

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:

Fleming Companies, Inc., et al.

CHAPTER 11

Debtor,

Court File No. 03-10945
(Jointly Administered)

**SUMMARY OF THE FIRST MONTHLY APPLICATION OF RIDER BENNETT, LLP
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD APRIL 1, 2003 –
MAY 31, 2003**

Name of Applicant: Rider Bennett, LLP

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

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

Period for which compensation and reimbursement is sought: April 1, 2003 – May 31, 2003

Amount of Compensation sought as actual, reasonable, and necessary: \$66,093.60 (80% of \$82,617.00).

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$3,231.57

This is a: ☒ interim ☐ final application

The total time expended for preparation of this application is approximately 15 hours and the corresponding compensation that will be requested in a future application is approximately \$2,550

| Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------------------------|----------------|--------------------|---------------|-------------------|
| April 1, 2003 – May 31, 2003 | \$67,215.60 | \$3,595.41 | None to date | None to date |

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

APRIL-MAY 2003 (Rainbow)

| Timekeeper | Rate | Hours | Fees |
|----------------------|-------------|---------------|------------------|
| Burke, Patricia Ann | 320.00 | 0.70 | 224.00 |
| Deitchler, Dale L. | 250.00 | 10.10 | 2,525.00 |
| Docherty, Michael R. | 285.00 | 0.60 | 171.00 |
| Hauge, John C. | 200.00 | 8.50 | 1,700.00 |
| Kimmel, Kathy S. | 225.00 | 1.90 | 427.50 |
| Nolan, Timothy J. | 245.00 | 5.10 | 1,249.50 |
| Pecoraro, Jessica S. | 140.00 | 103.50 | 14,490.00 |
| Roach, Charles A. | 210.00 | 2.30 | 483.00 |
| Schneider, Mark W. | 350.00 | 5.90 | 2,065.00 |
| Taber, Amy C. | 105.00 | 6.00 | 630.00 |
| Weyandt, Gregory M. | 325.00 | 7.80 | 2,535.00 |
| Grand Total | | 152.40 | 26,500.00 |

APRIL-MAY 2003 (Fleming)

| Timekeeper | Rate | Hours | Fees |
|-----------------------|-------------|---------------|------------------|
| Bratvold, Diane B. | 220.00 | 2.80 | 616.00 |
| Burke, Patricia Ann | 320.00 | 11.20 | 3,584.00 |
| Clegg, Barry F. | 350.00 | 21.20 | 7,420.00 |
| Deitchler Dale L. | 250.00 | 11.10 | 2,775.00 |
| Hauge, John C. | 200.00 | 31.90 | 6,380.00 |
| Hurias, Autumn L. | 190.00 | 0.70 | 133.00 |
| Kluz, Steven J. | 290.00 | 31.00 | 8,990.00 |
| LaFleur, Shelly D. | 140.00 | 1.50 | 210.00 |
| Magnuson, Eric J. | 350.00 | 0.40 | 140.00 |
| McGarry, Daniel J. | 175.00 | 14.70 | 2,572.50 |
| Pecoraro, Jessica S. | 140.00 | 0.20 | 28.00 |
| Poretti, Daniel Q. | 270.00 | 4.30 | 1,161.00 |
| Schneider, Mark W. | 350.00 | 59.10 | 20,685.00 |
| Wallander, Raphael T. | 175.00 | 4.30 | 752.50 |
| Welch, Jane S. | 335.00 | 2.00 | 670.00 |
| Grand Total | | 196.20 | 56,110.50 |

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

Matter/Invoice Detail
April
Rainbow/Fleming

| Rainbow Foods | | | | |
|----------------------|----------------|------------------|---------------|------------------|
| Matter | Invoice | Fees | Costs | Total |
| 5049.000101 | 3077707 | 870.00 | - | 870.00 |
| 5049.000218 | 3077708 | 1,670.00 | 22.10 | 1,692.10 |
| 5049.R26244 | 3077709 | 1,018.50 | 24.14 | 1,042.64 |
| 5049.R27357 | 3077710 | 756.00 | 18.53 | 774.53 |
| 5049.000219 | 3077827 | 8,368.00 | - | 8,368.00 |
| 5049.000220 | 3077834 | 2,145.00 | 168.08 | 2,313.08 |
| 5049.R27719 | 3077837 | 3,171.00 | 81.42 | 3,252.42 |
| Grand Total | | 17,998.50 | 314.27 | 18,312.77 |

