal professionals, re: OCP motion.
Stegenga, Jeff	4/22/2003	0.5	Discussion with SB Capital re: liquidation process.
Stegenga, Jeff	4/23/2003	0.4	Discussion with Geoff Richards (K&E) re: prioritization of Court pleadings.
Terrazas, Gabriel	4/24/2003	0.9	Update on customer accomodation motion supplement.
Robbins, Erin	4/25/2003	2.1	Revised OCP master list to include missing items.
Robbins, Erin	4/28/2003	1.8	Update OCP list to include missing information.
Robbins, Erin	4/28/2003	2.6	Finalize OCP list and distribute to appropriate parties.
Barton, Gary	5/2/2003	0.6	Discussion with J. Stegenga (FTI) regarding results of Sara Lee hearing.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**First and Second Day Orders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	5/2/2003	0.6	Discussion with G. Barton (FTI) regarding Sara Lee hearing results.
<b>Subtotal</b>		<b>109.4</b>	

**General Case Strategy**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Behnke, Tom	4/1/2003	0.1	Telephone discussion with G. Barton (FTI) regarding claims agent issues.
Robbins, Erin	4/1/2003	0.6	Participate in conference call regarding status of bankruptcy filing.
Terrazas, Gabriel	4/1/2003	1.1	Petition update call with K&E and Pachulski attorneys.
Terrazas, Gabriel	4/1/2003	1.2	Petition update call with K&E and Pachulski attorneys.
Behnke, Tom	4/2/2003	0.2	Call with B. Daniels (BMC) regarding A/P cut-off.
Barton, Gary	4/3/2003	0.7	Teleconference with Fleming, K&E and Pachulski regarding first day hearing.
Robbins, Erin	4/3/2003	1.0	Update meeting to discuss outcome of first-day motions.
Stegenga, Jeff	4/4/2003	0.4	FTI team follow-up regarding next week's objectives and coordination.
Terrazas, Gabriel	4/4/2003	0.5	Research motions on Delaware court docket.
Honeybone, Mark	4/4/2003	0.9	Meeting on open issues with Jeff Stegenga (FTI).
Stegenga, Jeff	4/4/2003	1.0	Discussion with C. Lhulier (Pachulski) regarding various legal interpretation issues.
Stegenga, Jeff	4/7/2003	0.6	Discussion with team reps regarding case progress.
Robbins, Erin	4/7/2003	0.6	Team meeting to discuss upcoming tasks.
Robbins, Erin	4/8/2003	0.5	Discussions with team regarding taxes motion.
Barton, Gary	4/8/2003	0.6	Review proposed Sentry stipulation and order regarding pre-petition offset. Research several issues associated with. Make comments thereto.
Barton, Gary	4/9/2003	0.4	Review revised draft of proposed Sentry stipulation and order regarding pre-petition offset. Make comments thereto. Review new draft. Make comments thereto.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**General Case Strategy**

Professional	Date	Hours	Activity
Stegenga, Jeff	4/9/2003	0.4	Discussion with N. Rider (Fleming) regarding Glass & Associates/Jay Alix transition.
Stegenga, Jeff	4/9/2003	0.6	Discussion with Ed Creater (D&T) regarding D&T retention pleadings.
Robbins, Erin	4/9/2003	0.7	Discussions with team regarding plan of action for KERP.
Bosse, Melissa	4/9/2003	0.7	Research issue regarding threats from El Paso Water Utilities turning off water, question from N. Sheldon (Fleming).
Bosse, Melissa	4/9/2003	0.8	Research issue regarding sales of phone cards that are being cancelled, and question from N. Sheldon (Fleming).
Stegenga, Jeff	4/10/2003	0.6	Meet with FTI team members regarding responsibility matrix and timing expectations.
Stegenga, Jeff	4/11/2003	0.5	Discussion with C. Lhulier (Pachulski) regarding OCP pleading update.
Stegenga, Jeff	4/11/2003	0.7	Discussion with Alix Partners team regarding FTI scope of work.
Stegenga, Jeff	4/11/2003	1.2	Follow-up discussions with FTI team members regarding area progress.
Stegenga, Jeff	4/15/2003	1.8	Call with K&E and G. Terrazas (FTI) regarding coordination of efforts/Court agenda for 4/21 hearing.
Robbins, Erin	4/16/2003	0.6	Conference call with M. Bosse (FTI) and D. Imhoff (FTI) to discuss status of KERP information request.
Stegenga, Jeff	4/17/2003	0.5	Discussion with Chris Lhulier (Pachulski) re: FTI affidavit/other pleading coordination matters.
Terrazas, Gabriel	4/17/2003	1.1	All Professionals call with K&E, FTI and Alix Partners.
Barton, Gary	4/18/2003	0.2	As requested by Fleming counsel and Delaware Bankruptcy counsel, review of D&T retention pleadings. Make comments thereto.
Stegenga, Jeff	4/18/2003	0.4	Discussion with Gabe Terrazas (FTI) re: pleading follow-up for 4/21 hearing.
Stegenga, Jeff	4/21/2003	0.5	Discussion with Gabe Terrazas (FTI) re: various vendor issues.
Stegenga, Jeff	4/21/2003	0.5	Discussion with Gary Barton and Gabe Terrazas (both FTI) re: hearing results.
Barton, Gary	4/22/2003	0.3	Review email from Fleming IT re: respond to questions concerning pre-petition agreements, leases, etc.
Barton, Gary	4/25/2003	0.5	Several telephone calls to/from D. Cappazola (K&E) re: develop response to Nickels and Superior adversary proceeding.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**General Case Strategy**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Bosse, Melissa	4/25/2003	0.6	Review customer response letters and discuss with B. May (Fleming) to get his feedback.
Barton, Gary	4/25/2003	2.0	Telephone call with I. Karatsch(Pachulski), K. Brown(Fleming) and several other Pachulski lawyers re: develop response to Sara Lee adversary proceeding.
Stegenga, Jeff	4/28/2003	0.4	Discussion with J. Sprayregen (K&E) regarding case update.
Stegenga, Jeff	4/28/2003	0.8	Discussion with FTI team re: case responsibilities.
Robbins, Erin	4/28/2003	0.8	Team meeting to discuss status of outstanding projects.
Terrazas, Gabriel	4/28/2003	0.8	Team meeting on strategy for engagement.
Stegenga, Jeff	4/30/2003	0.3	Discussion with Shirley Cho (K&E) re: FTI progress/remaining steps to be completed.
Honeybone, Mark	4/30/2003	0.3	Meeting with M.Scott (Alix) and G.Terrazas (FTI) regarding Status Summary and role going forward.
Robbins, Erin	4/30/2003	0.5	Team discussion regarding status update of matters still outstanding.
Terrazas, Gabriel	5/13/2003	1.1	General case strategy.
<b>Subtotal</b>		<b>30.6</b>	

**General Duties**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Heller, Robert	4/1/2003	0.5	Review notes and documents.
Robbins, Erin	4/4/2003	0.9	Search Delaware court docket for signed orders.
Robbins, Erin	4/4/2003	1.5	Assist with coordinating signatures on Pachulski and K&E applications and fax to C. Lhulier (K&E).
Robbins, Erin	4/7/2003	0.3	Review and edit liquidation of inventory memo to send to Pachulski.
Robbins, Erin	4/7/2003	0.4	Read letter from State of Hawaii regarding payments for cigarette tax stamps.
Wilson, David	4/7/2003	1.1	Meeting with staff outlining daily tasks.
Robbins, Erin	4/8/2003	1.4	Search bmc website for retention applications on file with the bankruptcy court.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**General Duties**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/9/2003	0.3	Set up meeting for 4/10/03 with D. Jerome (FTI) to discuss FTI's role with the design of the KERP.
Robbins, Erin	4/9/2003	0.4	Discussions with team regarding pre-petition FTI wire transfers.
Robbins, Erin	4/11/2003	1.0	Draft summary of meeting with D. Bickford to send to legal counsel.
Imhoff, Dewey	4/23/2003	0.5	Prepare for meeting with D. Jerome (Fleming).
Ackert, Julian	4/23/2003	1.3	Participate in site location move meeting.
Swain, Jennifer	4/24/2003	0.6	Organize blue/yellow sheet binders and all other Fleming paperwork for move to other building.
Stanley, John	4/24/2003	1.6	Prepare binders, workpapers and other materials for move to the main Fleming building on 4/28/03.
Bosse, Melissa	4/25/2003	0.7	Move locations at request of Company.
Ackert, Julian	4/25/2003	2.4	Preparation dtSearch indexing room equipment move to new location.
Stanley, John	4/28/2003	1.2	Move binders, workpapers and other materials to the main Fleming building.
Coffey, Laura	4/28/2003	1.3	Perform system setup at new location.
Coffey, Laura	4/28/2003	1.7	Move to new building.
Rothman, Charles	4/28/2003	1.8	Move equipment at the request of Debtor.
Wilson, David	4/28/2003	2.4	Pack up lab and all equipment, data move to new work area in new building.
Heller, Robert	4/28/2003	3.0	Continue to move equipment and setup equipment in new location per Company requirements.
Heller, Robert	4/28/2003	3.0	Move equipment from one site to another per Company's requirements.
Robbins, Erin	4/29/2003	1.2	Draft Wages and Benefits summary document.
Napoliello, Mary	5/1/2003	0.7	Review application to employ, affidavit and administrative order outlining procedures for compensation.
Terrazas, Gabriel	5/1/2003	1.5	Analyze two objections regarding insurance payments.
Robbins, Erin	5/2/2003	0.2	Send and discuss Ordinary Course Professionals information with T. Kreatchman (AP).
Terrazas, Gabriel	5/2/2003	0.4	Call with M. Berezovski (Fleming) to discuss executory contract.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**General Duties**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	5/2/2003	2.0	Research contract information for executory contract pleading.
Stegenga, Jeff	5/6/2003	0.5	Discussion with Laura Jones (Pachulski) regarding FTI Application process.
Terrazas, Gabriel	5/6/2003	0.8	Pension discussion and effects of bankruptcy with J. Dworkin (Fleming).
Napoliello, Mary	5/7/2003	0.2	Search docket for order authorizing FTI's retention.
Napoliello, Mary	5/7/2003	0.3	Review Delaware guidelines for fee application preparation.
Terrazas, Gabriel	5/7/2003	0.4	Research of appropriate Fleming personnel for objections raised.
Heller, Robert	5/7/2003	2.0	Organize lab equipment at Fleming location.
Heller, Robert	5/7/2003	2.0	Organize lab equipment at Fleming location.
Napoliello, Mary	5/9/2003	0.4	Review docket for supplemental affidavit.
Stegenga, Jeff	5/9/2003	1.2	Review of relevant case pleadings and follow-up.
Stanley, John	5/12/2003	0.3	Discussions with IKON personnel regarding the copying of the SEC documents for production to Baker Botts and the SEC on May 13, 2003.
Stanley, John	5/12/2003	0.6	Deliver the original SEC document production to IKON for duplication.
Stegenga, Jeff	5/13/2003	0.7	Review of and revisions to Fleming task summaries for billing statement purposes.
Terrazas, Gabriel	5/13/2003	0.8	Research appropriate Fleming contacts for objections raised.
Robbins, Erin	5/15/2003	1.5	Review documents filed with the court for the upcoming hearing.
Imhoff, Dewey	5/29/2003	0.4	Read case correspondence.
Stanley, John	5/29/2003	0.5	Pickup evidence tags to be used for media storage from U-Line.
Stanley, John	5/29/2003	0.6	Research for containers and evidence tags to be utilized for media preservation.
Stanley, John	6/18/2003	0.5	Purchase and pickup additional media storage bags.
Stanley, John	6/20/2003	0.5	Deliver interview binders to Baker Botts offices.
<b>Subtotal</b>		<b>49.5</b>	

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Imaging**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Heller, Robert	4/2/2003	0.7	Image a staffs hard drive.
Heller, Robert	4/2/2003	1.0	Copy two images to another hard drive for PWC
Rothman, Charles	4/3/2003	0.3	Inventory and image floppy disk.
Rothman, Charles	4/3/2003	0.6	Inventory and image Fleming personnel's home computer.
Rothman, Charles	4/3/2003	0.7	Inventory and image Fleming employee laptop.
Heller, Robert	4/4/2003	1.0	Make a backup of the 3 computers imaged on 4/3/2003 and verify data.
Heller, Robert	4/7/2003	3.0	Image computers for Oklahoma City personnel.
Heller, Robert	4/11/2003	0.5	Image two compact disc and one floppy.
Heller, Robert	4/17/2003	2.5	Label all hard drives for custody of evidence.
Heller, Robert	4/21/2003	1.5	Image additional computers from various locations.
Heller, Robert	4/21/2003	2.0	Verify all imaged data is a valid copy.
Heller, Robert	4/21/2003	2.5	Backup data and verify that it was copied correctly.
Heller, Robert	4/21/2003	2.5	Image computers from varoius locations.
Heller, Robert	4/22/2003	1.0	Copy imaged data to a backup hard drive and verify.
Heller, Robert	4/22/2003	1.5	Verify images are valid.
Heller, Robert	4/22/2003	2.5	Image computers from various locations.
Heller, Robert	4/22/2003	3.0	Image computers from various locations.
Heller, Robert	4/23/2003	2.5	Backup data from the previous day and verify; compile equipment for Oklahoma City trip.
Heller, Robert	4/23/2003	3.0	Image 5 computers in Oklahoma City and backup to a hard drive.
Wilson, David	4/23/2003	3.8	Rush imaging of computers from 47people list, 15 computers.
Heller, Robert	4/24/2003	1.0	Backup data that was acquired in OKC to another hard drive and verify.
Heller, Robert	4/24/2003	2.5	Image two additional computers and backup to a hard drive and verify data.
Heller, Robert	4/24/2003	2.5	Image 4 computers; backup and verify all data.
Heller, Robert	4/25/2003	1.0	Image two computers.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Imaging**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Wilson, David	4/25/2003	1.4	Computer hard drive imaging.
Heller, Robert	4/25/2003	1.5	Verify two data that was backed has been copied.
Heller, Robert	4/25/2003	1.5	Verify two images and copy to a backup drive; verify copied data.
Wilson, David	4/25/2003	1.6	Image computers.
Heller, Robert	4/29/2003	2.0	Image one staff computer.
Heller, Robert	4/29/2003	2.5	Back up and verify computer data.
Heller, Robert	4/29/2003	3.0	Image three staff computers and verify data.
Heller, Robert	4/30/2003	2.5	Verify data, backup data and confirm backed up data.
Heller, Robert	4/30/2003	2.5	Image three staff computers.
Heller, Robert	4/30/2003	3.0	Image two employee computers and backup data.
Heller, Robert	5/1/2003	2.5	Image 2 computers and backup and verify all data.
Heller, Robert	5/1/2003	3.0	Image 2 additional computers and verify and backup data.
Heller, Robert	5/2/2003	1.5	Create a hard drive with de-duped data and turn over to dtsearch team.
Heller, Robert	5/2/2003	3.0	Image 2 computers and verify and backup data.
Heller, Robert	5/5/2003	3.0	Image 2 computers and backup and verify data
Heller, Robert	5/12/2003	3.0	Image 2 computer, backup and verify data.
Heller, Robert	5/16/2003	3.0	Image 1 computer, verify data, backup data and verify.
<b>Subtotal</b>		<b>83.6</b>	

**Information Requests**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/1/2003	0.2	Gathering information for utility motion: conversation with J. Gumz (Fleming).
Terrazas, Gabriel	4/1/2003	0.4	Gather information for utility motion: conversation with D. Plummer (FLM).

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Information Requests**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/1/2003	0.5	Gathering information for utility motion: conversation with F. Kitelinger (Fleming).
Terrazas, Gabriel	4/1/2003	0.5	Gathering information for utility motion: conversation with M. Bechtel (Fleming).
Terrazas, Gabriel	4/2/2003	1.2	Calling Fleming contacts in order to gather information for Utility motion.
Honeybone, Mark	4/4/2003	0.7	Meeting with C.Mooney(Fleming) regarding the information necessary for the Top 50 customers and how to go about getting it.
Honeybone, Mark	4/7/2003	0.3	Follow-up with C.Mooney (Fleming) on the status of the Top 50 customer information.
Terrazas, Gabriel	4/8/2003	0.6	Meeting with J. Kaiser (Fleming) to discuss franchise programs.
Terrazas, Gabriel	4/8/2003	0.8	Research franchise relationships for attorneys for vendor motion.
Terrazas, Gabriel	4/8/2003	1.0	Prepare email to outline franchise program.
Terrazas, Gabriel	4/9/2003	0.3	Email to C. Wong (Fleming) and M. Stennfeld (Glass) to gather taxes for convenience division
Honeybone, Mark	4/9/2003	0.8	Reconciliation of Top 50 customer information to send to K&E.
Honeybone, Mark	4/9/2003	1.3	Aggregation of Top 50 Customer list information for K&E.
Robbins, Erin	4/10/2003	1.0	Meeting with D. Imhoff (FTI) and D. Jerome (Fleming) to discuss FTI information request.
Robbins, Erin	4/17/2003	0.5	Conference call with M. Bosse (FTI), D. Imhoff (FTI) and D. Jerome (Fleming) to discuss outstanding KERP information request.
Robbins, Erin	4/21/2003	0.6	Update status of information request for missing information.
Terrazas, Gabriel	4/21/2003	1.2	Research bank notification issue for retail stores with bank branches.
Terrazas, Gabriel	4/21/2003	1.4	Research unsaleable product issue for vendor motion.
Terrazas, Gabriel	4/23/2003	1.2	Research additional vendor program for pleading.
Honeybone, Mark	4/24/2003	0.6	Research regarding Fleming software infringement lawsuit currently in process.
Honeybone, Mark	4/24/2003	1.1	Follow up on information requests from J. Horwitz (K&E).
Terrazas, Gabriel	4/24/2003	2.3	Research DSD issue and segregation of cash accounts.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Information Requests**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/25/2003	2.9	Research and review Sara Lee agreements for objection response.
Honeybone, Mark	4/30/2003	0.3	Retrieve subsidiary information for creditors' counsel.
Honeybone, Mark	4/30/2003	0.4	Gather information for Morgan Stanley's app for employment at the request of S.McFarland (Pachulski).
Terrazas, Gabriel	4/30/2003	1.4	Analysis of batch bill customer program for follow-up pleading.
<b>Subtotal</b>		<b>23.5</b>	