| Fleming Companies | | | | |
|--------------------------|----------------|------------------|---------------|------------------|
| Matter | Invoice | Fees | Costs | Total |
| 9112.000101 | 3077733 | 5,768.50 | 362.83 | 6,131.33 |
| 9112.000105 | 3077734 | 2,170.00 | 51.21 | 2,221.21 |
| 9112.000107 | 3077735 | 560.00 | - | 560.00 |
| 9112.000170 | 3077736 | 3,010.00 | 44.20 | 3,054.20 |
| 9112.000268 | 3077737 | 700.00 | - | 700.00 |
| 9112.000270 | 3077738 | 175.00 | - | 175.00 |
| 9112.000302 | 3077739 | 96.00 | 0.68 | 96.68 |
| 9112.000314 | 3077740 | 6,362.00 | 27.35 | 6,389.35 |
| 9112.000318 | 3077741 | 393.00 | 1.46 | 394.46 |
| 9112.000319 | 3077742 | 96.00 | - | 96.00 |
| 9112.000321 | 3077743 | 1,680.00 | - | 1,680.00 |
| 9112.000323 | 3077744 | 1,075.00 | - | 1,075.00 |
| 9112.R21836 | 3077745 | 1,874.00 | 12.72 | 1,886.72 |
| 9112.R28719 | 3077746 | 1,450.00 | 13.21 | 1,463.21 |
| 9112.R28073 | 3077841 | 133.00 | - | 133.00 |
| Grand Total | | 25,542.50 | 518.66 | 26,061.16 |

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

| Matter/Invoice Detail May Rainbow/Fleming | | | | |
|---|---------|----------|--------|----------|
| Rainbow Foods | | | | |
| Matter | Invoice | Fees | Costs | Total |
| 5049.000218 | 3079401 | - | 25.36 | 25.36 |
| 5049.R28828 | 3079402 | 14.00 | - | 14.00 |
| 5049.000101 | 3079906 | 2,310.00 | 3.60 | 2,313.60 |
| 5049.000152 | 3079907 | 483.00 | 432.86 | 915.86 |
| 5049.000219 | 3079908 | 1,419.00 | 9.01 | 1,428.01 |
| 5049.000220 | 3079909 | 3,984.00 | 106.90 | 4,090.90 |
| 5049.000221 | 3079910 | 224.00 | - | 224.00 |
| 5049.R27719 | 3079911 | 67.50 | 16.68 | 84.18 |
| Grand Total | | 8,501.50 | 594.41 | 9,095.91 |

| Fleming Companies | | | | |
|-------------------|---------|----------|--------|----------|
| Matter | Invoice | Fees | Costs | Total |
| 9112.000101 | 3079423 | 4,399.00 | 922.12 | 5,321.12 |
| 9112.000105 | 3079912 | 389.00 | 14.11 | 403.11 |
| 9112.000107 | 3079913 | 225.00 | - | 225.00 |
| 9112.000170 | 3079914 | 4,620.00 | 0.26 | 4,620.26 |
| 9112.000247 | 3079915 | 595.00 | - | 595.00 |
| 9112.000287 | 3079916 | 385.00 | 0.62 | 385.62 |
| 9112.000308 | 3079917 | 2,250.00 | 355.42 | 2,605.42 |
| 9112.000309 | 3079918 | 224.00 | 3.22 | 227.22 |
| 9112.000313 | 3079919 | 105.00 | - | 105.00 |
| 9112.000314 | 3079920 | 617.00 | 6.70 | 623.70 |
| 9112.000315 | 3079921 | 64.00 | - | 64.00 |
| 9112.000316 | 3079922 | - | 25.40 | 25.40 |

| | | | | |
|--------------------|---------|------------------|-----------------|------------------|
| 9112.000317 | 3079923 | 192.00 | - | 192.00 |
| 9112.000318 | 3079924 | 2,424.00 | 238.92 | 2,662.92 |
| 9112.000319 | 3079925 | 160.00 | - | 160.00 |
| 9112.000321 | 3079926 | 1,345.00 | 83.96 | 1,428.96 |
| 9112.000323 | 3079927 | 425.00 | 55.64 | 480.64 |
| 9112.000324 | 3079928 | 8,137.50 | 1.11 | 8,138.61 |
| 9112.000325 | 3079929 | 1,450.00 | - | 1,450.00 |
| 9112.R21836 | 3079930 | 248.00 | 0.26 | 248.26 |
| 9112.R28719 | 3079931 | 2,320.00 | 101.29 | 2,421.29 |
| Grand Total | | 30,574.00 | 1,773.03 | 32,347.03 |

The following is a summary of all expenses:

Expense Summary

Fleming Companies Costs (April-May)

| Description | Worked Amount | Billed Amount |
|--------------------------|--------------------|--------------------|
| Other Cash Disbursements | 5.00 | 5.00 |
| Cash Disbursements | 177.39 | 177.39 |
| Photocopies | 253.81 | 253.30 |
| Long Distance Telephone | 136.35 | 131.00 |
| Facsimile | 57.60 | 57.60 |
| Westlaw | 1,698.40 | 1,698.40 |
| Total | \$ 2,328.55 | \$ 2,322.69 |

Rainbow Foods Costs (April-May)

| Description | Worked Amount | Billed Amount |
|-------------------------|---------------|---------------|
| Cash Disbursements | 24.00 | 24.00 |
| Photocopies | 176.80 | 172.21 |
| Long Distance Telephone | 2.53 | 2.63 |

Facsimile
Westlaw

5.40
704.44

5.40
704.44

Total

\$

913.17

\$

908.68

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:

CHAPTER 11

Fleming Companies, Inc., et al.