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	4/3/2003	1.2	Discussion with Scott Northcutt (Fleming) regarding wage motion issues.
Stegenga, Jeff	4/4/2003	0.4	Discussion with M. Shapiro (Fleming) regarding KERP update.
Imhoff, Dewey	4/7/2003	0.1	Telephone call J. Stegenga (FTI) re: discussion of WW report on KERP payments.
Stegenga, Jeff	4/7/2003	0.4	Discussion with D. Imhoff (FTI) regarding recent KERP trends.
Imhoff, Dewey	4/7/2003	0.5	Read and comment on Watson Wyatt report.
Robbins, Erin	4/7/2003	0.5	Discussions regarding Fleming's KERP plan.
Robbins, Erin	4/7/2003	0.9	Revise summary of KERP database and email to D. Imhoff.
Swain, Jennifer	4/7/2003	1.0	Help BRS team to run query in access database for setting KERP plans based on comparable companies.
Stegenga, Jeff	4/7/2003	1.2	Discussion with HR director and M. Shapiro (Fleming) regarding KERP characteristics/comps.
Stegenga, Jeff	4/7/2003	1.4	Research and review of historical industry appropriate KERP plans.
Robbins, Erin	4/7/2003	1.9	Analyze Watson Wyatt presentation regarding KERP.
Robbins, Erin	4/7/2003	2.5	Review and Summarize FTI KERP database for comparable companies.
Imhoff, Dewey	4/8/2003	0.1	Telephone call J. Stegenga (FTI) and E. Robbins (FTI) regarding discussion of WW report on KERP payments.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Imhoff, Dewey	4/8/2003	0.1	Send information request data to E. Robbins (FTI).
Imhoff, Dewey	4/8/2003	0.1	Telephone call E. Robbins (FTI) regarding schedule of call on KERP.
Imhoff, Dewey	4/8/2003	0.2	Telephone call E. Robbins and S. Bellazain (both FTI) regarding selected companies for database.
Imhoff, Dewey	4/8/2003	0.2	Telephone call E. Robbins (FTI) re. information sent and schedules prepared by Fleming.
Imhoff, Dewey	4/8/2003	0.2	Draft information request to S. Bellazain (FTI) re: comparator companies.
Imhoff, Dewey	4/8/2003	0.2	Read and comment on FTI bankruptcy database.
Robbins, Erin	4/8/2003	0.2	Telephone call with K. Regan (FTI) regarding KERP comparables.
Imhoff, Dewey	4/8/2003	0.3	Read and comment on Severance and Retention participants.
Imhoff, Dewey	4/8/2003	0.3	Work session K. Regan (FTI) regarding identification of relevant retail companies for inclusion in database.
Imhoff, Dewey	4/8/2003	0.4	Telephone call J. Stegenga and E. Robbins (both FTI) re. discussion of WW report on KERP payments.
Robbins, Erin	4/8/2003	0.4	Telephone call with D. Imhoff (FTI) regarding KERP comparables.
Robbins, Erin	4/8/2003	0.5	Follow-up call with D. Imhoff (FTI) regarding KERP statistics.
Stegenga, Jeff	4/8/2003	0.6	Follow-up review of additional KERP comparables.
Stegenga, Jeff	4/8/2003	0.6	Follow-up discussion with D. Imhoff (FTI) and E. Robbins (FTI) regarding KERP matrix.
Stegenga, Jeff	4/8/2003	1.2	Meet with Company personnel, counsel and E. Robbins (FTI) regarding KERP structure and timing.
Robbins, Erin	4/8/2003	1.3	Meeting with J. Stegenga, P. Willmott (Fleiming), D. Jerome (Fleming), B. Ryan (Watson Wyatt) to discuss outline of KERP plan and recommendations.
Robbins, Erin	4/8/2003	1.5	Revise list of comparable companies, regarding KERP.
Bellazain, Sheba	4/8/2003	2.0	Continue to research comparable companies for the KERP analysis.
Robbins, Erin	4/8/2003	2.1	Conduct research for KERP analysis.
Bellazain, Sheba	4/8/2003	2.1	Research and compile a listing of peer companies for the Key Employee Retention Plan (KERP) analysis.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Imhoff, Dewey	4/9/2003	0.1	Telephone call E. Robbins (FTI)re: KERP matters and coordination of meetings.
Imhoff, Dewey	4/9/2003	0.1	Telephone call E. Robbins (FTI) re: information sent and FTI data base information.
Imhoff, Dewey	4/9/2003	0.2	Telephone call S. Bellazain (FTI)re: selected companies for database.
Imhoff, Dewey	4/9/2003	0.2	Telephone call S. Bellazain (FTI)re: selected companies for database.
Robbins, Erin	4/9/2003	0.4	Telephone call with S. Ballazain (FTI) to discuss comparable companies to Fleming, regarding KERP.
Robbins, Erin	4/9/2003	0.6	Telephone call with D. Imhoff (FTI) to discuss strategy for KERP due diligence.
Bellazain, Sheba	4/9/2003	0.7	Order court documents from various jurisdictions for review.
Stegenga, Jeff	4/9/2003	0.8	Meeting with E. Robbins (FTI) regarding KERP comp data and review of initial participant list.
Robbins, Erin	4/9/2003	1.1	Analyze headcount and turnover data provided by D. Jerome (Fleming) regarding KERP information request.
Robbins, Erin	4/9/2003	1.5	Review Fleming comparable companies spreadsheet.
Robbins, Erin	4/9/2003	1.7	Review certain KERP documents filed in court for a number of bankruptcy filings.
Imhoff, Dewey	4/9/2003	2.2	Read and comment on FTI selected KERP cases from bankruptcy database.
Bellazain, Sheba	4/9/2003	2.3	Continue to research and review terms of employee retention and compensation plans in past chapter 11 cases.
Bellazain, Sheba	4/9/2003	2.5	Research and review terms of employee retention and compensation plans filed in past chapter 11 cases.
Bellazain, Sheba	4/9/2003	2.8	Research and review terms of employee retention and compensation plans filed in past chapter 11 cases.
Bellazain, Sheba	4/9/2003	3.0	Review terms of employee retention and compensation plans in past chapter 11 cases.
Bellazain, Sheba	4/9/2003	3.3	Continue to review terms of employee retention and compensation plans in past chapter 11 cases.
Imhoff, Dewey	4/10/2003	0.1	Telephone call V. Hood (K&E) regarding information on procedures for dealing with KERP.
Imhoff, Dewey	4/10/2003	0.2	Telephone call E. Robbins (FTI) and V. Hood (K&E) regarding information on KERP and other matters.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	4/10/2003	0.4	Follow-up discussion with D. Imhoff (FTI) regarding KERP progress/K&E discussion.
Morgan, David	4/10/2003	0.8	Analyze and review court approved Employee Retention Program filed in Heilig Meyers bankruptcy proceedings. Update KERP database with appropriate performance metrics.
Stegenga, Jeff	4/10/2003	1.0	Meet with D. Imhoff (FTI), E. Robbins (FTI), and HR regarding SERP benefit plan discussion.
Morgan, David	4/10/2003	1.1	Analyze and review court approved Employee Retention Program filed Hechinger bankruptcy proceedings. Update KERP database with appropriate performance metrics.
Morgan, David	4/10/2003	1.2	Analyze and review court approved Employee Retention Program filed in Brunos bankruptcy proceedings. Update KERP database with appropriate performance metrics.
Robbins, Erin	4/10/2003	1.5	Review documents received regarding KERP information request.
Morgan, David	4/10/2003	1.6	Analyze and review court approved Employee Retention Program filed in Dairy Mart bankruptcy proceedings. Update KERP database with appropriate performance metrics.
Imhoff, Dewey	4/10/2003	1.8	Work session with D. Jerome(Fleming) and E. Robbins (FTI) on KERP matters.
Imhoff, Dewey	4/10/2003	2.0	Read and comment on FTI selected KERP cases from bankruptcy database.
Robbins, Erin	4/10/2003	2.2	Create compensation template regarding Fleming KERP information request.
Bellazain, Sheba	4/10/2003	2.5	Analyze terms of terms of employee retention and compensation plans in past chapter 11 cases.
Bellazain, Sheba	4/10/2003	2.5	Analyze terms of employee retention and compensation plans in past chapter 11 cases.
Bellazain, Sheba	4/10/2003	2.7	Continue to review and analyze terms of employee retention and compensation plans in past chapter 11 cases.
Imhoff, Dewey	4/10/2003	2.8	Read and comment on KERP material and Company Policies.
Bellazain, Sheba	4/10/2003	3.0	Continue to review and analyze terms of employee retention and compensation plans in past chapter 11 cases.
Bellazain, Sheba	4/10/2003	3.0	Continue to review and analyze terms of employee retention and compensation plans in past chapter 11 cases.
Imhoff, Dewey	4/11/2003	0.1	Telephone call left message for R. Fine at Watson Wyatt.
Imhoff, Dewey	4/11/2003	0.2	Read and comment on turnover detail.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

### KERP Review and Analysis

Professional	Date	Hours	Activity
Imhoff, Dewey	4/11/2003	0.2	Confer D. Jerome (Fleming) on KEPP and SERP data for KERP analysis.
Robbins, Erin	4/11/2003	0.2	Telephone call with D. Imhoff (FTI) to discuss KERP and documents to fax.
Imhoff, Dewey	4/11/2003	0.3	Telephone call E. Robbins (FTI) and S. Bellazain (FTI) regarding selected companies for database.
Imhoff, Dewey	4/11/2003	0.3	Confer with D. Jerome (Fleming) on KEPP and SERP data for KERP analysis.
Robbins, Erin	4/11/2003	0.4	Compile documents to fax to D. Imhoff, regarding KERP.
Imhoff, Dewey	4/11/2003	0.5	Work session with P. Willmott (Fleming) and D. Jerome (Fleming) on KERP.
Stegenga, Jeff	4/11/2003	0.6	Follow-up meetings with D. Imhoff (FTI) regarding KERP structure/ongoing issues.
Robbins, Erin	4/11/2003	1.5	Review KERP information received from Fleming and Core-Mark.
Robbins, Erin	4/11/2003	1.6	Read and organize KERP comparison documents.
Bellazain, Sheba	4/11/2003	1.8	Research and compile additional comparables for the KERP analysis. Research internal resources for additional payout details for certain peer companies.
Bellazain, Sheba	4/11/2003	2.0	Continue to research and compile additional comparables for the KERP analysis.
Robbins, Erin	4/11/2003	2.1	Read background information for KERP motion.
Imhoff, Dewey	4/11/2003	2.9	Work on KERP materials and analysis.
Robbins, Erin	4/14/2003	0.3	Meet with D. Jerome (Fleming) regarding KERP information request.
Stegenga, Jeff	4/14/2003	0.4	Follow-up discussions with E. Robbins (FTI) regarding KERP progress.
Robbins, Erin	4/14/2003	0.8	Review most recent version of KERP comparable company database for Fleming.
Bosse, Melissa	4/14/2003	1.1	Review KERP incoming information from data request.
Robbins, Erin	4/14/2003	1.2	Analyze Watson Wyatt market information.
Robbins, Erin	4/14/2003	1.3	Analyze compensation information provided by D. Jerome (Fleming) regarding KERP participants.
Robbins, Erin	4/14/2003	1.5	Analyze turnover reports provided by Fleming.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/14/2003	2.1	Analyze severance benefits for Fleming KERP participants (normal vs. enhanced).
Bellazain, Sheba	4/14/2003	2.5	Analyze terms of additional comparables.
Bellazain, Sheba	4/14/2003	2.5	Review and summarize terms of additional comparables for the KERP analysis.
Bosse, Melissa	4/15/2003	0.7	Review quality control compensation analysis information from D. Stokes (Fleming).
Bosse, Melissa	4/15/2003	1.1	Revise compensation analysis information received from D. Stokes (Fleming).
Robbins, Erin	4/15/2003	1.2	Update severance analysis to include revised information.
Robbins, Erin	4/15/2003	1.3	Analyze compensation data to incorporate into KERP.
Imhoff, Dewey	4/15/2003	1.8	Work on KERP materials and analysis.
Robbins, Erin	4/15/2003	2.5	Analyze information provided by D. Jerome (Fleming) regarding KERP information request.
Stegenga, Jeff	4/16/2003	0.4	Discussion with Charles Mooney (Fleming) and Director of HR regarding KERP status and update.
Bosse, Melissa	4/16/2003	0.5	Conference call with D. Imhoff (FTI) and E. Robbins (FTI) to discuss KERP.
Bosse, Melissa	4/16/2003	0.8	Review and edit compensation analysis information received from C. Burt (Fleming).
Bosse, Melissa	4/16/2003	0.9	Review quality control compensation analysis information received from C. Burt (Fleming).
Robbins, Erin	4/16/2003	1.1	Analyze compensation information provided by F. Tittiger (Fleming) regarding KERP.
Bosse, Melissa	4/16/2003	1.2	Input raw data for Staff department from C. Burt (Fleming) into template requested.
Bosse, Melissa	4/16/2003	1.3	Input raw data for Wholesale department from C. Burt (Fleming) into template requested.
Robbins, Erin	4/16/2003	1.4	Cross-reference organizational charts to list of KERP participants.
Bosse, Melissa	4/16/2003	1.4	Input raw data for IT department from C. Burt (Fleming) into template requested.
Bosse, Melissa	4/16/2003	1.5	Revise formulas in compensation analysis information for raw data inputs for IT, Staff and Wholesale departments.
Robbins, Erin	4/16/2003	1.6	Analyze information provided by D. Jerome (Fleming) regarding severance plans.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/16/2003	1.7	Analyze Change in Control Agreements and list of employees who have them.
Imhoff, Dewey	4/16/2003	2.1	Work on KERP materials and analysis.
Imhoff, Dewey	4/17/2003	0.1	Telephone call E. Robbins (FTI) re case update and IT organization chart.
Bosse, Melissa	4/17/2003	0.2	Request Employee Tiers for KERP from D. Stokes (Fleming).
Imhoff, Dewey	4/17/2003	0.3	Telephone call E. Robbins (FTI) and M. Bosse (FTI) re. case update and report and outstanding items.
Imhoff, Dewey	4/17/2003	0.3	Telephone call M. Bosse (FTI) re: case update and FTI database analysis.
Stegenga, Jeff	4/17/2003	0.4	Discussion with Mark Shapiro (Fleming) re: KERP status/real estate update.
Stegenga, Jeff	4/17/2003	0.4	Discussion with Dewey Imhoff and Erin Robbins (both FTI) re: KERP progress update.
Robbins, Erin	4/17/2003	0.4	Analyze plan documents for annual incentive plans.
Imhoff, Dewey	4/17/2003	0.5	Telephone call D. Jerome (Fleming) and E. Robbins (FTI) and M. Bosse (FTI) re. case update and timing of Kerp deliverable.
Robbins, Erin	4/17/2003	0.5	Telephone call with D. Imhoff (FTI) regarding status of KERP analysis.
Bosse, Melissa	4/17/2003	0.5	Conference call with D. Jerome (Fleming), D. Imhoff (FIT) and E. Robbins (FTI) to discuss KERP.
Bosse, Melissa	4/17/2003	0.6	Write summary slides for Key Executive Performance Plan II.
Bosse, Melissa	4/17/2003	0.6	Read Sample Restructuring Compensation Analyses for reference in drafting Fleming KERP report.
Bosse, Melissa	4/17/2003	0.8	Write summary slides for Key Executive Performance Plan I.
Bosse, Melissa	4/17/2003	0.8	Add supplemental list of employees for KERP list into Compensation Analysis files.
Imhoff, Dewey	4/17/2003	1.1	Work on report and analysis of Fleming compensation schemes.
Bosse, Melissa	4/17/2003	1.2	Read Watson Wyatt report, identifying information for KERP report.
Robbins, Erin	4/17/2003	1.5	Create powerpoint presentation template for KERP plan and draft background information slides.
Bosse, Melissa	4/17/2003	1.5	Calculate KERP comparison plans for Industrial, Food and Retail industries and Consolidated listing.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/17/2003	1.6	Draft overview slides for KERP presentation.
Bosse, Melissa	4/17/2003	1.6	Calculate KERP comparison plans for Industrial, Food and Retail industries and consolidated listing, excluding the high and low value.
Robbins, Erin	4/17/2003	1.8	Analyze existing severance benefits to include incremental cost of enhanced plan.
Robbins, Erin	4/17/2003	2.5	Draft summary slides of Incentive Plans for inclusion in KERP presentation.
Imhoff, Dewey	4/17/2003	4.2	Work on analysis of comparable Chapter 11 KERP cases.
Imhoff, Dewey	4/18/2003	0.1	Telephone call M. Bosse (FTI) re: case update and FTI database analysis.
Imhoff, Dewey	4/18/2003	0.1	Send draft of analysis and report to M. Bosse (FTI).
Imhoff, Dewey	4/18/2003	0.2	Telephone call S. Bellazain (FTI) re: updating comparable company worksheets.
Imhoff, Dewey	4/18/2003	0.2	Telephone call M. Bosse (FTI) re: case update and FTI database analysis.
Imhoff, Dewey	4/18/2003	0.2	Telephone call M. Bosse (FTI) re: case update and FTI database analysis.
Imhoff, Dewey	4/18/2003	0.2	Telephone call D. Jerome (Fleming) re: WW Compensation Analysis.
Imhoff, Dewey	4/18/2003	0.2	Telephone call D. Jerome (Fleming) re: WW Compensation Analysis.
Imhoff, Dewey	4/18/2003	0.3	Telephone C. Mooney (Fleming) regarding status update on KERP.
Robbins, Erin	4/18/2003	0.3	Telephone call with M. Bosse (FTI) regarding KERP presentation.
Stegenga, Jeff	4/18/2003	0.4	Discussion with Melissa Bosse (FTI) re: KERP progress and open issues.
Bosse, Melissa	4/18/2003	0.5	Meet with C. Mooney (Fleming) regarding his questions on KERP.
Bosse, Melissa	4/18/2003	0.6	Discussion with D. Jerome (Fleming) regarding severance plan.
Bosse, Melissa	4/18/2003	0.9	Write summary of existing incentive programs for KERP presentation.
Bellazain, Sheba	4/18/2003	1.6	Continue to analyze terms of additional comparables.
Bosse, Melissa	4/18/2003	1.7	Insert charts and tables into KERP presentation, write descriptions.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Bellazain, Sheba	4/18/2003	2.0	Continue to edit KERP analysis.
Bosse, Melissa	4/18/2003	2.3	Write appendix A for KERP presentation.
Bellazain, Sheba	4/18/2003	2.4	Edit KERP analysis and add-in additional analysis parameters.
Bellazain, Sheba	4/18/2003	2.5	Edit KERP analysis and add-in additional analysis parameters.
Bosse, Melissa	4/18/2003	2.9	Prepare charts for retention section of KERP presentation.
Imhoff, Dewey	4/18/2003	3.8	Work on KERP analysis and compensation programs.
Imhoff, Dewey	4/19/2003	6.5	Work on KERP analysis and compensation programs.
Robbins, Erin	4/21/2003	0.3	Conference call with D. Imhoff and M. Bosse (FTI) to discuss changes to KERP presentation.
Imhoff, Dewey	4/21/2003	0.4	Telephone call E. Robbins (FTI) and M. Bosse (FTI) regarding draft and work to be performed.
Imhoff, Dewey	4/21/2003	0.5	Work session E. Robbins(FTI) and M. Bosse(FTI) re: status update on KERP.
Robbins, Erin	4/21/2003	0.5	Reviewe KERP presentation with team to discuss areas with inadequate information.
Bosse, Melissa	4/21/2003	0.5	Call with B. Jones (Fleming) regarding AIM Incentive Program.
Bosse, Melissa	4/21/2003	0.7	Meet with D. Jereome (Fleming) to approve tier and division assignments for KERP participants.
Bosse, Melissa	4/21/2003	0.8	Assign tiers to individuals in KERP Plan.
Bosse, Melissa	4/21/2003	0.8	Analyze AIM Incentive earned versus paid information from B. Jones (Fleming).
Robbins, Erin	4/21/2003	1.1	Continue drafting slides for severance section of KERP presentation.
Bosse, Melissa	4/21/2003	1.1	Write stay bonus section of KERP presentation.
Robbins, Erin	4/21/2003	1.5	Update severance section in KERP presentation to include changes to tier information and changes for termed employees
Robbins, Erin	4/21/2003	2.1	Update severance list regarding KERP to include tier information
Robbins, Erin	4/21/2003	2.3	Review draft of KERP presentation and make appropriate editing and formatting changes.
Bosse, Melissa	4/21/2003	2.3	Analyze Convenience division KERP participants and levels on organizational chart.
Bosse, Melissa	4/21/2003	2.9	Edit KERP presentation.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

### KERP Review and Analysis

Professional	Date	Hours	Activity
Robbins, Erin	4/21/2003	3.1	Analyze severance documents and draft slides for KERP presentation.
Imhoff, Dewey	4/21/2003	3.6	Read and comment on KERP report and analysis prepared.
Imhoff, Dewey	4/22/2003	0.1	Telephone call V. Hood of K&E re: status update and meetings on Wednesday.
Imhoff, Dewey	4/22/2003	0.1	Telephone call M. Ghasemi (K&E) and E. Robbins(FTI) re: KERP severance.
Stegenga, Jeff	4/22/2003	0.3	Discussion with Dewey Imhoff (FTI) re: KERP status/finalization dates.
Robbins, Erin	4/22/2003	0.4	Incorporate stay bonus section and other revised slides into master presentation.
Robbins, Erin	4/22/2003	0.4	Incorporate M. Bosse's (FTI) changes to stay bonus section.
Imhoff, Dewey	4/22/2003	0.5	Work session with M. Shapiro and D. Jerome (both Fleming) regarding review of KERP plans.
Imhoff, Dewey	4/22/2003	0.5	Work session with D. Jerome (Fleming) re: review of KERP plans.
Robbins, Erin	4/22/2003	0.6	Review KERP presentation with team to discuss areas for further analysis.
Robbins, Erin	4/22/2003	0.6	Team meeting to discuss changes to KERP presentation.
Bosse, Melissa	4/22/2003	0.7	Calculate new KERP costs based on new tier assignments.
Imhoff, Dewey	4/22/2003	0.8	Work session E. Robbins (FTI) and M. Bosse (FTI) re: status update on KERP.
Robbins, Erin	4/22/2003	0.8	Analyze legal draft of KERP provided by D. Jerome (Fleming).
Bosse, Melissa	4/22/2003	0.8	Meet with D. Jerome (Fleming) to finalize tier designations.
Bosse, Melissa	4/22/2003	0.9	Assign new tiers to KERP participants based on D. Imhoff (FTI) recommendations.
Robbins, Erin	4/22/2003	1.2	Update severance benefits analysis to incorporate additional employees.
Robbins, Erin	4/22/2003	1.2	Analyze list of active CIC employees and prepare summary chart.
Bosse, Melissa	4/22/2003	1.2	Update tables and charts in KERP Presentation with updated numbers.
Robbins, Erin	4/22/2003	1.4	Edit KERP presentation for formatting and grammatical changes.
Bosse, Melissa	4/22/2003	1.4	Create table of summary comparable companies for KERP.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Bosse, Melissa	4/22/2003	1.8	Update tables and charts in KERP presentation with updated numbers from D. Jerome (Fleming).
Robbins, Erin	4/22/2003	1.9	Continue updating KERP presentation to include revised slides and changes to summary charts.
Robbins, Erin	4/22/2003	2.0	Revise severance section to include new tier information.
Bosse, Melissa	4/22/2003	2.1	Calculate AIM high 2002 and 2003 numbers for all KERP participants.
Imhoff, Dewey	4/22/2003	2.5	Read and comment on various employee benefit programs.
Robbins, Erin	4/22/2003	2.5	Update severance, incentive and background sections to incorporate changes discussed.
Imhoff, Dewey	4/22/2003	3.3	Work on analysis and report of Fleming KERP.
Bosse, Melissa	4/22/2003	3.4	Edit KERP presentation.
Imhoff, Dewey	4/23/2003	0.2	Telephone call D. Jerome (Fleming) and actuary on SERP plan information.
Imhoff, Dewey	4/23/2003	0.3	Make changes to KERP term sheet for Compensation Committee.
Imhoff, Dewey	4/23/2003	0.4	Prepare for meeting with P. Wilmott (Fleming) and D. Jerome (Fleming) to discuss KERP recommendations.
Imhoff, Dewey	4/23/2003	0.4	Work on analysis of CIC severance benefits and base case severance benefits analysis.
Robbins, Erin	4/23/2003	0.4	Team meeting to discuss KERP presentation and any further changes.
Bosse, Melissa	4/23/2003	0.4	Update footnotes.
Bosse, Melissa	4/23/2003	0.4	Review SERP Summary Chart.
Imhoff, Dewey	4/23/2003	0.5	Work session E. Robbins (FTI) and M. Bosse (FTI) re: status of outstanding issues under the KERP and KERP report.
Imhoff, Dewey	4/23/2003	0.5	Meeting with P. Wilmott, M. Shapiro and D. Jerome (all Fleming) to discuss KERP recommendations.
Imhoff, Dewey	4/23/2003	0.6	Read and update latest version of KERP summary for meeting.
Bosse, Melissa	4/23/2003	0.6	Prepare edits to KERP presentation.
Robbins, Erin	4/23/2003	0.7	Revise KERP presentation to adjust for employees recently terminated.

**FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003**

### KERP Review and Analysis

Professional	Date	Hours	Activity
Imhoff, Dewey	4/23/2003	0.8	Meeting with KPMG and Alix Partners to discuss compensation issues.
Stegenga, Jeff	4/23/2003	0.8	Discussion with Dewey Imhoff (FTI) and Director of HR (Fleming) re: expansion of KERP part list.
Robbins, Erin	4/23/2003	0.9	Update CIC analysis for employees recently terminated.
Bosse, Melissa	4/23/2003	0.9	Cross check KERP list with store closing list of employees.
Bosse, Melissa	4/23/2003	0.9	Prepare executive summary table for presentation.
Robbins, Erin	4/23/2003	1.0	Review Term Sheet summary and compare to KERP presentation.
Imhoff, Dewey	4/23/2003	1.5	Work session D. Jerome(Fleming), C. Hernandez(Fleming), FTI, V. Hood(K&E) and G. Richards (K&E), T. Kreatschman (Alix Partners) and D. Hyde (MT) regarding discussion of outstanding KERP and benefit issues.
Robbins, Erin	4/23/2003	1.5	Meeting with C. Hernandez (Fleming), M. Bosse (FTI), D. Jerome (Fleming), V. Hood (K&E), D. Hyde (McAfee), G. Richards (K&E), T. Kreatschman (AP)
Bosse, Melissa	4/23/2003	1.5	Conference call with G. Richards (K&E), V. Hood (K&E), D. Hyde (McAfee & Taft), D. Jerome (Fleming), C. Hernandez (Fleming), T. Kreatschman (Alix Partners), D. Imhoff (FTI), E. Robbins (FTI), and J. Stegenga (FTI) regarding KERP Plan.
Robbins, Erin	4/23/2003	1.8	Update KERP presentation to include new information and new slides.
Bosse, Melissa	4/23/2003	1.9	Prepare SERP section of presentation.
Robbins, Erin	4/23/2003	2.0	Revise severance section to include revised participant data.
Robbins, Erin	4/23/2003	2.2	Analyze KERP due diligence documents.
Bosse, Melissa	4/23/2003	2.5	Review and edit calculations in KERP presentation.
Imhoff, Dewey	4/23/2003	3.5	Work on analysis and report of Fleming KERP.
Imhoff, Dewey	4/24/2003	0.1	Telephone call with D. Jerome (Fleming) on KERP issues.
Imhoff, Dewey	4/24/2003	0.1	Telephone call with D. Jerome (Fleming) on KERP issues.
Imhoff, Dewey	4/24/2003	0.2	Telephone call D. Jerome (Fleming), E. Robbins (FTI) and M. Bosse (FTI) re: changes in management and comp committee meeting.
Imhoff, Dewey	4/24/2003	0.2	Telephone call E. Robbins (FTI) and M. Bosse (FTI) re: draft and work to be performed.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/24/2003	0.3	Telephone call with M. Bosse and D. Imhoff to discuss KERP
Bosse, Melissa	4/24/2003	0.3	Create and merge PDF files of KERP Summaries.
Imhoff, Dewey	4/24/2003	0.4	Read 1st day motion on employee related matters.
Imhoff, Dewey	4/24/2003	0.6	Read and comment on KERP Report.
Bosse, Melissa	4/24/2003	0.7	Update calculations for termination of 2 KERP employees.
Bosse, Melissa	4/24/2003	0.8	Update KERP presentation descriptions.
Bosse, Melissa	4/24/2003	0.9	Update KERP summary document.
Bosse, Melissa	4/24/2003	1.1	Update KERP presentation charts and tables.
Bosse, Melissa	4/24/2003	1.4	Analyze SERP present value payout data.
Bosse, Melissa	4/24/2003	1.9	Prepare edits to KERP presentation
Robbins, Erin	4/24/2003	2.3	Reviewed KERP presentation and incorporated changes from D. Imhoff
Robbins, Erin	4/24/2003	2.5	Continue revising KERP presentation to incorporate staffing changes as well as other updates.
Bosse, Melissa	4/25/2003	0.4	Discussion with D. Stokes (Fleming) regarding which parties need to be informed of KERP process.
Bosse, Melissa	4/25/2003	0.5	Format base KERP data to send to McAfee & Taft at the request of D. Stokes (Fleming).
Imhoff, Dewey	4/25/2003	0.6	Read and comment on KERP documents.
Robbins, Erin	4/25/2003	1.0	Created list of KERP individuals by tiers to email to McAfee & Taft.
Bosse, Melissa	4/25/2003	2.1	Verify source tables for KERP presentation.
Robbins, Erin	4/25/2003	3.2	Updated KERP summary exhibits for distribution to legal counsel.
Imhoff, Dewey	4/27/2003	0.4	Read and comment on documents and telephone call with D. Jerome (Fleming).
Imhoff, Dewey	4/28/2003	0.1	Telephone call with D. Jerome (Fleming) and C. Hernandez (Fleming) on KERP issues.
Imhoff, Dewey	4/28/2003	0.1	Telephone call V. Hood of KE re: status update and meetings on Wednesday.
Imhoff, Dewey	4/28/2003	0.1	Telephone call with J. Stegenga (FTI) re: status update.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Imhoff, Dewey	4/28/2003	0.2	Telephone call E. Robbins (FTI) re: changes in management and comp committee meeting.
Stegenga, Jeff	4/28/2003	0.3	Discussion with Mike Scott (AP) re: KERP timeline.
Robbins, Erin	4/28/2003	0.3	Telephone call with D. Imhoff (FTI) to discuss open KERP issues.
Stegenga, Jeff	4/28/2003	0.4	Discussion with Director of HR (Fleming) re: KERP activity/compensation committee review.
Stegenga, Jeff	4/28/2003	0.4	Discussion with Dewey Imhoff (FTI) re: open KERP items/UCC timing.
Robbins, Erin	4/28/2003	1.8	Revise KERP presentation to account for changes to tiers.
Imhoff, Dewey	4/29/2003	0.1	Telephone call V. Hood of K&E regarding status update and meetings on Wednesday.
Imhoff, Dewey	4/29/2003	0.2	Telephone call with D. Jerome (Fleming) and C. Hernandez (Fleming) on KERP issues.
Imhoff, Dewey	4/29/2003	0.2	Telephone call with D. Jerome (Fleming) on KERP issues.
Imhoff, Dewey	4/29/2003	0.2	Telephone call E. Robbins (FTI) regarding changes in management and comp committee meeting.
Imhoff, Dewey	4/29/2003	0.2	Telephone call with D. Jerome (Fleming) on KERP issues.
Robbins, Erin	4/29/2003	0.2	Telephone call with D. Imhoff (FTI) to discuss status of KERP.
Stegenga, Jeff	4/29/2003	0.3	Discussion with Director of HR (Fleming) regarding KERP committee review comments.
Robbins, Erin	4/29/2003	0.7	Review Term Sheet summary.
Bosse, Melissa	4/29/2003	0.7	Compile severance comparison chart.
Robbins, Erin	4/29/2003	1.0	Analyze comparable companies for severance plan data.
Robbins, Erin	4/29/2003	1.4	Continue updating KERP presentation.
Bosse, Melissa	4/29/2003	1.6	Update KERP numbers and redo charts.
Robbins, Erin	4/29/2003	2.7	Update KERP analysis to include additional employees.
Imhoff, Dewey	4/30/2003	0.2	Telephone call E. Robbins (FTI) re. changes in management and comp committee meeting.
Imhoff, Dewey	4/30/2003	0.2	Telephone call V. Hood of K&E regarding status update and meetings on Wednesday.
Robbins, Erin	4/30/2003	2.1	Preparation of documents for KERP due diligence binder.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Bosse, Melissa	4/30/2003	3.2	Format and print work papers for KERP.
Imhoff, Dewey	5/1/2003	0.2	Telephone call with D. Jerome on KERP issues.
Imhoff, Dewey	5/1/2003	0.5	Telephone call E. Robbins (FTI) regarding changes in affidavit and KERP report.
Imhoff, Dewey	5/1/2003	0.5	Read and comment on revisions to report and summary for compensation committee.
Robbins, Erin	5/1/2003	0.6	Edit Term Sheet Summary and pdf for distribution.
Robbins, Erin	5/1/2003	0.7	Telephone call with D. Imhoff (FTI) to discuss changes to KERP presentation.
Robbins, Erin	5/1/2003	1.1	Documentation and organization of work product.
Robbins, Erin	5/1/2003	1.1	Preparation of documents for KERP due diligence binder.
Stegenga, Jeff	5/1/2003	1.2	Review of and revisions to latest KERP outline.
Robbins, Erin	5/1/2003	2.1	Continue revisions to KERP presentation and term sheet summary.
Imhoff, Dewey	5/1/2003	2.6	Read and comment on revised report and summary for compensation committee.
Desalvio, Moira	5/1/2003	3.0	Researched executive compensation in the food distribution Industry. Contacted National Grocers Assoc., Food Marketing Institute, International Food Distributors Assoc. Purchased IFDA Survey of Industry Practices - a report on 2001 Executive Compensation
Robbins, Erin	5/1/2003	3.0	Revise KERP presentation and term summary to include Dewey's revisions.
Robbins, Erin	5/2/2003	0.4	Coordinate getting KERP information to D. Imhoff.
Robbins, Erin	5/2/2003	0.4	Follow-up with J. Bernstein to discuss Affidavit for KERP.
Robbins, Erin	5/2/2003	2.4	Edit KERP presentation for content in comparison to the Term Sheet Summary.
Robbins, Erin	5/2/2003	4.0	Research and Draft Affidavit (re: KERP) for D. Imhoff.
Imhoff, Dewey	5/5/2003	0.2	Telephone call with D. Jerome (Fleming) on preparation for KERP call with Comp. Committee.
Imhoff, Dewey	5/5/2003	0.4	Prepare for Compensation Committee Call to discuss KERP.
Robbins, Erin	5/5/2003	0.4	Telephone call with M. Bosse (FTI) to discuss KERP and pre-petition Charitable Contributions.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Imhoff, Dewey	5/5/2003	0.8	Telephone call with Comp Committee.
Robbins, Erin	5/5/2003	1.1	Meeting with D. Jerome (Fleming) to discuss KERP due diligence binders and upcoming compensation committee meeting.
Robbins, Erin	5/5/2003	1.3	Update draft of Affidavit for KERP motion.
Robbins, Erin	5/5/2003	1.3	Documentation and organization of work product.
Robbins, Erin	5/5/2003	2.4	Edit KERP presentation for formatting changes.
Imhoff, Dewey	5/6/2003	0.2	Read and respond e-mail to D. Jerome (Fleming).
Imhoff, Dewey	5/6/2003	0.3	Telephone call E. Robbins (FTI) regarding case matters and follow up.
Robbins, Erin	5/6/2003	0.3	Telephone call with D. Imhoff (FTI) to discuss outstanding issues in relation to the KERP.
Bosse, Melissa	5/6/2003	0.6	Update KERP Presentation Charts after changes to KERP plan.
Robbins, Erin	5/6/2003	0.7	Update draft of Affidavit for KERP motion to include D. Imhoff's background information.
Robbins, Erin	5/6/2003	1.8	Review and edit KERP for content and distribute to group.
Bosse, Melissa	5/6/2003	1.8	Add additional KERP Participants, document workpapers.
Robbins, Erin	5/6/2003	3.1	Update KERP analysis to include 4 additional participants.
Imhoff, Dewey	5/7/2003	0.1	Update records based on discussion with Fleming.
Imhoff, Dewey	5/7/2003	0.4	Telephone call with D. Jerome (Fleming) and C. Hernandez (Fleming) on KERP issues.
Robbins, Erin	5/7/2003	0.5	Meeting with Dee Jerome (Fleming) to discuss changes to KERP and typical process for communication.
Bosse, Melissa	5/7/2003	0.5	Update KERP Term Sheet and Presentation for changes to KERP plan.
Robbins, Erin	5/7/2003	1.0	Revise KERP presentation to include new participants.
Robbins, Erin	5/7/2003	1.9	Revise KERP term summary sheet to include new participants and distribute to team.
Robbins, Erin	5/7/2003	2.1	Coordinate getting copies of all Change in Control agreements to K&E.
Robbins, Erin	5/7/2003	2.4	Update due diligence working papers for KERP

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Imhoff, Dewey	5/8/2003	0.1	Correspondence with E. Robbins (FTI).
Robbins, Erin	5/8/2003	0.3	Telephone call with J. Bernstein (K&E) to discuss KERP motion.
Robbins, Erin	5/8/2003	2.1	Revise KERP affidavit for D. Imhoff re: add changes to KERP structure.
Robbins, Erin	5/8/2003	2.7	Continue revising KERP presentation and term sheet summary to include additional changes.
Robbins, Erin	5/9/2003	0.3	Draft email and distribute updated presentation to KERP team.
Imhoff, Dewey	5/9/2003	0.4	Read and comment on revised report and summary for compensation committee.
Robbins, Erin	5/9/2003	0.4	Meeting with D. Jerome (Fleming) to discuss timing of filing KERP motion.
Robbins, Erin	5/9/2003	0.6	Telephone call with D. Imhoff (FTI) to discuss remaining changes to KERP presentation.
Robbins, Erin	5/9/2003	1.2	Revise term sheet summary to match updates to KERP presentation.
Robbins, Erin	5/9/2003	1.3	Update work paper binders with revised KERP back-up documentation.
Robbins, Erin	5/9/2003	2.3	Revise presentation for KERP to incorporate additional change in control and severance information.
Imhoff, Dewey	5/9/2003	2.9	Work on affidavit and KERP report.
Imhoff, Dewey	5/12/2003	0.5	Read and comment on revisions to background material.
Robbins, Erin	5/12/2003	1.6	Update Affidavit for D. Imhoff to include changes regarding revised KERP plan.
Imhoff, Dewey	5/13/2003	0.5	Read and comment on revisions to background material.
Robbins, Erin	5/14/2003	0.7	Update work paper binders to include new KERP information.
Robbins, Erin	5/15/2003	0.3	Draft email and distribute updated presentation to KERP team.
Imhoff, Dewey	5/15/2003	0.5	Read and comment on revised report.
Robbins, Erin	5/15/2003	1.1	Revise term sheet summary to match updates to KERP presentation.
Robbins, Erin	5/15/2003	2.0	Revise presentation for KERP to incorporate additional changes to stay bonus section and severance section.
Robbins, Erin	5/15/2003	3.0	Continue revising KERP presentation and term sheet summary.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	5/16/2003	1.2	Preparation of interim work papers and binders.
Imhoff, Dewey	5/19/2003	0.5	Telephone discussion with J. Stegenga (FTI) regarding status of KERP motion filing.
Stegenga, Jeff	5/19/2003	0.5	Discussion with D. Imhoff (FTI) regarding status of potential KERP motion filing.
Robbins, Erin	5/21/2003	0.5	Telephone call with T. Kreatschman (AP) to discuss KERP.
Robbins, Erin	5/21/2003	2.0	Update participant schedules for severance plan and distribute to Company.
Imhoff, Dewey	5/23/2003	2.0	Read and comment on revisions to background materials and revised report.
Robbins, Erin	5/27/2003	2.3	Update KERP term summary sheet.
Robbins, Erin	5/29/2003	0.5	Telephone call with D. Jerome to discuss KERP changes.
Imhoff, Dewey	5/30/2003	1.0	Read and comment on revisions to background materials and revised report.
Imhoff, Dewey	6/2/2003	0.2	Telephone call with E. Robbins (Fti) regarding status of changes to report per Alix Partners request.
Imhoff, Dewey	6/2/2003	0.3	Telephone call with D. Jerome on questions on changes to KERP.
Imhoff, Dewey	6/2/2003	1.5	Read and comment on back up material and revised term sheet per Alix Partner's requested changes.
Robbins, Erin	6/2/2003	3.3	Update KERP presentation and term summary to include the Company's changes.
Bosse, Melissa	6/3/2003	0.3	Update KERP Term Sheet and Presentation for removal of closed wholesale divisions.
Imhoff, Dewey	6/3/2003	0.4	Telephone call with E. Robbins (FTI) regarding preparation and follow-up to call on KERP with management and Alix Partners are Alix's request.
Bosse, Melissa	6/3/2003	0.4	Update KERP Presentation Charts after removal of closed wholesale divisions.
Bosse, Melissa	6/3/2003	0.5	Remove KERP Participants related to the Wholesale Division Closings - Northwest, Salt Lake City, KOP, Phoenix, Lubbock, and North Carolina.
Imhoff, Dewey	6/3/2003	1.1	Review other case materials for additional backup support.
Imhoff, Dewey	6/3/2003	1.5	Telephone call with D. Jerone, P. Wilmont, B. Roof, T. Stenger and E. Robbins regarding KERP matters and status update.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**KERP Review and Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	6/3/2003	1.5	Conference call with T. Stenger (AP), B. Roof (AP), D. Jerome (Fleming), D. Imhoff (FTI) to discuss various aspects of the KERP.
Imhoff, Dewey	6/3/2003	1.6	Read KERP backup and prepare for the call with Fleming and Alix Partners.
Robbins, Erin	6/3/2003	3.1	Revise KERP presentation and term summary to reflect new direction of restructuring plan.
Imhoff, Dewey	6/4/2003	1.0	Prepare files to send to Fleming for meetings.
Terrazas, Gabriel	4/7/2004	0.5	Call with J. Stegenga (FTI) and D. Imhoff (FTI) to discuss KERP.
Terrazas, Gabriel	4/7/2004	0.7	Call with S. Bellazain (FTI) to get FTI KERP Database.
Terrazas, Gabriel	4/7/2004	1.5	Gather comps for KERP analysis.
Terrazas, Gabriel	4/7/2004	2.0	Review comps for KERP plan.
<b>Subtotal</b>		<b>420.7</b>	