Court File No. 03-10945
(Jointly Administered)

Debtor.

**NOTICE OF FILING OF FIRST MONTHLY INTERIM FEE APPLICATION
OF RIDER BENNETT, LLP (APRIL 1, 2003 – MAY 31, 2003)**

PLEASE TAKE NOTICE that the *First Application of Rider Bennett, LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period April 1, 2003 Through May 31, 2003* (the "Application") was filed by Rider Bennett, LLP ("RB") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that, for the period April 1, 2003 through May 31, 2003, RB seeks a monthly interim allowance of compensation in the amount of \$66,093.60 (80% of the \$82,617.00 in services billed) and reimbursement of actual and necessary expenses in the amount of \$3,231.37 for a total of \$69,324.97.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801 and served upon and received by: (i) Fleming Companies, Inc., Attn: Carlos Hernandez, Esq., General Counsel, 1945 Lakepointe Drive, Lewisville, TX 75057-6424, (ii) counsel for Debtors: (A) Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, 16th Floor, P.O. Box

8705, Wilmington, Delaware 19899-8705, Attn: Laura Davis Jones, Esq., and (B) Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601, Attn: James H.M. Sprayregen, P.C.; (iii) counsel to the official unsecured creditors committee, Paul S. Anton Esq., Milbank, Tweed, Hadley & McCloy LLP; 601 South Figueroa Street, Los Angeles, California 90017, and I William Cohen, Esq., Pepper Hamilton LLP, 1201 Market Street, Suite 1600, P.O. Box 1709, Wilmington, Delaware 19899-1709; (iv) the Office of the United States Trustee, Delaware 844 King Street, Suite 2313, Wilmington, Delaware 19801, Attn: Frank J. Perch, III and; (v) Rider Bennett, LLP, Raphael T. Wallander, Esq., 333 South Seventh Street, Minneapolis, MN 55402 on or before August 7, 2003, at 4:30p.m., **prevailing Eastern Time.**

PLEASE TAKE FURTHER NOTICE that in the event timely objections to the Application are filed, a hearing will be scheduled at the convenience of the Court.

PLEASE TAKE FURTHER NOTICE that, in the absence of timely filed objections, the Court may enter an Order approving the Application on an interim basis without further notice or a hearing.

RIDER BENNETT, LLP

By 

Steven J. Kluz, Sr. (56765)

Mark W. Schneider (187896)

Patricia A. Burke (13195)

Raphael T. Wallander (#297628)

333 South Seventh Street, Suite 2000

Minneapolis, MN 55402

(612) 340-8900

Dated: 7/10, 2003

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:

Fleming Companies, Inc., et al.

CHAPTER 11

Debtor,

Court File No. 03-10945
(Jointly Administered)

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

Pursuant to 11 U.S.C. §§ 327, 328, 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure; the Retention Order (as defined below); the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "interim Compensation Order"); and the Local Rules for the United States Bankruptcy Court for the District of Delaware, the law firm of Rider Bennett, LLP ("RB"), special counsel for the Debtor in the above-captioned chapter 11 case, hereby applies for an order allowing it (i) compensation in the amount of \$66,093.60, 80% of \$82,617.00 for the reasonable and necessary legal services RB incurred in each case for the period from April 1 through May 31, 2003 (the "Fee Period"). In support of this Application, RB respectfully states as follows:

Retention of and Continuing Disinterestedness of Rider Bennett, LLP

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

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

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

4. RB may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and

this case. RB disclosed in the Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. RB will update the Affidavit when necessary and when RB becomes aware of material new information.

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

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

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

Reasonable and Necessary Services Rendered by Rider Bennett – Generally

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

APRIL- MAY 2003 (Rainbow)

| Timekeeper | Rate | Hours | Fees |
|----------------------|--------|---------------|------------------|
| Burke, Patricia Ann | 320.00 | 0.70 | 224.00 |
| Deitchler, Dale L. | 250.00 | 10.10 | 2,525.00 |
| Docherty, Michael R. | 285.00 | 0.60 | 171.00 |
| Hauge, John C. | 200.00 | 8.50 | 1,700.00 |
| Kimmel, Kathy S. | 225.00 | 1.90 | 427.50 |
| Nolan, Timothy J. | 245.00 | 5.10 | 1,249.50 |
| Pecoraro, Jessica S. | 140.00 | 103.50 | 14,490.00 |
| Roach, Charles A. | 210.00 | 2.30 | 483.00 |
| Schneider, Mark W. | 350.00 | 5.90 | 2,065.00 |
| Taber, Amy C. | 105.00 | 6.00 | 630.00 |
| Weyandt, Gregory M. | 325.00 | 7.80 | 2,535.00 |
| Grand Total | | 152.40 | 26,500.00 |

APRIL-MAY 2003 (Fleming)

| Timekeeper | Rate | Hours | Fees |
|-----------------------|-------------|---------------|------------------|
| Bratvold, Diane B. | 220.00 | 2.80 | 616.00 |
| Burke, Patricia Ann | 320.00 | 11.20 | 3,584.00 |
| Clegg, Barry F. | 350.00 | 21.20 | 7,420.00 |
| Deitchler Dale L. | 250.00 | 11.10 | 2,775.00 |
| Hauge, John C. | 200.00 | 31.90 | 6,380.00 |
| Hurias, Autumn L. | 190.00 | 0.70 | 133.00 |
| Kluz, Steven J. | 290.00 | 31.00 | 8,990.00 |
| LaFleur, Shelly D. | 140.00 | 1.50 | 210.00 |
| Magnuson, Eric J. | 350.00 | 0.40 | 140.00 |
| McGarry, Daniel J. | 175.00 | 14.70 | 2,572.50 |
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| Schneider, Mark W. | 350.00 | 59.10 | 20,685.00 |
| Wallander, Raphael T. | 175.00 | 4.30 | 752.50 |
| Welch, Jane S. | 335.00 | 2.00 | 670.00 |
| Grand Total | | 196.04 | 56,116.50 |

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

**Matter/Invoice Detail
April
Rainbow/Fleming**

| Rainbow Foods | | | | |
|----------------------|----------------|-------------|--------------|--------------|
| Matter | Invoice | Fees | Costs | Total |
| 5049.000101 | 3077707 | 870.00 | - | 870.00 |
| 5049.000218 | 3077708 | 1,670.00 | 22.10 | 1,692.10 |
| 5049.R26244 | 3077709 | 1,018.50 | 24.14 | 1,042.64 |
| 5049.R27357 | 3077710 | 756.00 | 18.53 | 774.53 |

| | | | | |
|--------------------|---------|------------------|---------------|------------------|
| 5049.000219 | 3077827 | 8,368.00 | - | 8,368.00 |
| 5049.000220 | 3077834 | 2,145.00 | 168.08 | 2,313.08 |
| 5049.R27719 | 3077837 | 3,171.00 | 81.42 | 3,252.42 |
| Grand Total | | 17,998.50 | 314.27 | 18,312.77 |

| Fleming Companies | | | | |
|--------------------------|----------------|------------------|---------------|------------------|
| Matter | Invoice | Fees | Costs | Total |
| 9112.000101 | 3077733 | 5,768.50 | 362.83 | 6,131.33 |
| 9112.000105 | 3077734 | 2,170.00 | 51.21 | 2,221.21 |
| 9112.000107 | 3077735 | 560.00 | - | 560.00 |
| 9112.000170 | 3077736 | 3,010.00 | 44.20 | 3,054.20 |
| 9112.000268 | 3077737 | 700.00 | - | 700.00 |
| 9112.000270 | 3077738 | 175.00 | - | 175.00 |
| 9112.000302 | 3077739 | 96.00 | 0.68 | 96.68 |
| 9112.000314 | 3077740 | 6,362.00 | 27.35 | 6,389.35 |
| 9112.000318 | 3077741 | 393.00 | 1.46 | 394.46 |
| 9112.000319 | 3077742 | 96.00 | - | 96.00 |
| 9112.000321 | 3077743 | 1,680.00 | - | 1,680.00 |
| 9112.000323 | 3077744 | 1,075.00 | - | 1,075.00 |
| 9112.R21836 | 3077745 | 1,874.00 | 12.72 | 1,886.72 |
| 9112.R28719 | 3077746 | 1,450.00 | 13.21 | 1,463.21 |
| 9112.R28073 | 3077841 | 133.00 | - | 133.00 |
| Grand Total | | 25,542.50 | 513.66 | 26,056.16 |