**Lease Rejection Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/23/2002	0.2	Conversation with B. Merrigan (Fleming) and J. Tovey (Fleming) regarding process of rejecting transportation contracts.
Greenspan, Ron	4/4/2003	0.6	Telephone call with G. Terrazas (FTI) regarding real estate issues.
Greenspan, Ron	4/7/2003	0.3	Telephone call with G. Terrazas (FTI) regarding real estate issues.
Greenspan, Ron	4/8/2003	0.3	Telephone call with G. Terrazas (FTI) regarding real estate rejection issues.
Stegenga, Jeff	4/9/2003	0.2	Discussion with R. Greenspan (FTI) regarding real estate issues overview.
Terrazas, Gabriel	4/9/2003	0.5	Lease tax discussion with D. Sigler (Fleming)
Stegenga, Jeff	4/9/2003	0.6	Discussion with G. Terrazas (FTI) regarding real estate disposition update.
Stegenga, Jeff	4/9/2003	1.1	Review of detailed excess real estate exhibits and follow-up.
Greenspan, Ron	4/10/2003	0.3	Conference call with FTI and client regarding real estate rejection issues.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Lease Rejection Analysis**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	4/10/2003	1.6	Meet with Debtor real estate team and K&E regarding timing and issue documentation.
Greenspan, Ron	4/13/2003	5.3	Travel to Dallas for Fleming's meetings. Review real estate and case information while on plane.
Terrazas, Gabriel	4/14/2003	0.6	Meeting with G. Richards (K&E), J. Stegenga (FTI), and R. Greenspan (FTI) to discuss real estate issues.
Terrazas, Gabriel	4/14/2003	0.8	Call with F. Kitelinger (Fleming) to discuss lease payments for lease rejection motion.
Terrazas, Gabriel	4/14/2003	1.0	Prepare analysis for store planning/mechanics lien issue.
Terrazas, Gabriel	4/14/2003	1.0	Lease payment analysis for pleading.
Terrazas, Gabriel	4/14/2003	2.5	Real Estate Lease meeting with Fleming, J. Stegenga (FTI) and R. Greenspan (FTI).
Greenspan, Ron	4/14/2003	8.5	Meetings with real estate personnel and Kirkland & Ellis attorneys.
Bosse, Melissa	4/15/2003	0.2	Telephone call to B. Lake (Fleming) regarding current database format for Real Property Leases.
Bosse, Melissa	4/15/2003	0.3	Telephone call to L. Kuhn (FTI) regarding methodology to catalogue Real Property Leases in database.
Greenspan, Ron	4/15/2003	0.6	Participate in Fleming real estate call.
Terrazas, Gabriel	4/15/2003	1.0	Prepare agreement termination for LaCrosse store planner.
Terrazas, Gabriel	4/16/2003	0.5	Update on status of lease rejection list for court date.
Bosse, Melissa	4/16/2003	0.5	Meet with B. Lake (Fleming) regarding real property lease database.
Bosse, Melissa	4/16/2003	0.7	Meet with J. Mentgen (Fleming) to demonstrate current Fleming Lease Database capabilities.
Greenspan, Ron	4/16/2003	0.8	Conference call with FTI and client regarding real estate rejection issues.
Barton, Gary	4/17/2003	0.3	Meeting with Fleming real estate re: lender questions concerning leased warehouses versus owned warehouses.
Bosse, Melissa	4/17/2003	0.3	Send e-mail to E. Glynn (FTI) requesting information about firms to provide scanning services for real property leases.
Bosse, Melissa	4/17/2003	0.8	Research companies capable of providing scanning services for Real Property Lease Database.
Terrazas, Gabriel	4/17/2003	0.9	Discussion with B. Goodell (Fleming) to get additional information on mechanics lien issue.

**FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003**

**Lease Rejection Analysis**

Professional	Date	Hours	Activity
Stegenga, Jeff	4/17/2003	1.0	Meeting with Rich Hawk (Fleming) et al regarding review of Roundy's, SavMart and othe real estate transactions.
Terrazas, Gabriel	4/17/2003	1.2	Research lease rejection issues for J. Stang (Pachulski).
Honeybone, Mark	4/22/2003	0.3	Copy and fax transporation contracts to reject to S. Cho (K&E).
Bosse, Melissa	4/22/2003	0.3	Call with R. Medenwaldt (FTI) to discuss scanning process for real property lease database.
Bosse, Melissa	4/22/2003	0.3	E-mail to B. Lake (Fleming) regarding firm quotes for scanning process of real property leases.
Honeybone, Mark	4/22/2003	1.1	Review of transportation contracts to reject from J. Tovey (Fleming).
Stegenga, Jeff	4/23/2003	0.5	Discussion with Paul DiBrito (Fleming)re: miscellaneous real estate questions.
Terrazas, Gabriel	4/23/2003	0.5	Call to R. Buday (K&E) to finalize mechanics lien issue at MN stores.
Stegenga, Jeff	4/23/2003	0.6	Review of updated draft of real estate pleadings.
Terrazas, Gabriel	4/24/2003	1.6	Research lienholders for lease rejection pleading.
Honeybone, Mark	4/24/2003	2.4	Review of Executory Contract and Lease Rejection Procedures Motion.
Honeybone, Mark	4/28/2003	0.3	Communication with M.Ghasemi (K&E) regarding transportation contracts to reject.
Honeybone, Mark	4/28/2003	0.7	Meeting with J. Tovey (Fleming) regarding other transportation contracts to reject.
Terrazas, Gabriel	4/28/2003	1.2	Lease rejection discussion with K. Ferren (Fleming).
Terrazas, Gabriel	4/30/2003	1.0	Call to research property tax issue with Mark Armstrong (local tax advisor).
Terrazas, Gabriel	4/7/2004	0.6	Call to landlord to discuss Fleming lease payment for April..
Terrazas, Gabriel	4/7/2004	1.2	Research leases for lease rejection pleading.
<b>Subtotal</b>		<b>47.1</b>	

**Litigation Support**

Professional	Date	Hours	Activity
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***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Litigation Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Regan, Kevin	6/30/2003	0.3	Telephone call with A. Paris (K&E) regarding initial findings and background.
Imhoff, Dewey	6/30/2003	0.4	Telephone call with A. Paris (K&E) and K. Regan (FTI) regarding expert testimony.
Regan, Kevin	6/30/2003	0.7	Review preliminary materials and exhibits from A. Paris (K&E) regarding matter involving E-Z Mart.
<b>Subtotal</b>		<b>1.4</b>	

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	4/1/2003	0.4	Discussion with Jack Stone (Glass & Associates) regarding DIP negotiation progress.
Robbins, Erin	4/1/2003	0.4	Telephone call with D. Sigler (E&Y) regarding business taxes.
Honeybone, Mark	4/1/2003	0.6	Update conference call with K&E, Pachulski and Fleming.
Terrazas, Gabriel	4/1/2003	0.7	Discuss customer accomodation program w ith E. Chalut (K&E) and N. Sheldon (Fleming).
Robbins, Erin	4/1/2003	0.8	Telephone call with M. Ghasemi (K&E) to discuss outstanding issues for wages / benefits motion.
Robbins, Erin	4/1/2003	1.0	Telephone calls with K&E (M. Ghasemi & B. Spiegel) regarding wages motion
Terrazas, Gabriel	4/1/2003	1.3	Meeting with K. Fuhrmann (Fleming) to discuss cash management post-petition.
Robbins, Erin	4/1/2003	2.2	Telephone calls with Core-Mark employees regarding wages and benefits information request.
Barton, Gary	4/1/2003	2.4	Several meetings with Jerry Rebel (Fleming) and Fleming accountants from Oklahoma City regarding: review miscellaneous accounting issues including vendor deductions, customer rebates, taxes, and utilities with respect to pre- vs. post-issues.
Robbins, Erin	4/1/2003	3.4	Telephone calls with Fleming payroll employees regarding wage information
Barton, Gary	4/2/2003	0.2	Meeting with accounting employee regarding respond to questions concerning bankruptcy process.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/2/2003	0.3	Telephone call with G. Potter (Fleming) to discuss questions with amounts to be paid out on 4/4/03.
Robbins, Erin	4/2/2003	0.4	Telephone call with S. Loretz (Fleming) to discuss Core-Mark business taxes.
Robbins, Erin	4/2/2003	0.4	Discussions with S. Perry (K&E) regarding P. Willmott's affidavit.
Robbins, Erin	4/2/2003	0.5	Telephone call with S. Northcutt (Fleming) to discuss to-be-paid analysis.
Robbins, Erin	4/2/2003	0.5	Telephone call with D. Sigler (E&Y) to discuss divisions not covered by E&Y with respect to sales and use taxes.
Robbins, Erin	4/2/2003	0.8	Meeting with S. Northcutt, D. Jerome, G. Potter (all Fleming), M Honeybone (FTI) to discuss payroll to be paid on 4/4/03.
Barton, Gary	4/2/2003	1.0	Participate in senior management meeting to discuss status of bankruptcy and respond to various questions concerning the bankruptcy process.
Robbins, Erin	4/2/2003	1.1	Telephone calls with D. Jerome (Fleming) to discuss outstanding wages questions.
Barton, Gary	4/2/2003	1.2	Meeting with Fleming buyers to discuss status of bankruptcy and actions to take with respect to restoring trade credit.
Terrazas, Gabriel	4/2/2003	1.2	Critical trade vendor discussion with N. Ryder (Fleming) and J. Rebel (Fleming).
Terrazas, Gabriel	4/2/2003	1.3	Cash management meeting with K. Fuhrmann (Fleming) and R. Hawk (Fleming).
Robbins, Erin	4/2/2003	1.6	Meeting with S. Eaton (Fleming) to discuss changes to Affidavit of Peter Willmott.
Robbins, Erin	4/3/2003	0.3	Discussion with S. Loretz (Fleming) regarding Canada's property taxes.
Stegenga, Jeff	4/3/2003	0.4	Discussion with M. Shapiro (Fleming) regarding various case issues.
Robbins, Erin	4/3/2003	0.4	Telephone call with G. Potter (Fleming) to discuss list of employees who make over \$4650.
Robbins, Erin	4/3/2003	0.4	Discuss talking points with T. Myers (Fleming) and J. Stegenga (FTI).
Terrazas, Gabriel	4/3/2003	0.5	Met w/ B. Cooper (Fleming) to set dollar cap for customer program motion.
Robbins, Erin	4/3/2003	0.7	Telephone call with J. Cullers (Deloitte) to discuss property taxes.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/3/2003	0.8	Meet with R. Zwanka (Fleming) to set dollar cap for customer program motion.
Bosse, Melissa	4/3/2003	0.8	Update call after first day motions with team and all other firms.
Terrazas, Gabriel	4/3/2003	1.0	Meet with D. Eiler (Fleming) to set dollar cap for customer program motion.
Barton, Gary	4/4/2003	0.3	Meeting with Fleming health and beauty to discuss existing LC and bankruptcy filing effect.
Robbins, Erin	4/4/2003	0.4	Discussion with M. Ghasemi (K&E) regarding increase in union dues.
Robbins, Erin	4/4/2003	0.5	Telephone call with G. Potter (Fleming) to discuss calculations for pre-petition wages to-be-paid.
Terrazas, Gabriel	4/4/2003	0.5	Meeting with K. Weingartner (Fleming) to discuss additional customer program.
Terrazas, Gabriel	4/4/2003	0.8	Meeting with T. Stevens (Fleming) and J. Bell (Fleming) for Core-Mark status update.
Terrazas, Gabriel	4/4/2003	0.8	Discussion with S. Rolo (Fleming - Dunigan Fuels) regarding sales and use tax exhibit.
Terrazas, Gabriel	4/4/2003	0.9	Meeting with E. Chalut (K&E), D. Eiler, K. Weingartner, and B. Hayworth (all Fleming) to discuss Customer Program Order.
Stegenga, Jeff	4/4/2003	1.4	Participation in Debtor planning meeting regarding case issues.
Barton, Gary	4/4/2003	1.5	Telephone call with Fleming senior management, J. Stone (Glass), K&E and PSZYJW (partial) re: status of bankruptcy and immediate issues (e.g., sublien program, Century stores offset, vendor offsets).
Honeybone, Mark	4/4/2003	1.6	Global Update Meeting with K&E, Fleming, and Pachulski.
Robbins, Erin	4/7/2003	0.2	Discuss pre-petition wage obligations with C. Hernandez (Fleming).
Stegenga, Jeff	4/7/2003	0.4	Discussion with Sandy Edlin (Glass) regarding cash collateral update/near-term cash needs.
Robbins, Erin	4/7/2003	0.6	Discussions with G. Potter (Fleming) regarding \$20 million cap on pre-petition wage obligations.
Robbins, Erin	4/7/2003	1.6	Respond to Fleming employees' questions concerning wages and benefits.
Robbins, Erin	4/8/2003	0.3	Telephone call with M. Ghasemi (K&E) to discuss directors and officers compensation.
Robbins, Erin	4/8/2003	0.3	Telephone call with J. Cullers (Deloitte) regarding property taxes.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	4/8/2003	0.5	Discussions with C. Mooney (Fleming) regarding K-Mart/D&T application.
Robbins, Erin	4/8/2003	0.5	Follow-up calls with Core-Mark and E&Y to discuss outstanding tax issues.
Robbins, Erin	4/8/2003	0.6	Discussions regarding Inventory Sales and whether an emergency motion is needed.
Stegenga, Jeff	4/8/2003	1.0	Participate in finance team post-petition Q&A session.
Barton, Gary	4/8/2003	1.4	Weekly bankruptcy management meeting with senior Fleming managers, K&E, etc.
Honeybone, Mark	4/8/2003	1.5	Organizational update meeting with K&E, Pachulski and FTI.
Bosse, Melissa	4/8/2003	1.5	Meeting to field bankruptcy questions from Fleming Finance Department.
Stegenga, Jeff	4/8/2003	1.8	Attend all-hands professional coordination meeting.
Barton, Gary	4/9/2003	0.3	Telephone call with N. Ryder and L. Myers re: review of critical trade sub-lien agreement and status of negotiations with ad-hoc vendors and DIP lenders.
Terrazas, Gabriel	4/9/2003	0.3	Tax discussion with K. Richesson (Fleming).
Terrazas, Gabriel	4/9/2003	0.3	Real estate tax discussion with D. Sigler (Fleming).
Barton, Gary	4/9/2003	0.4	Meeting with N. Ryder (Fleming) re: review of critical trade sub-lien agreement and status of negotiations with ad-hoc vendors and DIP lenders.
Stegenga, Jeff	4/9/2003	0.4	Discussion with Paul Aronson regarding large bondholder positions.
Terrazas, Gabriel	4/9/2003	0.4	Call to C. Wong (FLM) to gather convenience store taxes.
Stegenga, Jeff	4/9/2003	1.2	Meeting with Glass and Debtor representatives regarding cash flow forecast elements.
Honeybone, Mark	4/9/2003	1.2	Meeting regarding 13-week cash flow forecast with Fleming, Glass and Gleacher.
Robbins, Erin	4/9/2003	1.2	Meeting with D. Jerome (Fleming) regarding KERP information request.
Terrazas, Gabriel	4/9/2003	1.5	Tax meeting with S. McFarland (Pachulski), Fleming tax team, J. Stegenga (FTI) and E. Robbins (FTI)
Robbins, Erin	4/9/2003	1.6	Conference call with C. Wong (Fleming), M. Sharpiro (Fleming), S. McFarland (Pachulski), L. Vines (E&Y), J. Stegenga (FTI), G. Terrazas (FTI), J. Stone (Glass) to discuss taxes motion.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Stegenga, Jeff	4/10/2003	0.3	Discussion with L. Jones (Pachulski) regarding UCC update.
Terrazas, Gabriel	4/10/2003	0.3	Call to E. Chalut (K&E) re: customer accomodation program.
Terrazas, Gabriel	4/10/2003	0.3	Meeting with P. DiBrito (Fleming) to introduce R. Greenspan (FTI).
Terrazas, Gabriel	4/10/2003	0.3	Call to S. McFarland (Pachulski) regarding tax motion.
Stegenga, Jeff	4/10/2003	0.4	Discussion with M. Shapiro (Fleming) regarding KERP/UCC update.
Stegenga, Jeff	4/10/2003	0.4	Discussion with J. Stone (Glass & Associates) regarding DIP update.
Robbins, Erin	4/10/2003	0.4	Telephone call with R. Fine (Watson) to discuss status of KERP.
Robbins, Erin	4/10/2003	0.4	Telephone call with E. Roberson (Fleming) regarding law firms on the OCP list.
Robbins, Erin	4/10/2003	0.5	Telephone calls with M. Ghasemi (K&E) to discuss OCP motion.
Terrazas, Gabriel	4/10/2003	0.5	Call with Fleming Canadian counsel to update tax motion.
Terrazas, Gabriel	4/10/2003	0.5	Call with S. McFarland (Pachulski) to discuss tax motion issues.
Barton, Gary	4/10/2003	0.7	Meeting with Alix Partners re: status of vendor issues on project.
Stegenga, Jeff	4/10/2003	0.7	Review of of draft business tax pleadings.
Robbins, Erin	4/10/2003	0.8	Conference call with V. Hood (K&E) and D. Imhoff (FTI) to discuss Fleming KERP.
Barton, Gary	4/10/2003	1.0	Meeting with N. Ryder (Fleming) re: prepare for meeting with approximately 80 vendors to present status of bankruptcy to date, critical vendor program, and sub-lien program.
Terrazas, Gabriel	4/10/2003	1.0	Meeting with E. Chalut (K&E) and D. Eiler (Fleming) to discuss new customer programs.
Barton, Gary	4/10/2003	3.0	Participate in meeting with N. Ryder (Fleming), T. Stenger(Alix) and Fleming business unit leaders and approximately 80 vendors to present status of bankruptcy to date, critical vendor program, and sub-lien program, as well as other general strategic and operational issues.
Robbins, Erin	4/11/2003	0.1	Discuss Ordinary Course Professionals master list with C. Hernandez (Fleming).
Stegenga, Jeff	4/11/2003	0.3	Discussion with N. Lemon (Baker, Botts) regarding SaveMart/FTC update.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/11/2003	0.3	Telephone call with R. Fine (Watson) to discuss their role in Fleming's KERP plan.
Robbins, Erin	4/11/2003	0.3	Telephone call with S. McFarland (Pachulski) to discuss Fleming's loan business.
Terrazas, Gabriel	4/11/2003	0.3	Call to E. Chalut (K&E) regarding customer program.
Stegenga, Jeff	4/11/2003	0.5	Participate in meeting with Core-Mark presidents regarding case update.
Robbins, Erin	4/11/2003	0.5	Meet with D. Bickford (Fleming) regarding Fleming's loan business.
Stegenga, Jeff	4/11/2003	0.6	Review of PwC retention pleading and provide comments to Charles Mooney (Fleming).
Terrazas, Gabriel	4/11/2003	0.6	Call to S. Digiacomio (Fleming) regarding consigned inventory.
Stegenga, Jeff	4/11/2003	0.8	Discussions with E&Y and C. Mooney (Fleming) regarding retention pleadings.
Terrazas, Gabriel	4/11/2003	0.8	Tax motion discussion with E&Y.
Honeybone, Mark	4/11/2003	0.9	Meeting with Alix Partners and J. Stegenga (FTI) regarding status and roles.
Honeybone, Mark	4/11/2003	1.3	Update call with FTI, K&E, Pachulski, Fleming, Gleacher, and Glass& Associates.
Terrazas, Gabriel	4/11/2003	1.3	Meeting with R. Johnson to discuss issues at LaCrosse division.
Robbins, Erin	4/14/2003	0.2	Telephone call with S. McFarland (K&E) regarding Fleming's loan business.
Barton, Gary	4/14/2003	0.3	Several meetings with M. Scott (Alix) re: issues with respect to DSD programs and cash management.
Barton, Gary	4/14/2003	0.3	Meeting with Fleming grocery buyer re: status of Fleming review of vendor deduction programs in connection with seeking a court order to allow certain deductions.
Robbins, Erin	4/14/2003	0.4	Telephone call with B. Jones (Fleming) to discuss turnover reports.
Terrazas, Gabriel	4/14/2003	0.4	Call to M. Ghasemi (K&E) regarding customer accommodation program.
Stegenga, Jeff	4/14/2003	0.5	Initial consideration of certain post-petition accounting issues raised by J. Rebel (Fleming).
Barton, Gary	4/14/2003	0.6	Meeting with L. Leonard (Alix) re: progress to date on DSD cash and account payable issues.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/14/2003	0.7	Meeting with T. Kreatschman (Alix) re: review progress to date on vendor relations, critical trade motion, trade lien program, DSD issues, etc.
Terrazas, Gabriel	4/14/2003	0.8	Meeting with T. Stevens (Fleming) to discuss convenience distribution customer programs.
Barton, Gary	4/15/2003	0.4	Meeting with Fleming Planning re: respond to questions concerning DSD relationship with Sara Lee.
Terrazas, Gabriel	4/15/2003	0.4	Call with G. Van Osdell (K&E) regarding di minimus asset sale motion.
Terrazas, Gabriel	4/15/2003	0.4	Email to P. DiBrito (Fleming) regarding real estate issues.
Barton, Gary	4/15/2003	0.5	Meeting with B. Caraway (Fleming) re: develop preliminary strategy to deal with vendor deductions/off-sets.
Barton, Gary	4/15/2003	0.5	Meeting with J. Rebel (Fleming) re: research issues with respect to vendor objection to cash management system and DSD issues.
Stegenga, Jeff	4/15/2003	0.5	Discussion with Ken Fuhrmann (Fleming) re: DSD segregation of funds.
Terrazas, Gabriel	4/15/2003	0.5	Call with B. Goodell (Fleming) to discuss contract rejection for store planning.
Terrazas, Gabriel	4/15/2003	0.5	Call with D. Eiler regarding cap on customer accommodation program.
Barton, Gary	4/15/2003	0.6	Meeting with C. Cipione (Alix) re: review vendor deduction issues with respect to the schedules and statements.
Robbins, Erin	4/15/2003	0.6	Meet with D. Jerome (Fleming) to discuss wages and benefits schedule.
Barton, Gary	4/15/2003	0.9	Teleconference with R. Wynne (K&E), E. Liebler (K&E), S. Cho (K&E), J. Rebel (Fleming), T. Kreatschman (Alix), C. Hernandez (Fleming), and G. Terrazas (FTI) regarding development of response to creditors objections to the Debtors' cash management system.
Terrazas, Gabriel	4/15/2003	1.2	DSD meeting with T. Kreatschman (AP) and G. Barton (FTI).
Terrazas, Gabriel	4/15/2003	1.9	Legal issues call with K&E.
Robbins, Erin	4/15/2003	2.1	Participate in legal issues conference call.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/15/2003	3.0	Meeting with N. Ryder (Fleming), Fleming business unit heads, T. Kreatschman (Alix) re: review status of trade lien program, critical vendor program and reclamation program, as well as several telephone calls to critical trade and L. Meyers (K&E) regarding same.
Robbins, Erin	4/16/2003	0.3	Meet with N. Sheldon (Fleming) to discuss OCP list.
Terrazas, Gabriel	4/16/2003	0.3	Call with L. Shield (E&Y) to discuss tax motion.
Barton, Gary	4/16/2003	0.4	Several meetings with N. Ryder (Fleming) re: next steps with respect to critical trade motion, sub-lien motions and DIP.
Robbins, Erin	4/16/2003	0.4	Meet with G. Ward (Fleming) to discuss OCP dollar amounts.
Terrazas, Gabriel	4/16/2003	0.5	Call with L. Wroblewski (E&Y) regarding tax update.
Terrazas, Gabriel	4/16/2003	0.7	Call with S. Macki (Fleming) to discuss vendor issue with Eagle Foods.
Terrazas, Gabriel	4/16/2003	0.8	Cross Border issues call with Fleming Canadian Counsel, G. Barton (FTI) and T. Kreatschman (AP).
Honeybone, Mark	4/16/2003	1.1	Meeting with B. Merrigan (Fleming), J. Tovey (Fleming), D. Goudy (Fleming), and J. Stegenga (FTI) regarding general bankruptcy issues.
Terrazas, Gabriel	4/17/2003	0.4	Email highlighting vendor rebate program issues to G. Richards (K&E)
Stegenga, Jeff	4/17/2003	0.5	Discussion with in house counsel regarding business tax pleading.
Terrazas, Gabriel	4/17/2003	0.6	Call with E. Landry to discuss excess shipping equipment at CoreMark.
Honeybone, Mark	4/17/2003	0.7	Participate in All Lawyers' call with K&E, Pachulski and FTI.
Robbins, Erin	4/17/2003	0.7	Telephone call with D. Jerome (Fleming) to discuss unemployment benefits plan and estimate of cost of providing healthcare.
Terrazas, Gabriel	4/17/2003	1.3	Call with J. Landers (Dunigan Fuels) to discuss Dunigan shut down.
Stegenga, Jeff	4/17/2003	1.6	Participation in legal prof conference call regarding hearing on 4/21.
Barton, Gary	4/18/2003	0.2	Meeting with C. Mooney (Fleming) re: review of D&T retention pleadings.
Barton, Gary	4/18/2003	0.3	Several meetings with Fleming employees re: respond to questions concerning pre- and post-petition issues.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/18/2003	0.4	Meeting with M. Scott (Alix Partners) re: status of various FTI projects.
Terrazas, Gabriel	4/18/2003	0.5	Professionals' call with Fleming, K&E and FTI.
Barton, Gary	4/18/2003	1.3	Participate in weekly professionals and Fleming senior management bankruptcy update call.
Terrazas, Gabriel	4/21/2003	0.5	Add another program to customer accomodation motion.
Terrazas, Gabriel	4/21/2003	0.5	Meeting with T. Stevens for update on bankruptcy proceedings.
Terrazas, Gabriel	4/21/2003	0.7	Call with R. Buday (K&E) and B. Goodell (Fleming) to review mechanics lien issue.
Terrazas, Gabriel	4/21/2003	0.7	Call with C. Cooper on vendor offset issue with Faultless Starch.
Terrazas, Gabriel	4/21/2003	0.8	Discussion with T. Gulledge (Fleming) to discuss car lease program and employee stock purchase plan.
Terrazas, Gabriel	4/21/2003	1.1	Meeting with J. Cotter (Fleming) and M. Beckham (Fleming) to discuss batch pick customer program.
Terrazas, Gabriel	4/22/2003	0.8	Follow-up discussion regarding car lease program with T. Gulledge (Fleming).
Honeybone, Mark	4/22/2003	1.1	All Lawyers' call with K&E, Pachulski, FTI to discuss current status of motions to be filed for upcoming hearing dates.
Terrazas, Gabriel	4/22/2003	1.1	Legal issues call with K&E and Pachulski.
Terrazas, Gabriel	4/22/2003	1.2	Call with R. Hawk (Fleming) and G. Van Osdell (K&E) to discuss asset sales.
Terrazas, Gabriel	4/23/2003	0.6	Discussion with D. Eiler (Fleming) on customer accomodation supplement.
Robbins, Erin	4/24/2003	0.1	Telephone call with M. Ghasemi (K&E) to discuss status of executory contracts.
Robbins, Erin	4/24/2003	0.2	Telephone call with M. Ghasemi (K&E) to discuss OCP motion
Robbins, Erin	4/24/2003	0.4	Telephone call with H. Hautau (Fleming) to discuss OCP list and other OCP issues.
Terrazas, Gabriel	4/24/2003	0.4	Call to C. Hall (Fleming) to get lienholder info for lease rejections and fees for brokers.
Terrazas, Gabriel	4/24/2003	0.5	Meeting with G. Richards (K&E) to discuss aviation lease surrender.
Terrazas, Gabriel	4/24/2003	0.6	Call to J. Dixon (Fleming) to discuss vendor offset issues with Faultless Starch.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/24/2003	1.0	Meet with B. Caraway (Fleming) to discuss Minute Maid vendor discussion.
Honeybone, Mark	4/24/2003	1.3	All Lawyers' call with K&E, Pachulski, and FTI to discuss current status of motions to be filed for upcoming hearing dates.
Terrazas, Gabriel	4/24/2003	1.3	Discuss Sara Lee DSD issue with D. Domine (Fleming).
Terrazas, Gabriel	4/24/2003	1.5	Legal issues call with K&E and Pachulski.
Barton, Gary	4/25/2003	0.2	Telephone call with M. Scott (Alix) re: DSD adversary proceeding status.
Robbins, Erin	4/25/2003	0.2	Telephone call with V. Hood (K&E) to discuss KERP status update.
Robbins, Erin	4/25/2003	0.2	Telephone call with D. Stegman (Fleming) to discuss missing environmental dollar amounts for OCP list.
Robbins, Erin	4/25/2003	0.3	Telephone call with J. Biernstein (K&E) to discuss Affidavit for KERP motion.
Barton, Gary	4/25/2003	0.5	Research miscellaneous issues in connection with Sara Lee adversary proceeding.
Terrazas, Gabriel	4/25/2003	0.6	Call to J. Vaughn (Fleming) regarding Sara Lee Bakery agreement.
Honeybone, Mark	4/25/2003	0.9	Weekly Professionals' call with Fleming, K&E, Pachulski, Gleacher, and FTI.
Robbins, Erin	4/25/2003	0.9	Participate in all professionals conference call led by K&E.
Bosse, Melissa	4/25/2003	1.0	Conference call with counsel and company.
Terrazas, Gabriel	4/25/2003	1.2	Meeting with V. Honeycutt to discuss Sara Lee Deli agreement.
Terrazas, Gabriel	4/25/2003	1.3	Professionals' call with Fleming, K&E, Pachulski and Alix Partners.
Barton, Gary	4/25/2003	2.0	Several telephone calls with D. Alexander (Fleming), B. Cooper (Fleming), Fleming accounts receivable clerk, and B. White re: develop response to Sara Lee adversary and filings associated therewith.
Robbins, Erin	4/28/2003	0.3	Telephone call with D. Stegman (Fleming) to discuss environmental firms on OCP list.
Robbins, Erin	4/28/2003	0.3	Telephone call with M. Ghasemi (K&E) to discuss OCP final list.
Barton, Gary	4/28/2003	0.4	Several meetings with M. Scott (Alix) re: review of various affidavits to be used in Sara Lee et al adversary/TRO.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Meetings and Correspondence with Fleming and/or its Professionals**