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

| Matter/Invoice Detail May Rainbow/Fleming | | | | |
|--|----------------|-------------|--------------|--------------|
| Rainbow Foods | | | | |
| Matter | Invoice | Fees | Costs | Total |
| 5049.000218 | 3079401 | - | 25.36 | 25.36 |

| | | | | |
|--------------------|---------|-----------------|---------------|-----------------|
| 5049.R28828 | 3079402 | 14.00 | - | 14.00 |
| 5049.000101 | 3079906 | 2,310.00 | 3.60 | 2,313.60 |
| 5049.000152 | 3079907 | 483.00 | 432.86 | 915.86 |
| 5049.000219 | 3079908 | 1,419.00 | 9.01 | 1,428.01 |
| 5049.000220 | 3079909 | 3,984.00 | 106.90 | 4,090.90 |
| 5049.000221 | 3079910 | 224.00 | - | 224.00 |
| 5049.R27719 | 3079911 | 67.50 | 16.68 | 84.18 |
| Grand Total | | 8,501.50 | 594.41 | 9,095.91 |

| Fleming Companies | | | | |
|--------------------------|----------------|------------------|-----------------|------------------|
| Matter | Invoice | Fees | Costs | Total |
| 9112.000101 | 3079423 | 4,399.00 | 922.12 | 5,321.12 |
| 9112.000105 | 3079912 | 389.00 | 14.11 | 403.11 |
| 9112.000107 | 3079913 | 225.00 | - | 225.00 |
| 9112.000170 | 3079914 | 4,620.00 | 0.26 | 4,620.26 |
| 9112.000247 | 3079915 | 595.00 | - | 595.00 |
| 9112.000287 | 3079916 | 385.00 | 0.62 | 385.62 |
| 9112.000308 | 3079917 | 2,250.00 | 355.42 | 2,605.42 |
| 9112.000309 | 3079918 | 224.00 | 3.22 | 227.22 |
| 9112.000313 | 3079919 | 105.00 | - | 105.00 |
| 9112.000314 | 3079920 | 617.00 | 6.70 | 623.70 |
| 9112.000315 | 3079921 | 64.00 | - | 64.00 |
| 9112.000316 | 3079922 | - | 25.40 | 25.40 |
| 9112.000317 | 3079923 | 192.00 | - | 192.00 |
| 9112.000318 | 3079924 | 2,424.00 | 238.92 | 2,662.92 |
| 9112.000319 | 3079925 | 160.00 | - | 160.00 |
| 9112.000321 | 3079926 | 1,345.00 | 83.96 | 1,428.96 |
| 9112.000323 | 3079927 | 425.00 | 55.64 | 480.64 |
| 9112.000324 | 3079928 | 8,137.50 | 1.11 | 8,138.61 |
| 9112.000325 | 3079929 | 1,450.00 | - | 1,450.00 |
| 9112.R21836 | 3079930 | 248.00 | 0.26 | 248.26 |
| 9112.R28719 | 3079931 | 2,320.00 | 101.29 | 2,421.29 |
| Grand Total | | 30,574.50 | 1,773.03 | 32,347.53 |

11. As special counsel, RB has advised and represented the Debtors in connection with the labor/employment matters and business litigation matters. Furthermore, RB has prepared various pleadings submitted to this Court for consideration and has performed all of the

other professional services that are described in this Application.

12. The rates described above are RB's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that RB rendered during the Fee Period; based on these rates and the services performed by each individual, the reasonable value of such services is \$84,019.50. The RB attorneys and paraprofessionals expended a total of 357.3 hours for multiple matters during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code the amount of fees requested is fair and reasonable given: (a) the complexity of this case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

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

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

14. The professional services that RB rendered during April of 2003 are grouped in to the numbered and titled categories of subject matters described in Paragraphs 13 through 47 herein.

15. Matter 05049.101

(Fees: \$870.00)

This matter relates to general labor relations issues for the Debtors' Rainbow Foods

Division ("Rainbow")

16. Matter 05049.000218

(Fees: \$1,692.10)

This matter relates to O'Conner vs. Rainbow Foods (St. Paul Dept. of Human Rights).

17. Matter 5049.219

(Fees: \$8,368.00)

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

18. Matter 5049.220

(Fees: \$2,145.00)

(Expenses: \$168.08)

This matter relates to an EEOC Charge of Discrimination by Eugene Red Day.

19. Matter 5049.R26244

(Fees: \$1,018.50)

(Expenses: \$24.14)

This matter involves John C. Yarian v. Rainbow Foods, a division of Fleming Companies, Inc., an Oklahoma corporation.

20. Matter 5049.R27719

(Fees: \$3,171.00)

(Expenses: \$81.42)

This matter relates to Unfair Competition Allegations by Super Valu.

21. Matter 5049.R27357

(Fees: \$756.00)

(Expenses: \$18.53)

This matter relates to Rush Creek Golf Club, Ltd., Collection Matter.

22. Matter 9112.101

(Fees: \$5,768.50)

(Expenses: \$362.83)

This matter relates to general labor matters.

23. Matter 9112.105

(Fees: \$2,170.00)

(Expenses: 51.21)

This matter relates to general corporate matters.

24. Matter 9112.107

(Fees: \$560.00)

This matter relates to Crestwood Bakeries.