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Bosse, Melissa	4/28/2003	0.8	Team meeting to discuss outstanding projects - J. Stegenga, M. Honeybone, E. Robbins and G. Terrazas (all FTI).
Terrazas, Gabriel	4/28/2003	1.3	Research and analysis of DSD vendor issue with D. Alexander (Fleming).
Stegenga, Jeff	4/29/2003	0.6	Discussion with Rich Hawk (Fleming) re: Roundy's/SavMart update.
Honeybone, Mark	4/29/2003	0.8	All Lawyers' call with K&E, Pachulski, and FTI to discuss current status of motions to be filed for upcoming hearing dates.
Stegenga, Jeff	4/29/2003	1.0	Participation in legal coordination conference call.
Terrazas, Gabriel	5/1/2003	0.6	Call with J. Horwitz (K&E) to discuss lease violation risk with GOB stores.
Honeybone, Mark	5/1/2003	1.5	All Lawyers' call with K&E, Pachulski, and FTI to discuss current status of motions to be filed for upcoming hearing dates.
Robbins, Erin	5/1/2003	1.5	Participate in all professionals conference call.
Terrazas, Gabriel	5/1/2003	1.5	Legal issues call with K&E attorneys.
Honeybone, Mark	5/2/2003	0.5	Weekly Company call with K&E, Alix, and FTI.
Terrazas, Gabriel	5/2/2003	0.5	Professionals call with Fleming.
Robbins, Erin	5/2/2003	0.6	Participate in all lawyers conference call.
Robbins, Erin	5/6/2003	0.3	All professionals conference call to discuss outcome of 5/6/03 court hearing.
Terrazas, Gabriel	5/6/2003	1.0	Discussion with K. Fuhrmann (Fleming) regarding bank accounts.
Honeybone, Mark	5/6/2003	1.1	All Lawyers' call with K&E, Pachulski, FTI, and AlixPartners.
Robbins, Erin	5/6/2003	1.2	Continuation of all professionals conference call to discuss outcome of 5/6/03 hearing as well as agenda for 5/19/03.
Terrazas, Gabriel	5/6/2003	1.2	Legal issues call with attorneys.
Robbins, Erin	5/7/2003	0.2	Telephone call with M. Ghasemi (K&E) to discuss noticing addresses for leases.
Terrazas, Gabriel	5/7/2003	0.4	Call to K&E attorney regarding intellectual property at Fleming.
Robbins, Erin	5/14/2003	0.3	Telephone call with G. Ward (Fleming) to discuss Rainbow Store sales.
Honeybone, Mark	5/15/2003	1.1	Legal issues call with Pachulski, K&E, Alix, and FTI .

**FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003**

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Professional	Date	Hours	Activity
Terrazas, Gabriel	4/7/2004	1.0	Meeting with C. Hall (Fleming), B. Mee (Fleming) and J. Stegenga (FTI) to discuss asset sales.
<b>Subtotal</b>		<b>155.7</b>	

### Monthly Operating Reports

Professional	Date	Hours	Activity
Bosse, Melissa	4/2/2003	0.6	Read and Analyze ANC Rental monthly operating report June 2001, July 2001.
Bosse, Melissa	4/2/2003	0.8	Research on monthly operating reports - ANC Rental.
Bosse, Melissa	4/2/2003	1.5	Research on monthly operating reports.
Bosse, Melissa	4/3/2003	0.8	Research on monthly operating report.
<b>Subtotal</b>		<b>3.7</b>	

### Project Management Planning and Supervision

Professional	Date	Hours	Activity
Ranta, Todd	4/1/2003	0.3	Discussions with FTI team members regarding the open items related to indexing and the transition of material between personnel working on the indexing project team.
Rothman, Charles	4/1/2003	0.5	Discuss project status with FT Personnel.
Schwarz, Eric	4/1/2003	0.6	Meeting with Craig Birchette regarding budget and planning issues.
Ranta, Todd	4/1/2003	0.6	Discussions with FTI team members regarding open items and the prioritization of the days tasks.
Ranta, Todd	4/1/2003	0.7	Review of schedules that reconcile data obtained with that which has been loaded and provided to PwC for review.
Ranta, Todd	4/1/2003	0.8	Meeting with FTI team regarding the impact of the bankruptcy filing on the work being performed.
Rothman, Charles	4/1/2003	0.8	Meeting with FTI team.
Snyder, Kirke	4/1/2003	1.1	Daily update discussion with E. Schwarz (FTI) and D. Regard (FTI).

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Schwarz, Eric	4/1/2003	1.2	Work on budget and planning issues regarding SEC investigation.
Ranta, Todd	4/1/2003	1.2	Discussions with FTI personnel regarding changes and updates to the reconciliation schedules.
Ranta, Todd	4/1/2003	1.4	Meetings with J. Stanley and J. Swain (FTI) to discuss review comments related to the preliminary data production binder.
Schwarz, Eric	4/1/2003	2.6	Work on preservation issues, budgeting and planning for SEC investigation.
Schwarz, Eric	4/1/2003	3.5	Review files, documents and hold discussions regarding file review for audit team.
Ranta, Todd	4/1/2003	3.8	Revisions to Preliminary Data Production binder primarily the footnote wording and formatting.
Ranta, Todd	4/2/2003	0.4	Update status summaries for use in tri-weekly status meeting.
Ranta, Todd	4/2/2003	0.4	Review of QC schedule to prepare for meeting.
Ranta, Todd	4/2/2003	0.5	Prepare request lists for obtaining hard drives and servers for the individuals discussed.
Ranta, Todd	4/2/2003	0.6	Meeting with FTI personnel responsible for imaging to discuss the results of the QC check and determine the steps to investigate variances.
Ranta, Todd	4/2/2003	0.7	Discussion with FTI team members about performing QC procedures related to load information and number of unique files, preparation of schedule with this information.
Schwarz, Eric	4/2/2003	0.8	Space planning for May - discussion and building tour.
Ranta, Todd	4/2/2003	0.8	Research some of the QC variances to tracking reports used to monitor the imaging process.
Snyder, Kirke	4/2/2003	0.9	Daily update discussion with E. Schwarz (FTI) and D. Regard (FTI).
Schwarz, Eric	4/2/2003	1.0	Review schedules and discuss issues regarding status meeting.
Regard, Dan	4/2/2003	1.1	Review budget as requested by bankruptcy counsel.
Ranta, Todd	4/2/2003	1.2	Meeting with D. Wilson, E. Schwarz and J. Swain (FTI) to prepare for tri-weekly status meeting.
Ranta, Todd	4/2/2003	1.3	Discussions with FTI and PwC team members regarding the possibilities for the patterns on the hard drives and the quantity of deleted files.
Ranta, Todd	4/3/2003	0.2	Status update discussions with FTI personnel.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/3/2003	0.3	Discussions with Dennis Cox about email not yet received related to servers and remotes.
Ranta, Todd	4/3/2003	0.4	Discussions with FTI team members about the status of the password protected files, Dunigan file server and .ZIP files.
Ranta, Todd	4/3/2003	0.5	Review of preservation information submitted and review a report of people who have not complied for Fleming to resend.
Ranta, Todd	4/3/2003	0.5	Discussions with FTI personnel about providing email reports about current processing to determine what files are still needed to complete this area.
Ranta, Todd	4/3/2003	0.6	Preparation for the tri-weekly status meeting, review updated production reports.
Ranta, Todd	4/3/2003	0.6	Review of the status of home computer information submitted.
Ranta, Todd	4/3/2003	0.7	Discussions with FTI imaging personnel about clearing the exceptions in the data production reports.
Snyder, Kirke	4/3/2003	1.0	Daily update discussion with E. Schwarz (FTI) and D. Regard (FTI).
Ranta, Todd	4/3/2003	1.3	Review draft documentation workpapers and provide comments.
Ranta, Todd	4/3/2003	1.5	Review of data production exception reports and discussions with FTI team member who created the report.
Ranta, Todd	4/3/2003	1.5	Supervise personnel searching email for specific issues and read selected emails identified to date.
Ranta, Todd	4/4/2003	0.5	Discussions with FTI personnel regarding issues raised in the status meeting and our plan to get these items completed. Communication of these issues to the FTI team members.
Ranta, Todd	4/4/2003	0.6	Discussion with Fleming personnel regarding laptops sent but not received for imaging from Phoenix. Draft correspondence to update the team.
Ranta, Todd	4/4/2003	0.7	Discussions with Fleming personnel regarding the home computer information being received and transferring that information to other FTI personnel.
Schwarz, Eric	4/4/2003	0.8	Review documents and meet with team regarding update meeting.
Ranta, Todd	4/4/2003	0.9	Preparation for the tri-weekly status meeting, discussions with FTI personnel regarding the status of all areas of work.
Snyder, Kirke	4/4/2003	1.0	Daily update discussion with E. Schwarz (FTI) and D. Regard (FTI).

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/4/2003	1.2	Discussions with FTI personnel performing indexing and email to ensure open items are completed this weekend. Review schedule of open individuals.
Ranta, Todd	4/4/2003	1.2	Discussions with FTI personnel to plan for changes to the data production binder.
Schwarz, Eric	4/4/2003	1.5	Review documents, draft e-mail regarding planning and other issues.
Ranta, Todd	4/4/2003	2.3	Review current binder and plan out information needed to revise and complete the binder by the following Wednesday morning.
Ranta, Todd	4/5/2003	0.3	Discussions with FTI team members regarding the exception items related to the de-duping of emails.
Ranta, Todd	4/5/2003	0.5	Discussions with FTI team members regarding the status regarding indexing.
Ranta, Todd	4/6/2003	0.2	Compose a status update email to FTI team members.
Ranta, Todd	4/6/2003	0.4	Planning for home computer imaging in Oklahoma City on Monday.
Ranta, Todd	4/6/2003	0.5	Discussions with FTI team members regarding the status regarding indexing. Find remaining non-priority de-dupe drives for indexing.
Ranta, Todd	4/7/2003	0.2	Discussions with FTI personnel regarding the SQL database and number of files loads comparison done for QC purposes.
Ranta, Todd	4/7/2003	0.7	Discussions with FTI personnel regarding the items to be completed to provide the data production binder to PwC on Wednesday.
Ranta, Todd	4/7/2003	0.8	Discussions with FTI team members regarding open items and the prioritization of the days tasks.
Ranta, Todd	4/7/2003	0.8	Preparation for the tri-weekly status meeting with Fleming and PwC personnel.
Snyder, Kirke	4/7/2003	1.0	Daily update discussion with E. Schwarz (FTI) and D. Regard (FTI).
Ranta, Todd	4/7/2003	1.5	Discussions with FTI personnel regarding changes and updates to the master schedules that populate the data production binder.
Ranta, Todd	4/7/2003	1.6	Review of work paper documentation memos regarding information related to home computers and IT pockets of data.
Ranta, Todd	4/7/2003	3.2	Creation of descriptions and wording to be used as introductions to the various binder tabs.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/8/2003	0.4	Discussion with FTI team members about performing QC procedures related to load information and number of unique files.
Ranta, Todd	4/8/2003	0.6	Meeting with FTI personnel responsible for imaging to discuss the results of the QC check and determine the steps to investigate variances.
Ranta, Todd	4/8/2003	0.6	Discussions with FTI personnel about supplemental file additions to the production load logs.
Snyder, Kirke	4/8/2003	0.8	Daily update discussion with E. Schwarz (FTI) and D. Regard (FTI).
Ranta, Todd	4/8/2003	0.9	Discussions with FTI team members regarding updates of the forensic analysis performed to date. Discussions about calling Dell for answers.
Ranta, Todd	4/8/2003	1.2	Discussions with FTI personnel about revisions to the data production binder.
Schwarz, Eric	4/8/2003	1.5	Meeting with Baker Botts.
Wilson, David	4/8/2003	2.1	Participate in meetings with attorneys concerning strategy.
Ranta, Todd	4/8/2003	3.1	Preparation for, travel to, and meeting with Baker Botts to discuss the data production binder for PwC, status of forensic image examination and a general status update.
Ranta, Todd	4/8/2003	3.2	Review draft copies of the preliminary data production binder to be provided to PwC. Make revisions to wording and footnotes.
Ranta, Todd	4/8/2003	4.5	Supervision of changes and process of information being accumulated in the data production binder for PwC.
Ranta, Todd	4/9/2003	0.4	Review of the status of home computer information submitted.
Ranta, Todd	4/9/2003	0.6	Preparation for tri-weekly status meeting and discussions with FTI personnel.
Ranta, Todd	4/9/2003	0.8	Planning discussions with FTI personnel regarding open items and planning for the next week. Discuss preservation next steps.
Ranta, Todd	4/9/2003	0.9	Discussions with FTI personnel regarding reconciliation of information on junior (server) to information in the data production binder. Documentation issues discussed.
Snyder, Kirke	4/9/2003	1.2	Several update discussions with E. Schwarz (FTI) and D. Regard (FTI).
Ranta, Todd	4/9/2003	1.3	Participation in meeting with Eric Schwarz and Fleming's Information Security Director.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Schwarz, Eric	4/9/2003	1.6	Meeting with Steve Dunkle (Fleming IT security) at Fleming's request.
Ranta, Todd	4/9/2003	2.4	Review new draft of data production binder and make provide suggested revisions.
Ranta, Todd	4/9/2003	5.2	Review draft copies of the data production binder for PwC, make suggestions for additional revisions and QC changes.
Ranta, Todd	4/10/2003	0.3	Discussions with FTI personnel to ensure proper training of indexing personnel.
Ranta, Todd	4/10/2003	0.3	Discuss the hard drive imaging cost estimate with FTI personnel.
Wilson, David	4/10/2003	0.5	Strategy discussions on determining disk wiping issues.
Snyder, Kirke	4/10/2003	1.0	Update discussions with E. Schwarz (FTI) and D. Regard (FTI).
Ranta, Todd	4/10/2003	1.2	Review supporting documentation for the data production binder.
Ranta, Todd	4/10/2003	1.4	Review information on the servers provided to PwC to compare to the data production binder.
Ranta, Todd	4/10/2003	1.5	Finalize matrix of preservation items to discuss with Fleming personnel in the tri-weekly status meeting.
Ranta, Todd	4/10/2003	1.6	Compile a cost estimate for the proposed hard drive imaging to be provided to Fleming personnel at the tri-weekly status meeting.
Ranta, Todd	4/10/2003	1.6	Review email correspondence and related documentation related to home computers and data preservation.
Ranta, Todd	4/11/2003	0.2	Discussions with FTI team members regarding the exception items related to the de-duping process.
Ranta, Todd	4/11/2003	0.3	Review revisions to binder provided to PwC.
Ranta, Todd	4/11/2003	0.5	Preparation for the tri-weekly status meeting
Wilson, David	4/11/2003	0.6	Status meeting with Fleming and counsel.
Snyder, Kirke	4/11/2003	1.0	Update discussions with E. Schwarz (FTI) and D. Regard (FTI).
Ranta, Todd	4/11/2003	1.2	Perform counts on server of loaded email information to prepare reconciliation information to discuss with PwC.
Ranta, Todd	4/11/2003	1.3	Discussions with FTI personnel regarding root issue with QC questions.
Ranta, Todd	4/11/2003	1.3	Discussions with Fleming personnel about preservation processes taking place and the related costs.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/11/2003	1.3	Print reports from load logs to support server file counts and size.
Ranta, Todd	4/11/2003	1.6	Discussions with FTI personnel regarding loading home computer information for PwC including DVDs received from Mr. Dupus.
Ranta, Todd	4/11/2003	3.6	Complete reconciliation of information loaded on servers (junior and concordance) to information provided in binder to PwC.
Ranta, Todd	4/14/2003	0.6	Preparation for the tri-weekly status meeting with Fleming and PwC personnel.
Ranta, Todd	4/14/2003	0.8	Discussions with Baker Botts and FTI personnel regarding preparing for the meeting with the SEC.
Schwarz, Eric	4/14/2003	1.2	Meet with FTI team regarding tasks remaining.
Ranta, Todd	4/14/2003	1.2	Review of the reconciliation of the email load information with data loaded on the "junior" server.
Ranta, Todd	4/14/2003	1.4	Supervision of the indexing process and verification of information on the "junior server", discussions about overall preservation and home computer status updates.
Schwarz, Eric	4/14/2003	3.6	Planning regarding document production to SEC.
Ranta, Todd	4/15/2003	0.7	Discussions with FTI personnel about supplemental file additions to the production load logs.
Ranta, Todd	4/15/2003	0.8	Supervision of changes and process of information being accumulated in our reconciliation to the data production binder.
Ranta, Todd	4/15/2003	1.4	Meeting with FTI personnel related to exception processing and QC procedures.
Ranta, Todd	4/15/2003	2.5	Review of reconciliations between the production binder and data on the "junior" server.
Ranta, Todd	4/15/2003	2.7	Preparation and review of draft documentation binders and memorandum, discussion of suggested revisions with staff.
Schwarz, Eric	4/16/2003	0.5	Meet with FTI team regarding tasks remaining.
Schwarz, Eric	4/16/2003	0.5	Meeting with project managers regarding tasks remaining.
Ranta, Todd	4/16/2003	0.6	Discussions with Baker Botts regarding document/data production for the SEC.
Ranta, Todd	4/16/2003	0.6	Preparation for tri-weekly status meeting and discussions with FTI personnel.
Ranta, Todd	4/16/2003	0.7	Review of the status of home computer information submitted.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

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Ranta, Todd	4/16/2003	1.1	Draft preservation memorandum outline and provide to FTI personnel and discuss collecting details.
Ranta, Todd	4/16/2003	1.3	Participation in a meeting with Fleming personnel to plan the move of the data and machines to the other Fleming building in Lewisville.
Ranta, Todd	4/16/2003	1.6	Planning meetings with FTI personnel regarding the process to provide data to the SEC.
Ranta, Todd	4/16/2003	2.1	Review of documentation and provide changes and revisions to staff.
Schwarz, Eric	4/16/2003	3.8	Project administration and management (review documents to/from Baker Botts and Fleming.
Ranta, Todd	4/17/2003	0.3	Phone calls with Baker Botts personnel to schedule the timing and details of the privileged review.
Ranta, Todd	4/17/2003	0.4	Draft email to Baker Botts regarding questions regarding the production for the SEC.
Ranta, Todd	4/17/2003	0.5	Discussions with FTI personnel regarding the status of the project and information to be produced to the SEC.
Ranta, Todd	4/17/2003	0.6	Discussions with FTI personnel regarding processing the data and preparing it for a privileged review by Baker Botts.
Ranta, Todd	4/17/2003	0.9	Discussions with FTI personnel regarding sending the data from PwC for production to the SEC to the Houston lab for processing.
Ranta, Todd	4/17/2003	0.9	Discussions with Fleming personnel regarding the status of the project and information still left to complete.
Ranta, Todd	4/17/2003	1.4	Discussions with FTI personnel regarding possibilities of big picture QC checks and the ability to exception check each one individually.
Ranta, Todd	4/17/2003	1.7	Discussions with FTI personnel in the Houston lab to prepare for the production of data to the SEC. Prepare correspondence to clarify instructions.
Ranta, Todd	4/18/2003	0.4	Discussions with FTI personnel to coordinate schedules and timing of work.
Schwarz, Eric	4/18/2003	0.5	Meet with FTI team regarding tasks remaining.
Ranta, Todd	4/18/2003	0.6	Preparation for the tri-weekly status meeting
Ranta, Todd	4/18/2003	0.7	Review documentation for process tracking spreadsheet and the overall preservation process.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/18/2003	0.8	Discussions with FTI personnel regarding the privileged review database in Access and the information to be delivered to counsel on Monday.
Ranta, Todd	4/18/2003	1.1	Overall project status and update discussions with FTI personnel.
Ranta, Todd	4/18/2003	1.2	Email, discussions and correspondence with FTI Houston personnel regarding issues related to the data production.
Schwarz, Eric	4/18/2003	1.5	Work with forensic team regarding additional information to be gathered from other Fleming sites.
Ranta, Todd	4/18/2003	1.8	Coordination discussions with Baker Botts personnel regarding planning and process of the privileged review and any issues.
Ranta, Todd	4/21/2003	0.4	Phone call with Baker Botts to discuss the SEC document production and the results of the privileged review.
Ranta, Todd	4/21/2003	0.4	Phone call with Baker Botts and FTI e-file processing personnel to define the information to be produced to the SEC.
Ranta, Todd	4/21/2003	0.6	Coordination of "47" hard drives for imaging.
Ranta, Todd	4/21/2003	0.6	Preparation for the tri-weekly status meeting with Fleming and PwC personnel.
Ranta, Todd	4/21/2003	0.8	Discussions with FTI staff regarding status of the expectation handling procedures and the password cracking.
Ranta, Todd	4/21/2003	0.8	Staffing conversations to ensure we have staff to clear exceptions and to prepare document production from Concordance.
Ranta, Todd	4/21/2003	0.9	Discussions with FTI staff to set out QC procedures and the timing of deliverables to e-file processing group. Discuss QC procedures to check data manipulation of documents by issue tags.
Ranta, Todd	4/21/2003	1.2	Planning discussions with FTI staff regarding timing of delivering final data production and support to PwC.
Ranta, Todd	4/21/2003	1.5	Multiple phone calls with Houston e-document processing personnel to discuss timing and information needed to deliver by Wednesday.
Ranta, Todd	4/22/2003	0.4	Update call with FTI e-file processing personnel regarding status and current needs.
Ranta, Todd	4/22/2003	0.4	Call with FTI personnel to perform DB queries to identify numbers for specific files.
Ranta, Todd	4/22/2003	0.5	Sort through and organize home computer and preservation process emails.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/22/2003	0.8	Discussions with FTI personnel regarding exception processing tasks.
Ranta, Todd	4/22/2003	1.2	Discussions with Ashley Griggs and FTP transfer of Concordance Loads and .tiff files.
Ranta, Todd	4/22/2003	1.4	Planning for the process including QC checks.
Ranta, Todd	4/22/2003	1.6	Coordinate with Fleming personnel to obtain additional printing capacity for the production to the SEC.
Ranta, Todd	4/22/2003	1.8	Review the Concordance loads and the start of the printing process to compile the binders by issue.
Ackert, Julian	4/22/2003	1.9	Create binder for Baker Botts; verify document for completeness using bates numbers.
Ackert, Julian	4/22/2003	2.8	Create binder for Baker Botts, inserting printed documents into appropriate locations.
Ranta, Todd	4/22/2003	2.9	Supervision of the process to compile the document production to the SEC.
Ranta, Todd	4/23/2003	0.3	Phone calls with Brian Sutcliffe at Baker Botts regarding document production information.
Ranta, Todd	4/23/2003	0.4	Obtain final tiff image files and provide to Orson Pate to complete a Concordance load for CD to be provided to Baker Botts.
Ranta, Todd	4/23/2003	0.5	Discuss QC issues with John Stanley
Ranta, Todd	4/23/2003	0.6	Discuss QC issues with Eric Schwarz and Ashley Griggs.
Ackert, Julian	4/23/2003	0.7	Create binder for Baker Botts; verify document for completeness using bates numbers.
Ackert, Julian	4/23/2003	1.1	Create binder for Baker Botts; insert printed documents into appropriate locations.
Wilson, David	4/23/2003	2.1	Morning meeting with FTI and then Fleming and PWC to understand what additional work needs to be completed and status of disk wiping review.
Ranta, Todd	4/23/2003	3.4	Review finalized binders.
Ranta, Todd	4/24/2003	0.3	Discussions with FTI team members regarding open documentation items.
Schwarz, Eric	4/24/2003	0.5	Confer with team regarding remaining tasks.
Ranta, Todd	4/24/2003	0.6	Review progress reports related to the 47 unsustainable acts computers.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/24/2003	0.7	Discussions with Fleming personnel regarding coordination of moving servers, file cabinets and other needed equipment.
Ranta, Todd	4/24/2003	0.8	Planning for the next SEC document production, ensure transition of Concordance load information to Baker Botts.
Ranta, Todd	4/24/2003	1.1	Review documentation and status reports, send emails regarding to do items.
Wilson, David	4/24/2003	1.2	Meeting with FTI staff on status of reconciling hard drives and file server status.
Ranta, Todd	4/24/2003	1.9	Review documentation and discuss with FTI team members revisions and open items, specifically related to the overall preservation memorandum.
Ranta, Todd	4/24/2003	2.4	Organization of materials and preparation for the move to the location in the other building.
Schwarz, Eric	4/24/2003	3.5	Review "audit issues" regarding information production to PwC.
Ranta, Todd	4/25/2003	0.3	Discussions with Eric Schwarz and read email from Eric Schwarz with comments and revisions to the memorandum to counsel and PwC.
Wilson, David	4/25/2003	0.5	Participate in staff meeting, determine estimate of time to complete additional work items identified by PwC.
Schwarz, Eric	4/25/2003	1.0	Meet with FTI team regarding remaining production issues.
Ranta, Todd	4/25/2003	1.3	Revisions to memorandum to counsel and PwC regarding identified data but not yet reviewed by PwC. Email memorandum to relevant parties.
Ranta, Todd	4/25/2003	1.6	Preparation for and participation in the tri-weekly status meeting.
Schwarz, Eric	4/25/2003	3.2	Review and revise memorandum to Fleming and PwC regarding open production issues.
Ranta, Todd	4/25/2003	3.6	Draft memorandum to counsel and PwC regarding identified data but not yet reviewed by PwC.
Ranta, Todd	4/28/2003	0.3	Discussions with Fleming personnel regarding results of the move.
Ranta, Todd	4/28/2003	0.4	Coordination with FTI team members to ensure coverage over upcoming vacation.
Wilson, David	4/28/2003	0.4	Participate in morning meeting with FTI, Fleming and PwC on status.
Schwarz, Eric	4/28/2003	0.5	Prepare for tri-weekly meeting
Schwarz, Eric	4/28/2003	0.5	Prepare for tri-weekly meeting.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	4/28/2003	1.4	Preparation for and participation in the tri-weekly status meeting with PwC, Fleming and counsel.
Wilson, David	4/28/2003	2.1	Project oversight of re-locating facilities and indexing of data.
Schwarz, Eric	4/29/2003	0.5	Conference call with Counsel and Fleming.
Schwarz, Eric	4/29/2003	0.5	Conference call with Counsel and Fleming
Wilson, David	4/30/2003	1.1	Review of work status, overall project management.
Wilson, David	5/2/2003	0.7	Meeting with PwC, Fleming, and Baker & Botts.
Wilson, David	5/5/2003	0.5	Meeting with Fleming discuss progress on work to date.
Wilson, David	5/5/2003	0.7	Reporting of work performed,.
Ranta, Todd	5/7/2003	0.2	Discussion of current case status with Eric Schwarz (FTI).
Ranta, Todd	5/7/2003	0.7	Review new data production binder.
Wilson, David	5/7/2003	0.8	Status meeting with PwC, Fleming and FTI on status of work along with requests for additional work.
Ranta, Todd	5/7/2003	1.5	Create listing of binders and documentation checklist to be used by team to finalize work product.
Ranta, Todd	5/7/2003	1.6	Preparation for and participation in the tri-weekly status meeting with Fleming, PwC and Baker Botts.
Ranta, Todd	5/8/2003	0.4	Review open information related to home computers and prepare for the tri-weekly status meeting with Fleming, PwC and Baker Botts.
Ranta, Todd	5/8/2003	0.4	Discussions with Laura Coffey (FTI) to ensure smooth transition during her vacation.
Wilson, David	5/8/2003	0.4	Daily management of document production for PwC.
Ranta, Todd	5/8/2003	2.1	Planning for wrap up and final documentation of product.
Ranta, Todd	5/9/2003	0.3	Calls with Laura Coffey (FTI) to try and schedule obtaining source files from PwC on Friday evening.
Ranta, Todd	5/9/2003	0.3	Call with Ashley Griggs to plan for the SEC production regarding sales initiatives.
Ranta, Todd	5/9/2003	0.3	Discussion with Lara Coffey (FTI) about open items and transition information prior to vacation.
Wilson, David	5/9/2003	0.8	Management meeting with PwC, Fleming and FTI on status and remaining open items.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	5/9/2003	1.5	Prepare for and participate in the tri-weekly status meeting with PwC, Baker Botts and Fleming personnel.
Wilson, David	5/12/2003	0.6	Daily updates of activity at Fleming and status.
Ranta, Todd	5/12/2003	1.5	Supervise the setup of the privileged review process for Baker Botts.
Ranta, Todd	5/14/2003	0.3	Discussions with staff regarding reconciliation of the file counts on the litigation file server to those included in the binders of data provided to PwC.
Ranta, Todd	5/14/2003	2.6	Coordinate staffing and services to determine best method to restored MS Exchange email information from coremark.
Ranta, Todd	5/16/2003	0.9	Discussions with Ken Ontko related to overall project status and plan for wrap up.
Ranta, Todd	5/16/2003	1.6	Review of changes to workpapers made by John Stanley.
Ranta, Todd	5/19/2003	0.5	Participate in morning update meeting with Ken Ontko.
Ranta, Todd	5/19/2003	1.2	Planning and discussions with FTI staff outlining Coremark email information to be provided to PwC.
Ranta, Todd	5/20/2003	0.8	Coordinate with Fleming related to various open tasks.
Ranta, Todd	5/21/2003	0.6	Prepare for meeting with Fleming.
Ranta, Todd	5/21/2003	1.1	Meeting with Ken Ontko and Craig Birchette.
Ranta, Todd	5/21/2003	1.7	Coordinate final work product.
Ranta, Todd	5/22/2003	1.5	Planning for next week and project shut down.
Ranta, Todd	5/27/2003	0.8	Correspondence with FTI staff regarding status of documentaiton.
Ranta, Todd	5/27/2003	1.2	Meetings with John Stanley regarding WP status.
Ranta, Todd	5/28/2003	2.5	Prepare for and participate in the tri-weekly status meeting with Fleming and PwC, Ken Ontko, Craig Birchette and Charles Reddin.
Lacativo, Bert	5/29/2003	0.5	Engagement update discussion with J. Stanley (FTI) and T. Ranta (FTI); propose evidence storage/security options.
Ranta, Todd	5/30/2003	1.5	Prepare for tri-weekly status meeting and discussions with Ken Ontko, Craig Birchette and John Stanley.
Schwarz, Eric	6/2/2003	1.0	Meeting with Baker Botts regarding strategy and case planning (Todd Ranta, Rachel Doyle, Tim Durst).