25. Matter 9112.170

(Fees: \$3,010.00)

(Expenses: \$44.20)

This matter relates to the Withdrawal Liability Tracking System.

26. Matter 9112.268

(Fees: \$700.00)

This matter relates to general labor and employment advice.

27. Matter 9112.270

(Fees: \$175.00)

This matter relates to Crestwood – Driver Bargaining Unit Work Arbitration.

28. Matter 9112.302

(Fees: \$96.00)

(Expenses: \$.68)

This matter relates to Lincoln, Nebraska – Absenteeism Policy Unfair Labor Practice.

29. Matter 9112.314

(Fees: \$6,362.00)

(Expenses: \$27.35)

This matter relates to National Labor Strategy - 2003

30. Matter 9112.318

(Fees: \$393.00)

(Expenses: \$1.46)

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

31. Matter 9112.319

(Fees: \$96.00)

This matter relates to Mpls. – Kevin Brazil Discharge Grievance.

32. Matter 9112.321

(Fees: \$1,680.00)

This matter relates to Crestwood – Drug Testing Unfair Labor Practice Charge (30-CA-
16402-1).

33. Matter 9112.323

(Fees: \$1,075.00)

This matter relates to Lincoln, Nebraska Decertification Petition.

34. Matter 9112.R21836

(Fees: \$1,874.00)

(Expenses: \$12.72)

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

35. Matter 9112.R28073

(Fees: \$133.00)

This matter involves Edward Kohlwey v. Fleming Companies, Inc.

36. Matter 9112.R28719

(Fees: \$1,450.00)

(Expenses: \$13.21)

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

37. The professional services that RB rendered during May of 2003 are grouped in to the numbered and titled categories of subject matters described in Paragraphs 13 through 47 herein.

38. Matter 05049.101

(Fees: \$2,310.00)

(Expenses: \$3.60)

This matter relates to general labor matters.

39. Matter 05049.152

(Fees: \$483.00)

(Expenses: \$432.86)

This matter involves general employment matters.

40. Matter 05049/R27719

(Fees: \$67.50)

(Expenses: \$16.68)

This matter involves Unfair Competition Allegations by Super Valu.

41. Matter 05049.219

(Fees: \$1,419.00)

(Expenses: \$9.01)

This matter involves EEOC Charge of Discrimination by Rosanna Natividad.

42. Matter 05049.220

(Fees: \$3,984.00)

(Expenses: \$106.90)

This matter involves Charge of Discrimination by Eugene Red Day.

43. Matter 05049.221

(Fees: \$224.00)

This matter involves Local 653 Vacation Pay Out Grievance (Plymouth, MN).

44. Matter 05049/R28828

(Fees: \$14.00)

This matter involves Dawn Carter v. Rainbow Foods/Hopkins.

45. Matter 09112.101

(Fees: \$4,399.00)

(Expenses: \$922.12)

This matter involves general labor matters.

46. Matter 9112.105

(Fees: \$389.00)

(Expenses: \$14.11)

This matter involves general corporate matters.

47. Matter 9112.107

(Fees: \$225.00)

This matter involves Crestwood Bakeries.

48. Matter 9112.170

(Fees: \$4,620.00)

(Expenses: \$.26)

This matter involves the Withdrawal Liability Tracking System.

49. Matter 9112.247

(Fees: \$595.00)

This matter involves Massillon Division – general labor matters.

50. Matter 9112.287

(Fees: \$385.00)

(Expenses: \$.62)

This matter involves Crestwood Teamsters 2002 Customers Pickup Grievance.

51. Matter 9112.308

(Fees: \$2,250.00)

(Expenses: \$355.42)

This matter involves Sandra O'Donnell – Business Closing Complaint.

52. Matter 9112.309

(Fees: \$224.00)

(Expenses: \$3.22)

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

53. Matter 9112.313

(Fees: \$105.00)

This matter involves Crestwood Grievance #3123 – Use of Non-Bargaining Unit Personnel to Perform Bargaining Unit.

54. Matter 9112.314

(Fees: \$617.00)

(Expenses: \$6.70)

This matter involves National Labor Strategy – 2003.

55. Matter 9112.315

(Fees: \$64.00)

This matter involves Jeff Morse Discipline Grievance.

56. Matter 9112.316

(Expenses: \$25.40)

This matter involves Milwaukee Store Closing Law Complaints.

57. Matter 9112.317

(Fees: \$192.00)

This matter involves Minneapolis Local 120 – Vacation Issues.

58. Matter 9112.318

(Fees: \$2,424.00)

(Expenses: \$238.92)

This matter involves Milwaukee – Wauwatosa Store Closing Complaint.

59. Matter 9112.319

(Fees: \$160.00)

This matter involves Kevin Brazil Discharge Grievance.