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Ranta, Todd	6/2/2003	1.3	Preparation for and meeting with Tim Durst and Rachel Doyle of Baker Botts and Eric Schwarz to discuss planning for future SEC productions and to cover issues regarding project wrap up and hand off items.
Schwarz, Eric	6/2/2003	2.0	Weekly update meeting (Craig Birchette, Todd Ranta, Charles Reddin and Ken Ontko).
Ranta, Todd	6/2/2003	2.1	Preparation and participation in the tri-weekly status meeting with Eric Schwarz, Ken Ontko, Craig Birchette and Charles Reddin.
Schwarz, Eric	6/5/2003	0.5	Confer with Rachel Doyle and Ashley Griggs re: scanning options for paper documents to be produced to SEC.
Schwarz, Eric	6/5/2003	0.6	Review and revise employee VPN agreement, send to Craig Birchette.
Schwarz, Eric	6/5/2003	2.5	Review and revise summary memorandum re: retention of data.
Ranta, Todd	6/9/2003	1.5	Preparation for and meeting with Ken Ontko and Craig Birchette, Fleming to discuss project close down and remaining open tasks.
Schwarz, Eric	6/11/2003	0.3	Confer with Ed Glynn re: SEC document production (.3).
Schwarz, Eric	6/11/2003	0.5	Confer with Software provider re SEC document production.
Schwarz, Eric	6/11/2003	0.5	Confer with Ashley Griggs re: SEC document production.
Schwarz, Eric	6/11/2003	0.5	Confer with Todd R. and Ed Glynn re: SEC document production.
Ranta, Todd	6/11/2003	0.5	Discussions with Ken Ontko regarding the transition planning and planning for the all hand on meeting the following week.
Schwarz, Eric	6/13/2003	0.3	Confer with Ed Glynn re: SEC production.
Schwarz, Eric	6/13/2003	0.5	Review workplan for SEC production.
Schwarz, Eric	6/13/2003	0.5	Confer with Laura Coffey re: SEC workplan.
Schwarz, Eric	6/13/2003	0.8	Meet with Ed Glynn and Laura Coffey re: SEC production.
Ranta, Todd	6/13/2003	0.8	Meetings with Kent Ontko regarding the status of the inventory and review transition plan for meeting the following week.
Schwarz, Eric	6/16/2003	0.5	Confer with Ed Glynn re: SEC production issues.
Ranta, Todd	6/16/2003	0.6	Read checklists and inventory documents in preparation for the all hands on meeting.
Schwarz, Eric	6/16/2003	0.8	Confer with Todd Ranta and Ed Glynn re: SEC production issues.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Project Management Planning and Supervision**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Schwarz, Eric	6/16/2003	1.2	Project management. Review tasks and status.
Ranta, Todd	6/16/2003	2.5	Discussions with Ken Ontko and John Stanley to discuss the transition and planning for his departure from Fleming and the project. Discussions regarding the inventory procedures and status and creating a to do list of open items. Preparation for the all hands on meeting on Tuesday.
Schwarz, Eric	6/17/2003	0.4	Confer with Ed Glynn re: SEC production issues.
Schwarz, Eric	6/17/2003	0.5	Confer with Ed Glynn re: SEC production issues.
Schwarz, Eric	6/17/2003	0.6	Confer with Ed Glynn re: SEC interview binders for Baker Botts.
Ranta, Todd	6/17/2003	0.7	Meet with Ken Ontko to prepare for the all hands on meeting. Read final version of checklist and go over inventory status and procedures.
Schwarz, Eric	6/17/2003	1.4	Project management. Schedule tasks, review workproduct.
Schwarz, Eric	6/18/2003	0.3	Confer with Ed Glynn re: SEC Production issues.
Schwarz, Eric	6/18/2003	0.5	Confer with Ashley Griggs and Orson Pate re: production issues.
Schwarz, Eric	6/18/2003	0.8	Confer with Ed Glynn re: production issues.
Schwarz, Eric	6/18/2003	1.5	Project management. Review e-mail from Ken Ontko (Fleming) re: open issues to be resolved. Perform analyses and draft responses.
Schwarz, Eric	6/19/2003	0.3	Confer with Ed Glynn re: SEC production.
Schwarz, Eric	6/19/2003	0.5	Project management. Read and respond to e-mail.
Schwarz, Eric	6/19/2003	0.5	Confer with Ashley Griggs, Orson Pate and Ed Glynn re: production issues.
Schwarz, Eric	6/19/2003	0.6	Confer with Ed Glynn re: production issues.
Schwarz, Eric	6/20/2003	0.8	Confer with Ed Glynn re: production issues and tasks for next week.
Schwarz, Eric	6/20/2003	1.0	Meet with FTI team at Fleming and review databases and production files.
<b>Subtotal</b>		<b>292.4</b>	

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Reclamation/PACA Claims**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/1/2003	0.3	Meeting with J.Rebel (Fleming) re reclamation claims and process.
Barton, Gary	4/2/2003	0.2	Meeting with C. Mooney (Fleming) regarding review issues associated with reclamation process.
Bosse, Melissa	4/2/2003	0.3	Initial meeting with B. May (Fleming) regarding reclamation.
Bosse, Melissa	4/2/2003	0.4	Initial meeting with C. Mooney (Fleming) regarding reclamation.
Bosse, Melissa	4/2/2003	0.5	Gather listing of relevant parties to reclamation process, send e-mail of instruction for treatment of reclamation claims to relevant parties.
Honeybone, Mark	4/2/2003	0.6	Follow-up meeting with BMC re initial tasks and areas of responsibility.
Bosse, Melissa	4/2/2003	0.6	Draft instructions for treatment of reclamation claims incoming to various locations.
Honeybone, Mark	4/2/2003	0.9	Meeting with BMC regarding current situation, proposed scopes, information available.
Bosse, Melissa	4/2/2003	1.4	Perform research regarding reclamation issues.
Bosse, Melissa	4/2/2003	1.4	Review initial incoming reclamation claims from Fleming locations.
Bosse, Melissa	4/2/2003	1.6	Draft reclamation narrative of reclamation process.
Bosse, Melissa	4/3/2003	0.2	Call from T. Shardy (Fleming) regarding reclamation process.
Barton, Gary	4/3/2003	0.5	Review reclamation email to employees and procedures associated with reclamation process.
Bosse, Melissa	4/3/2003	1.3	Date and review incoming reclamation claims.
Bosse, Melissa	4/3/2003	1.3	Field calls from company locations regarding questions on handling reclamation claims.
Bosse, Melissa	4/3/2003	1.4	Call to locations for claims that do not indicate date.
Bosse, Melissa	4/3/2003	3.8	Date and review incoming reclamation claims.
Bosse, Melissa	4/4/2003	1.2	Call to locations for claims that do not indicate date.
Bosse, Melissa	4/4/2003	1.4	Match duplicate incoming reclamation claims.
Bosse, Melissa	4/4/2003	1.7	Date and review incoming reclamation claims.
Bosse, Melissa	4/4/2003	2.4	Date and review incoming reclamation claims.

**FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003**

**Reclamation/PACA Claims**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/7/2003	0.5	Meeting with Fleming produce buyer re: respond to PACA questions and develop work plan.
Bosse, Melissa	4/7/2003	0.5	Call to locations for claims that do not indicate date.
Stegenga, Jeff	4/7/2003	0.6	Discussion with M. Bosse (FTI) regarding reclamation procedures.
Bosse, Melissa	4/7/2003	1.2	Date and review incoming reclamation claims.
Bosse, Melissa	4/8/2003	0.5	Call with S. Cho (K&E), BMC team, J. Stegenga (FTI), M. Honeybone (FTI) regarding roles during reclamation process.
Honeybone, Mark	4/8/2003	0.7	Claims call with FTI, BMC and K&E.
Barton, Gary	4/8/2003	0.8	Meeting with Fleming produce buyer re: continued development of PACA claim quantification work plan.
Stegenga, Jeff	4/8/2003	0.8	Conference call with BMC and Kirland & Ellis regarding reclamation process.
Honeybone, Mark	4/8/2003	0.8	Reclamation claim research.
Barton, Gary	4/9/2003	0.2	Meeting with J. Rebel (Fleming) re: review several pre-petition delivery, post-petition sweep of funds DSD issues.
Barton, Gary	4/9/2003	0.2	Meeting with Fleming buyer re: review of pre-petition purchase order and post-petition delivery of goods issues.
Barton, Gary	4/9/2003	0.5	Meeting with Fleming buyer re: review pre-petition charge back to vendor issues for goods never received.
Bosse, Melissa	4/9/2003	0.5	Telephone call regarding reclamation questions from S. Digiacamo (Fleming).
Barton, Gary	4/9/2003	0.6	Meeting with Fleming buyer re: review pre-petition drop ship delivery issue related to delivery of equipment to stores.
Barton, Gary	4/9/2003	0.6	Meeting with Fleming grocery buyers re: strategy with respect to vendor rebate programs and deductions. Review requirements for motion and order.
Barton, Gary	4/9/2003	1.1	Meeting with Fleming buyer re: review several pre-petition delivery, post-petition sweep of funds DSD issues.
Honeybone, Mark	4/11/2003	0.4	Review status of PACA and reclamation claims.
Terrazas, Gabriel	4/11/2003	1.2	Research company reclamation service provider.
Terrazas, Gabriel	4/12/2003	1.2	Research company reclamation service provider.
Barton, Gary	4/14/2003	0.2	Meeting with C. Mooney (Fleming) re: DSD vendor/reclamation issues.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Reclamation/PACA Claims**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/14/2003	0.2	E-mail to I.Kharasch(Pachulski) regarding PACA status and continued role.
Barton, Gary	4/14/2003	0.3	Telephone call with I. Kharasch (Pachulski) re: questions concerning proposed PACA order and process with respect to determining claim amounts
Barton, Gary	4/14/2003	0.4	Meeting with T. Stevens (Fleming) re: questions concerning critical trade vendors, convenience store warehouse in Denver and customer rebates.
Barton, Gary	4/14/2003	0.6	Meeting with C. Cipione (Alix) re: respond to questions concerning PACA claimants, process and proposed order.
Bosse, Melissa	4/14/2003	0.6	Field calls from company locations regarding questions on handling reclamation claims.
Barton, Gary	4/14/2003	1.0	Meeting with Fleming General Merchandise Health and Beauty buyers re: review vendor rebate/offset issues with respect to continuity programs and similar programs.
Barton, Gary	4/15/2003	0.1	Telephone call with I. Karasch (Pachulski)re: questions concerning status of PACA motion/order and negotiations with PACA claimants.
Barton, Gary	4/15/2003	0.3	Research post-petition return of goods delivered to the Debtor on a post-petition basis.
Barton, Gary	4/17/2003	0.5	Meeting with H. Morford (Fleming) and Alix Partners re: status of PACA estimate.
Barton, Gary	4/21/2003	0.1	Research questions concerning PACA estimates.
Barton, Gary	4/21/2003	0.2	Several telephone calls with K&E, B. White and N. Ryder (both Fleming) re: questions concerning PACA estimates.
Stegenga, Jeff	4/22/2003	0.4	Discussion with Gary Barton (FTI) re: reclamation resolution.
Barton, Gary	4/23/2003	0.2	Telephone call from produce vendor re: questions concerning PACA process.
Barton, Gary	4/23/2003	0.4	Meeting with Fleming Produce re: questions concerning PACA process and call received from produce vendor.
Honeybone, Mark	4/24/2003	0.3	Follow-up with I.Kharasch (Pachulski) regarding the PACA motion requiring the \$26 million trust payment.
<b>Subtotal</b>		<b>42.1</b>	

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Retention Application**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/1/2003	0.5	Review FTI scope of services for retention affidavit.
Stegenga, Jeff	4/1/2003	1.2	Review of and revisions to FTI retention pleadings.
Terrazas, Gabriel	4/1/2003	1.3	Compile fee app preference analysis.
Terrazas, Gabriel	4/1/2003	1.4	Prepare FTI budget for fee application.
Stegenga, Jeff	4/3/2003	0.8	Discussions with Pachulski counsel regarding pleading issues.
Stegenga, Jeff	4/4/2003	0.8	Final review and revisions to FTI retention pleadings.
Robbins, Erin	4/4/2003	1.6	Revise affidavit for J. Stegenga (FTI) and fax to C. Lhulier (Pachulski).
Stegenga, Jeff	4/7/2003	0.8	Discussion with C. Lhulier (Pachulski) and S. Cho (K&E) regarding legal issues/pleadings update.
Robbins, Erin	4/9/2003	0.6	Draft supplemental affidavit for FTI's retention application.
Terrazas, Gabriel	4/9/2003	2.0	Preference analysis for FTI billing.
Stegenga, Jeff	4/15/2003	0.4	Discussion with M. Bosse (FTI) regarding follow-up relationship check efforts.
Stegenga, Jeff	4/16/2003	0.4	Documentation exchange with Chris Lhulier (Pachulski) regarding Julie Compton request.
Stegenga, Jeff	4/17/2003	0.3	Discussion with Julie Compton regarding FTI affidavit.
Bosse, Melissa	4/17/2003	0.9	Finalize Exhibit A & B for FTI Application.
Barton, Gary	4/21/2003	0.8	Prepare for Court hearing on FTI retention, etc.
Barton, Gary	4/21/2003	4.5	Participate in Court hearing concerning FTI retention, DIP, reclamation, etc.
Barton, Gary	4/22/2003	1.5	Participate in continued Court hearing concerning FTI retention, DIP, reclamation, etc.
Robbins, Erin	4/28/2003	0.4	Discuss Supplemental Affidavit issues with J. Stegenga (FTI).
Stegenga, Jeff	4/28/2003	0.8	Revisions to/finalization of 1st supplemental affidavit
Robbins, Erin	4/28/2003	1.5	Draft Supplemental Affidavit for J. Stegenga (FTI).
Stegenga, Jeff	4/29/2003	0.3	Final revisions to supplemental affidavit and relationship check exhibit.
Stegenga, Jeff	4/30/2003	0.3	Discussion with Erin Robbins (FTI) regarding logistics for filing supplemental affidavit.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Retention Application**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Robbins, Erin	4/30/2003	1.2	Finalize Supplemental Affidavit of J. Stegenga (FTI).
Honeybone, Mark	6/25/2003	0.5	Update regarding affidavit and monthly fee statement.
Barton, Gary	6/25/2003	2.0	Assist with updating FTI retention affidavit.
Barton, Gary	6/26/2003	1.0	Assist with updating FTI retention affidavit.
<b>Subtotal</b>		<b>27.8</b>	

**Tax Services and Consulting Related to Plan of Reorganization**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/8/2003	0.3	Research Tennessee cigarette tax stamp issue with respect to pre-petition draw down on bond.
Stegenga, Jeff	4/8/2003	0.8	Discussion with Debtor counsel regarding CND cigarette tax issues.
Barton, Gary	4/9/2003	0.2	Meeting with Fleming employee re: respond to questions concerning pre-petition penalty and draw down on cigarette tax stamp bond.
Stegenga, Jeff	4/9/2003	0.4	Follow-up discussions with Debtor counsel regarding trust tax interpretation.
Stegenga, Jeff	4/9/2003	1.0	Meeting with Debtor and E&Y representatives concerning business tax update.
Barton, Gary	4/18/2003	0.4	Meeting with K. Pewitt (Fleming)re: review pre-petition cigarette stamp bond payment issues.
<b>Subtotal</b>		<b>3.1</b>	

**Travel Time**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Martin, Louis	4/1/2003	1.6	Travel From Dallas to Houston.
Rothman, Charles	4/4/2003	1.9	Travel from Dallas to Houston
Barton, Gary	4/4/2003	2.0	Travel from Dallas to Houston.
Barton, Gary	4/7/2003	2.0	Travel from Houston to Dallas.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Travel Time**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Rothman, Charles	4/7/2003	4.0	Travel to Dallas.
Imhoff, Dewey	4/9/2003	3.0	Travel from New York to Dallas.
Barton, Gary	4/10/2003	2.0	Travel from Dallas to Houston.
Imhoff, Dewey	4/11/2003	3.0	Travel from Fleming headquarters to New York.
Rothman, Charles	4/11/2003	3.4	Travel to Houston from Dallas.
Barton, Gary	4/14/2003	2.0	Travel to Dallas from Houston.
Greenspan, Ron	4/14/2003	5.5	Travel from Dallas to Los Angeles.
Barton, Gary	4/18/2003	2.0	Travel from Dallas to Houston.
Imhoff, Dewey	4/21/2003	3.0	Travel to Fleming headquarters.
Barton, Gary	4/22/2003	2.0	Travel to Dallas from Houston.
Pate, Orson	4/22/2003	2.0	Travel to Dallas from Houston to assist with Fleming document production to SEC.
Rothman, Charles	4/22/2003	3.5	Travel from Houston to Dallas.
Rothman, Charles	4/22/2003	3.5	Travel to Houston from Dallas.
Barton, Gary	4/23/2003	2.0	Travel from Dallas to Houston.
Heller, Robert	4/23/2003	5.0	Travel to Oklahoma City.
Pate, Orson	4/24/2003	1.0	Travel back to Houston from Dallas for Fleming engagement.
Imhoff, Dewey	4/24/2003	2.5	Travel from Fleming headquarters to New York.
Heller, Robert	4/24/2003	4.0	Travel from Oklahoma City to Dallas.
Barton, Gary	4/28/2003	2.0	Travel from Dallas to Houston.
Barton, Gary	4/28/2003	2.0	Travel to from Houston to Dallas.
Rothman, Charles	4/28/2003	3.5	Travel from Houston to Dallas.
Rothman, Charles	4/30/2003	4.0	Travel from Dallas to Houston
Pate, Orson	5/8/2003	1.0	Travel from Houston to Dallas.
Pate, Orson	5/16/2003	1.0	Travel from Dallas to Houston.
Imhoff, Dewey	6/5/2003	1.0	Travel to airport.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Travel Time**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Pate, Orson	6/19/2003	2.0	Travel to Dallas Fleming office to assist with 3rd Production to SEC.
Pate, Orson	6/20/2003	2.0	Travel from Dallas Fleming to Houston.
Pate, Orson	6/25/2003	2.0	Travel to Dallas Fleming office.
Pate, Orson	6/25/2003	2.0	Travel to Houston FTI from Dallas Fleming office.
<b>Subtotal</b>		<b>83.4</b>	