60. Matter 9112.321

(Fees: \$1,345.00)

(Expenses: \$83.96)

This matter involves Crestwood – Drug Testing Unfair Labor Practice Charge.

61. Matter 9112.323

(Fees: \$425.00)

(Expenses: \$55.64)

This matter involves Lincoln, Nebraska Decertification Petition.

62. Matter 9112.324

(Fees: \$8,137.50)

(Expenses: \$1.11)

This matter involves Post Petition Labor Matters.

63. Matter 9112.325

(Fees: \$1,450.00)

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

64. Matter 9112/R21836

(Fees: \$248.00)

(Expenses: \$.26)

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

65. Matter 9112/R28719

(Fees: \$2,320.00)

(Expenses: \$101.29)

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

Actual and Necessary Expenses

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

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

68. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by RB on the Debtors' behalf during the Fee Period is attached hereto as Exhibit A. All of these disbursements compromise the requested sum of RB's out-of-pocket

expense, totaling \$3,595.41. The matter number within Exhibit A correspond to the numbers assigned to the matters described in Paragraphs 15 through 64 herein. Any missing matter numbers merely indicate that no expenses were attributed to the matter corresponding to that number during the Fee Period, but expenses may be attributable to a Subject Matter in the future.

A summary of expenses by category for the entire Fee Period is also set forth herein:

**Fleming Companies
Costs (April-May)**

| Description | Worked Amount | Billed Amount |
|--------------------------|--------------------|--------------------|
| Other Cash Disbursements | 5.00 | 5.00 |
| Cash Disbursements | 177.39 | 177.39 |
| Photocopies | 253.81 | 253.30 |
| Long Distance Telephone | 136.35 | 131.00 |
| Facsimile | 57.60 | 57.60 |
| Westlaw | 1,698.40 | 1,698.40 |
| Total | \$ 2,328.55 | \$ 2,322.69 |

**Rainbow Foods
Costs (April-May)**

| Description | Worked Amount | Billed Amount |
|-------------------------|------------------|------------------|
| Cash Disbursements | 24.00 | 24.00 |
| Photocopies | 176.80 | 172.21 |
| Long Distance Telephone | 2.53 | 2.63 |
| Facsimile | 5.40 | 5.40 |
| Westlaw | 704.44 | 704.44 |
| Total | \$ 913.17 | \$ 908.68 |

Representations

69. The fee and expense statements for the Fee Period is attached hereto as Exhibit A.

This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Fee Period. To the best of RB's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Interim Compensation Order. RB's time reports are initially handwritten or entered into the billing system by the attorney or paralegal performing the described services. The majority of the time reports are organized on a daily basis. RB is particularly sensitive to issues of "lumping", and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. RB's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code.

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

71. In summary, by this Application, RB requests compensation for fees and expense in the total amount of \$69,324.97 consisting of (a) 80% of the \$82,617.00 billed for reasonable

and necessary professional services rendered and (b) \$3,231.37 for actual and necessary costs and expenses.

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

RIDER BENNETT, LLP

By



Steven J. Kluz, Sr. (56765)

Mark W. Schneider (187896)

Patricia A. Burke (13195)

Raphael T. Wallander (297628)

333 South Seventh Street

Suite 2000

Minneapolis, MN 55402

(612) 340-7951

Dated: 7/10, 2003

EXHIBIT A

APRIL TIME



Attorneys at Law
A Limited Liability Partnership

333 South Seventh Street
Suite 2000
Minneapolis MN 55402

Telephone 612•340•8900
Web site: www.riderlaw.com
Fed I.D. #41-0838582

Mr. Pat Liska
Rainbow Foods
8000 Excelsior Avenue E.
Hopkins, MN 55343

Invoice Number 3077707
Invoice Date 05/09/03
Billing Attorney 0157

Re: 05049.000101 General Labor

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/07/2003 | MWS | Conference with Pat Liska regarding status of sale | .50 |
| 04/15/2003 | JCH | Prepare e-mail response to Randy Drescher analyzing FMLA/ADA implications vis the return to work of an employee after short leave | 1.20 |
| 04/16/2003 | MWS | Review FMLA correspondence; conference regarding same | .30 |
| 04/17/2003 | MWS | Meeting with Pat Liska regarding ongoing labor matters and status of sale | 1.00 |
| | | Total Hours | <u>3.00</u> |

Current Fees 870.00

Total Amount of this Invoice \$ 870.00

Total Balance Due Upon Receipt \$ 870.00

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077708
Invoice Date 05/09/03
Billing Attorney 0157

Re: 05049.000218 O'Conner vs. Rainbow Foods (St. Paul Dept. of Human Rights-Case No.:
A3940/EEOC#26FA300018)