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/1/2003	0.2	Discussions with Shirley Cho (K&E) re legal contact and protocol to deal with vendor inquiries.
Honeybone, Mark	4/1/2003	0.3	Discussions with Ken Fuhrman (Fleming) and Shirley Cho (K&E) re Milwaukee pre-petition drafts.
Honeybone, Mark	4/1/2003	0.4	Meeting with J.Rebel,R.Lafave,N.Sheldon (all Fleming) vendor discounts.
Honeybone, Mark	4/1/2003	0.4	Meeting with G. Barton (FTI) regarding DSD relationships in Milwaukee.
Honeybone, Mark	4/1/2003	0.7	Meeting with G. Barton (FTI), J.Rebel(Fleming), R.Lafave(Fleming),N.Sheldon(Fleming),S.Cho(K&E) re DSD situation with vendors.
Honeybone, Mark	4/1/2003	0.9	Review of Sentry Franchise Agreement and preparation of summary memo.
Honeybone, Mark	4/1/2003	1.7	Discussions with Louis Steinbaugh (Fleming) regarding Milwaukee operations.
Barton, Gary	4/1/2003	1.9	Several meetings with Fleming finance, transportation and business unit employees regarding questions concerning response to various vendors and customers and the bankruptcy filing.
Barton, Gary	4/1/2003	2.0	Participate in daily meeting with operations to discuss vendor relations and cash management.
Barton, Gary	4/2/2003	0.3	Telephone call with Chris Lhulier (Pachulski) regarding questions concerning vendor telephone calls.
Honeybone, Mark	4/2/2003	0.3	Update phone calls with J. Stegenga (FTI) regarding status of vendor relationships.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Honeybone, Mark	4/2/2003	0.9	Return vendor/vendor attorney calls.
Barton, Gary	4/2/2003	1.0	Participate in daily operations meeting to discuss vendor relations and cash management.
Barton, Gary	4/2/2003	1.1	Meeting with Fleming public relations re: develop FAQ for vendors.
Barton, Gary	4/2/2003	1.2	Respond to numerous calls from employees re: questions concerning vendor telephone call with respect to restoring trade terms.
Barton, Gary	4/2/2003	1.8	Respond to several telephone calls from vendors and attorney's with respect to delivery of goods and critical vendor status.
Honeybone, Mark	4/3/2003	0.6	Discussion with L.Steinbaugh(Fleming) re DSD situation in Milwaukee.
Honeybone, Mark	4/3/2003	0.7	Converation with L.Steinbaugh(Fleming) and J.Rebel(Fleming) re relationship with Sentry stores.
Barton, Gary	4/3/2003	0.8	Several telephone calls with vendors and N. Ryder (Fleming)re: proposed critical vendor allocation methodologies.
Terrazas, Gabriel	4/3/2003	0.8	Trade debt discussion with G. Van Osdell (K&E).
Bosse, Melissa	4/3/2003	0.8	Research for vendor dialogue.
Barton, Gary	4/3/2003	1.5	Meeting with J. Stone (Glass) , N. Ryder (Fleming), M. Shapiro (Fleming) re: review critical vendor list and allocation methodologies.
Terrazas, Gabriel	4/3/2003	1.8	Revise and distribute Vendor FAQ document to company.
Barton, Gary	4/3/2003	2.0	Meeting with Fleming buyers to discuss status of bankruptcy and actions to take with respect to restoring trade credit.
Bosse, Melissa	4/4/2003	0.4	Meet with R. LaFave (Fleming) regarding problem with data file of top 20 Vendors.
Stegenga, Jeff	4/4/2003	0.5	Discussion with G. Barton (FTI) regarding vendor credit update.
Stegenga, Jeff	4/4/2003	0.6	Discussion with G. Barton (FTI) regarding critical trade / DIP update.
Bosse, Melissa	4/4/2003	0.6	Research vendor addresses and fax numbers.
Barton, Gary	4/4/2003	0.7	Meeting with Fleming buyers to discuss daily available cash balances and payments to vendors.
Barton, Gary	4/4/2003	0.8	Meeting with Fleming buyers to discuss status of bankruptcy and actions to take with respect to restoring trade credit.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/4/2003	1.9	Respond to numerous vendor phone calls and employee questions concerning pre- and post-petition issues.
Bosse, Melissa	4/7/2003	0.2	Receive updated Gross AP file.
Bosse, Melissa	4/7/2003	0.3	E-mail of questions regarding top 20 vendors to Jeanne Cotter (Fleming), Nathan Rodgers (Fleming) and Robert LaFave (Fleming).
Barton, Gary	4/7/2003	0.4	Several meetings with N. Ryder (Fleming) re: respond to questions concerning critical vendors.
Bosse, Melissa	4/7/2003	0.4	Call with G. Anthouser (Fleming) regarding Core-Mark AP Outstanding Vendor Balances.
Bosse, Melissa	4/7/2003	0.4	Meet with N. Sheldon (Fleming) regarding consolidation of AP line items for Top 20 Vendor Balances.
Barton, Gary	4/7/2003	0.5	Several meetings with Fleming accounting re: develop work plan for reconciling critical vendor accounts payable for payment.
Barton, Gary	4/7/2003	0.5	Meeting with Fleming meat buyer re: discuss critical vendor strategy.
Bosse, Melissa	4/7/2003	0.7	Meet with J. Cotter (Fleming) regarding questions of AP data files for consolidation of Top 20 Vendor list.
Barton, Gary	4/7/2003	1.0	Meeting with Fleming grocery buyers re: respond to questions concerning critical vendors.
Stegenga, Jeff	4/7/2003	1.4	Meetings with J. Stone (Glass & Associates) and vendor reps regarding trade lien status.
Barton, Gary	4/7/2003	1.9	Several telephone calls and follow-up calls with N. Ryder (Fleming), Gleason, K&E, ad-hoc trade creditor committee and counsel re: trade creditor position on sub-lien agreement in exchange for trade credit.
Bosse, Melissa	4/7/2003	2.6	Consolidate critical vendor lists from AP report for wholesales and Core-mark.
Bosse, Melissa	4/7/2003	2.6	Update Top 20 Vendor File with new AP data.
Barton, Gary	4/7/2003	3.0	Respond to numerous vendor phone calls and employee questions concerning pre- and post-petition issues.
Bosse, Melissa	4/8/2003	0.2	Receive updated Gross & Net AP files.
Bosse, Melissa	4/8/2003	0.2	Reconcile final top twenty vendor file with top twenty vendors filed in motion.
Barton, Gary	4/8/2003	0.3	Meeting with several Fleming buyers re: request for letter to vendors stating payment to vendors in accordance with certain terms.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/8/2003	0.3	Meeting with Fleming buyer re: request for LC's for seasonal purchases.
Barton, Gary	4/8/2003	0.3	Review issues associated with request for payment of non-merchandise critical trade.
Bosse, Melissa	4/8/2003	0.3	Call with G. Anthouser (Fleming) regarding Core-Mark AP Outstanding Vendor Balances.
Barton, Gary	4/8/2003	0.4	Meeting with N. Ryder (Fleming) re: review of critical trade issues/workplan for accounts payable balances.
Barton, Gary	4/8/2003	0.4	Review work plan and status of Fleming accounting's preparation of critical vendor accounts payable amounts.
Bosse, Melissa	4/8/2003	0.4	Telephone call to G. Antholzner (Fleming) regarding Core-Mark updated accounts payable file.
Bosse, Melissa	4/8/2003	0.4	Collapse vendors based on vendor ownership chart received from management for net accounts payable file.
Bosse, Melissa	4/8/2003	0.4	Meet with N. Sheldon (FTI) regarding consolidation of AP line items for Top 20 Vendor Balances.
Terrazas, Gabriel	4/8/2003	0.5	Call to vendor to discuss unsecured claim.
Bosse, Melissa	4/8/2003	0.5	Collapse vendors based on vendor ownership chart received from management for gross accounts payable file.
Bosse, Melissa	4/8/2003	0.5	Consolidate listing of vendors for initial critical trade.
Stegenga, Jeff	4/8/2003	0.6	Discussion with J. Stone (Glass & Associates) and N. Ryder (Fleming) regarding vendor negot progress.
Bosse, Melissa	4/8/2003	0.6	Calculate pre-petition vendor balances for critical trade vendors based on updated information.
Barton, Gary	4/8/2003	0.7	Meeting with Fleming properties buyer re: review talking points for meetings/telephone calls with vendors regarding extention of trade credit.
Barton, Gary	4/8/2003	0.7	Meeting with Fleming meat buyer re: discuss critical vendor strategy. Several telephone calls to IBP Tyson re: discuss critical vendor motion.
Bosse, Melissa	4/8/2003	0.7	Create presentation file for Top 20 vendors, both gross and net.
Barton, Gary	4/8/2003	0.9	Analysis of critical trade accounts payable gross/net balances.
Bosse, Melissa	4/8/2003	0.9	Calculate pre-petition vendor balancees for critical trade vendors.
Stegenga, Jeff	4/8/2003	1.0	Organizational meeting with R. Wynne (K&E), J. Stone (Glass & Associates) and N. Ryder (Fleming) regarding trade lien hearing.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/8/2003	1.2	Prepare Fleming proposal of critical trade vendor allocation methodology.
Barton, Gary	4/8/2003	1.7	Several telephone calls with trade vendors re: request to questions concerning pre-petition issues and delivery of goods and services post-petition.
Bosse, Melissa	4/8/2003	2.1	Update Top 20 vendor file with new accounts payable data for accounts payable gross file.
Bosse, Melissa	4/8/2003	2.2	Update top twenty vendor file with new accounts payable data for accounts payable net file.
Barton, Gary	4/9/2003	0.2	Meeting with Fleming buyer re: review of critical vendor issues.
Barton, Gary	4/9/2003	0.2	Meeting with Fleming buyer re: review of letter to vendors noting ordinary course payments for post-petition delivery of goods.
Bosse, Melissa	4/9/2003	0.2	E-mail top twenty lists and top forty consolidated unsecured creditor lists to R. Wynne (K&E) and L. Jones (Pachulski).
Bosse, Melissa	4/9/2003	0.3	Combine top twenty bondholders, top twenty vendor gross balances and indenture trustees.
Bosse, Melissa	4/9/2003	0.3	Create schedule for indenture trustees.
Barton, Gary	4/9/2003	0.5	Further analysis of critical trade accounts payable gross/net balances.
Bosse, Melissa	4/9/2003	0.5	Create schedule for top twenty bondholders.
Bosse, Melissa	4/9/2003	0.5	Meeting with R. LaFave (Fleming), J. Rebel (Fleming), M. Honeybone (FTI) regarding issues with top twenty vendor files.
Barton, Gary	4/9/2003	0.6	Review various critical vendor lists prepared by Fleming employees. Make comments thereto.
Barton, Gary	4/9/2003	0.6	Meeting with Fleming property buyers re: review of critical vendor list proposal.
Bosse, Melissa	4/9/2003	0.6	Create presentation file for consolidated forty top unsecured creditors.
Bosse, Melissa	4/9/2003	0.9	Compile list of top twenty bondholders.
Honeybone, Mark	4/9/2003	1.3	Drafting of Critical shipper letter.
Barton, Gary	4/9/2003	1.9	Several telephone calls with trade vendors re: request to questions concerning pre-petition issues, delivery of goods and services post-petition, and critical vendor issues.
Honeybone, Mark	4/10/2003	0.3	Discussion with S. Dunn(Glass) re Denver facility situation.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/10/2003	0.5	Review several drafts of the critical trade agreements, make comments thereto.
Stegenga, Jeff	4/10/2003	0.5	Discussion with Paul DiBrito (Fleming) concerning post-petition payment protocol.
Terrazas, Gabriel	4/10/2003	0.5	Call to utility to curtail electricity cutoff.
Honeybone, Mark	4/10/2003	0.6	Final drafting of critical shipper letter.
Barton, Gary	4/10/2003	0.8	Several telephone calls with trade vendors re: respond to questions concerning pre-petition issues, delivery of goods and services post-petition, and critical vendor issues.
Terrazas, Gabriel	4/10/2003	2.0	Research post-petition payment process.
Stegenga, Jeff	4/11/2003	0.6	Discussion with Rick Johnson regarding various vendor issues.
Terrazas, Gabriel	4/11/2003	0.8	Call regarding consigned inventory with external attorney.
Barton, Gary	4/14/2003	0.2	Meeting with N. Ryder (Fleming), B. May (Fleming) re: review status of critical vendor motion.
Barton, Gary	4/14/2003	0.4	Review various non-merchandise critical vendor lists provided by Fleming business units. Make comments thereto. Respond back to business units.
Barton, Gary	4/14/2003	0.4	Several telephone calls with trade vendors re: respond to questions concerning pre-petition issues, delivery of goods and services post-petition, and critical vendor issues.
Barton, Gary	4/14/2003	0.4	Review and research several pre-petition vendor invoices and determine proper accounting issues associated with each.
Barton, Gary	4/14/2003	0.4	Meeting with J. Rebel (Fleming) re: status of Milwaukee DSD payments to vendors with respect to Court Order.
Barton, Gary	4/14/2003	0.5	Meeting with N. Ryder (Fleming) re: review status of critical trade motion.
Stegenga, Jeff	4/14/2003	0.5	Discussions with G. Barton (FTI) regarding trade liens/vendor credit status.
Honeybone, Mark	4/14/2003	0.5	Discussion with J.Tovey(Fleming) regarding critical shipper letter.
Barton, Gary	4/14/2003	0.6	Review several drafts of the critical trade agreements, make comments thereto.
Barton, Gary	4/14/2003	0.7	Review various correspondence received from vendors regarding DSD accounts payable cash management issues. Research same.
Terrazas, Gabriel	4/14/2003	0.9	Call to vendor with K. Saunders (Fleming).

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Terrazas, Gabriel	4/15/2003	0.5	Review and edit vendor rebate program.
Terrazas, Gabriel	4/15/2003	0.5	Call to non-merchandise vendor to discuss bankruptcy proceeding.
Stegenga, Jeff	4/15/2003	0.6	Initial discussion with Fleming accounting personnel re: vendor rebate issues.
Barton, Gary	4/15/2003	1.0	Several telephone calls with trade vendors re: respond to questions concerning pre-petition issues, delivery of goods and services post-petition, and critical vendor issues.
Terrazas, Gabriel	4/15/2003	1.0	Research vendor rebate program for motion prep.
Barton, Gary	4/15/2003	1.4	Teleconference with L. Meyers (K&E), Gleacher, Pepper Hamilton, 3 trade vendors re: issues with critical trade motion, reclamation motion and trade lien motion.
Barton, Gary	4/16/2003	0.3	Meeting with N. Ryder (Fleming)re: update from bank meeting with respect to critical vendors and trade lien program.
Barton, Gary	4/16/2003	0.5	Participate in partial teleconference with K&E, Canadian counsel, G. Terrazas (FTI), and T. Kreatschman (Alix)re: review critical vendor issues in Canada.
Stegenga, Jeff	4/16/2003	0.6	Meeting with Mark Honeybone (FTI)and Bill Merrigan(Fleming) regarding shipper motion issues.
Terrazas, Gabriel	4/16/2003	0.6	Call to Utility company to discuss utility stay.
Terrazas, Gabriel	4/16/2003	0.8	Critical vendor discussion with K. Saunders (Fleming).
Stegenga, Jeff	4/16/2003	1.0	Meeting with Fleming finance team regarding accounting issues with vendor credit programs.
Terrazas, Gabriel	4/16/2003	1.4	Vendor discount program discussion with B. Caraway (Fleming), D. Dupus (Fleming), and J. Stegenga (FTI).
Barton, Gary	4/16/2003	1.6	Several telephone calls with trade vendors re: respond to questions concerning pre-petition issues, delivery of goods and services post-petition, and critical vendor issues.
Terrazas, Gabriel	4/16/2003	1.8	Research vendor agreement regarding cash segregation issue.
Barton, Gary	4/17/2003	0.2	Meeting with T. Kreatschman (Alix)re: review open critical vendor issues.
Barton, Gary	4/17/2003	0.2	Meeting with M. Scott (Alix)re: review open trade lien issues.
Barton, Gary	4/17/2003	1.4	Several telephone calls with trade vendors re: respond to questions concerning pre-petition issues, delivery of goods and services post-petition, and critical vendor issues.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/18/2003	0.7	Several telephone calls with trade vendors re: respond to questions concerning pre-petition issues, delivery of goods and services post-petition, and critical vendor issues.
Barton, Gary	4/21/2003	0.2	Telephone call with S. Nicholson (Fleming) re: request follow-up concerning Albertson's proposed termination of customer agreement.
Barton, Gary	4/21/2003	0.2	Telephone call with S. Cho (K&E) re: question concerning Albertson's proposed termination of customer agreement.
Barton, Gary	4/22/2003	0.2	Meeting with J. Rebel (Fleming) re: status of DSD adversary.
Barton, Gary	4/22/2003	0.4	Meeting with S. Nicholson and B. May (both Fleming) re: respond to questions concerning Albertson's request to terminate customer agreement.
Barton, Gary	4/22/2003	0.6	Meeting with Fleming Health, Beauty, Hardware re: respond to questions concerning continuity inventory liquidations and customer rebates ("show bucks").
Barton, Gary	4/23/2003	0.4	Telephone call with E. Liebler(K&E) re: Sara Lee DSD cash adversary.
Terrazas, Gabriel	4/23/2003	0.7	Call with H. Suit (Fleming) to discuss DSD vendor issue.
Terrazas, Gabriel	4/23/2003	0.8	Meeting with K. Porter (Fleming) to discuss DSD vendor amounts due.
Terrazas, Gabriel	4/23/2003	1.2	Call with B. Shields (Fleming) to discuss DSD vendor issue.
Terrazas, Gabriel	4/23/2003	1.3	Call to vendors with K. Saunders (Fleming) regarding shipping product on a post-petition basis.
Barton, Gary	4/24/2003	0.5	Research various claims made by Sara Lee in adversary proceeding.
Barton, Gary	4/24/2003	1.0	Several telephone calls with D. Dominique and D. Capazzola (K&E) re: Sara Lee DSD adversary proceeding.
Barton, Gary	4/26/2003	0.5	Several telephone calls with D. Alexander and B. Cooper re: review Fleming's DSD relationship with Sara Lee, Superior Dairy and Nickels Bakery with respect to adversary proceedings.
Barton, Gary	4/26/2003	1.5	Telephone call with D. Alexander (Fleming) and K. Brown (Fleming) re: prepare Alexander affidavit to be use in connection with response to Sara Lee adversary.
Barton, Gary	4/27/2003	0.5	Review revised draft of D. Alexander (Fleming) affidavit in connection with Sara Lee adversary. Make comments thereto.
Barton, Gary	4/27/2003	0.5	Review draft of D. Alexander (Fleming) affidavit in connection with Sara Lee adversary. Make comments thereto.

***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/27/2003	1.5	Telephone call with D. Alexander (Fleming) and K. Brown (Fleming) re: update D. Alexander affidavit in connection with Sara Lee adversary.
Barton, Gary	4/28/2003	0.2	Meeting with C. Birchette (Fleming) re: review legal issues associated with Fleming response to Sara Lee et al adversary/TRO.
Barton, Gary	4/28/2003	0.3	Telephone call with D. Alexander (Fleming) and K. Brown (Fleming) re: update D. Alexander revised affidavit in connection with Sara Lee adversary.
Barton, Gary	4/28/2003	0.3	Review W. White (Fleming) affidavit to be used in connection with Sara Lee adversary/TRO. Make comments thereto.
Barton, Gary	4/28/2003	0.4	Several telephone calls with D. Capazzola (K&E) and K. Brown (Fleming) re: review outstanding issues in connection with Fleming response to Sara Lee et al adversary/TRO.
Barton, Gary	4/28/2003	0.6	Meeting with T. Stenger (Alix) re: review Sara Lee DSD TRO issues, affidavits and strategy.
Barton, Gary	4/28/2003	0.6	Review Neil Ryder (Fleming)/Mike Scott (Alix) affidavit to be used in connection with Sara Lee adversary/TRO. Research same. Make comments thereto.
Barton, Gary	4/28/2003	0.7	Telephone call with D. Alexander (Fleming) and K. Brown (Fleming) re: update D. Alexander revised affidavit in connection with Sara Lee adversary.
Terrazas, Gabriel	4/28/2003	1.2	Meeting with K. Saunders (Fleming) to discuss non-merchandise vendors.
Barton, Gary	4/28/2003	1.6	Research miscellaneous issues in connection with Sara Lee adversary proceeding.
Terrazas, Gabriel	4/28/2003	1.6	Edit and finalize affidavit for DSD objections.
Barton, Gary	4/28/2003	1.9	Review several drafts of counsel's opposition to Sara Lee et al TRO and injunction. Make comments thereto.
Barton, Gary	4/29/2003	0.3	Teleconference with D. Capazzola (K&E), Fleming business/accounting employees re: prepare for Sara Lee DSD/TRO hearing on 5/1.
Barton, Gary	4/29/2003	0.5	Follow-up teleconference with D. Capazzola (K&E), Fleming business/accounting employees re: prepare for Sara Lee DSD/TRO hearing on 5/1.
Barton, Gary	4/29/2003	0.6	Telephone call with D. Alexander (Fleming) and Fleming accounting re: request identification of DSD type vendors and amounts owed thereto.



***FLEMING COMPANIES, INC., et al.,  
Time Detail by Activity by Professional  
April 1, 2003 through June 30, 2003***

**Vendor Related Analysis and Communication**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Barton, Gary	4/29/2003	1.6	Review Superior Dairy and Nickels Bakery pleadings on adversary/TRO hearing on 5/1.
Barton, Gary	4/30/2003	0.2	Telephone call with Fleming produce regarding critical vendor questions.
Barton, Gary	4/30/2003	0.2	Telephone call with S. DeGiacomo (Fleming) re: questions concerning critical vendors and pre-petition payments.
Barton, Gary	4/30/2003	0.2	Telephone call with M. Scott (AP) regarding DSD adversary proceeding status.
Barton, Gary	4/30/2003	0.4	Review and respond to various emails received from counsel and Fleming concerning research on DSD issues in connection with Sara Lee et al TRO/adversary on 5/1/03.
Terrazas, Gabriel	5/1/2003	0.8	Call with M. Bechwith(Fleming) to review/revise batch bill customer program.
Honeybone, Mark	5/2/2003	1.1	Research on Personal Care Products situation for S.McFarland (Pachulski).
Honeybone, Mark	5/6/2003	0.3	Review of automatic stay letter being used for creditors threatening to take action.
Terrazas, Gabriel	5/6/2003	0.6	Call to vendor with D. Stegman (Fleming).
Terrazas, Gabriel	5/7/2003	0.5	Calls to vendors regarding approval of DIP.
Terrazas, Gabriel	5/8/2003	0.5	Calls to vendors regarding approval of DIP.
Terrazas, Gabriel	5/8/2003	0.7	Call with K. Saunders to non-merchandise vendor regarding stamp machines.
Terrazas, Gabriel	5/9/2003	1.0	Call with K. Saunders (FLM) to vendors.
Terrazas, Gabriel	5/13/2003	1.7	Vendor meeting with K. Saunders (Fleming).
<b>Subtotal</b>		<b>133.3</b>	
 <b>Grand Total</b>		 <b>4,604.2</b>	

***FLEMING COMPANIES, INC., et al.,  
Summary of Expense Detail by Category  
April 1, 2003 through June 30, 2003***

<b><i>Expense Category</i></b>	<b><i>Sum of Expenses</i></b>
Airfare	\$14,358.34
Document Scanning	\$26,852.17
IT Equipment	\$19,612.84
Lodging	\$7,281.36
Other	\$2,023.29
Out-of-town Meals	\$915.20
Reproduction	\$8,851.65
Supplies	\$3,379.95
Transportation	\$11,863.50
<b><i>Total</i></b>	<b><i>\$95,138.30</i></b>