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/10/2003 | JCH | Prepare for and conduct telephone interviews with SPDHR investigator Erin Hall and employees from the Arcade store; review statement notes prepared by Ms. Hall and prepare letters to employees describing review and ratification process; conference with Randy Drescher regarding interviews | 5.10 |
| 04/22/2003 | MWS | Conference with Attorney Hauge regarding no probable cause finding | .30 |
| 04/22/2003 | JCH | Review no probable cause decision of St. Paul Department of Human Rights and prepare letter regarding same to Randy Drescher; prepare letter to SPDHR investigator Erin Hall regarding interview statements and data practices acknowledgments submitted by John Roby and Theresa Svec | 1.00 |
| 04/24/2003 | JCH | Telephone conference with Randy Drescher regarding the return by employees of signed statement forms; prepare letter to Erin Hall regarding Nierenhausen data practices acknowledgment | .60 |
| 04/25/2003 | MWS | Review correspondence to Department of Human Rights; conference regarding status; review decision | .30 |
| 04/25/2003 | JCH | Telephone conference with Joe Nierenhausen regarding employee statements and prepare second letters to Nierenhausen and Reggie Richards regarding employee statements | .60 |
| Total Hours | | | 7.90 |

Current Fees

1,670.00

05049
000218

Rainbow Foods
O'Conner vs. Rainbow Foods (St. Paul

Invoice Number 3077708
Page 2
May 9, 2003

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|---------------------------------------|--------------------------|
| | Photocopies | 22.10 |
| | Current Expenses | <u>22.10</u> |
| | Total Amount of this Invoice | \$1,692.10 |
| | Balance due as of March 31, 2003 | \$ 920.00 |
| | Less Payments Received | (\$.00) |
| | Prior Balance Due | <u>920.00</u> |
| | Total Balance Due Upon Receipt | <u>\$2,612.10</u> |

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Mr. Pat Liska
Rainbow Foods
8000 Excelsior Avenue East
Hopkins, MN 55343

Invoice Number 3077827
Invoice Date 05/09/03
Billing Attorney 0157

Re: 05049.000219 EEOC Charge of Discrimination by Rosanna Natividad

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/02/2003 | JSP | Draft letter and have telephone conversation with Mr. Escobedo at the EEOC regarding filing for Chapter 11 | .20 |
| 04/04/2003 | JSP | Telephone conversation and letter to Mr. Escobedo informing her that the process for Rider Bennett's continuing representation in this matter is underway | .20 |
| 04/07/2003 | MWS | Conference with Attorney Deitchler regarding status; review correspondence | .00 |
| 04/15/2003 | JSP | Continue to draft position statement; detail the results of Randy Drescher's harassment investigation as well as the results of the retaliation investigation; continue to research Texas and 5th Circuit case law regarding sexual harassment including quid pro quo harassment as well as hostile work environment harassment | 7.40 |
| 04/16/2003 | JSP | Continue to draft Company's legal argument to Ms. Natividad's charge of sexual harassment; outline the standards for quid pro quo and hostile work environment sexual harassment | 7.70 |
| 04/17/2003 | JSP | Research Texas and 5th Circuit case law for sexual harassment cases where the conduct does not rise to the level of hostile work environment; review personnel files of Ms. Natividad and Mr. Herrera | 6.80 |
| 04/18/2003 | JSP | Draft response to Ms. Natividad's claims of retaliation; research and analyze case law relating to retaliation in Texas | 6.20 |
| 04/22/2003 | JSP | Complete drafting retaliation section of Rainbow's position statement in response to Ms. Natividad's charge | 4.10 |
| 04/23/2003 | DLD | Review Position Statement | 1.30 |

05049
000219

Rainbow Foods
EEOC Charge of Discrimination by Rosanna

Invoice Number 3077827
Page 2
May 9, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/23/2003 | JSP | Meeting with Attorney Deitchler to discuss Company's response to Ms. Natividad's Charge; telephone conference with Randy Drescher regarding the Charge response; send letter to EEOC investigator regarding the response deadline; continue to draft quid pro quo harassment response | 7.90 |
| 04/24/2003 | JSP | Continue to draft Company's position statement responding to Ms. Natividad's charge of discrimination including the lack of a tangible employment detriment and nexus between her layoff and her complaining of illegal activity | 6.70 |
| 04/25/2003 | MWS | Review EEOC correspondence; conference with Attorney Pecoraro regarding same | .30 |
| 04/25/2003 | JSP | Respond to Ms. Natividad's Charge of discrimination; detail Rainbow's procedures for harassment/offensive behavior reporting; detail how Ms. Natividad failed to follow these procedures; research cases concerning an employee's failure to utilize the procedures in place at an employer's facility for reporting behavior | 5.30 |
| 04/27/2003 | JSP | Continue to respond to Ms. Natividad's charge of discrimination including the company's legitimate and non-discriminatory reasons for her temporary layoff; outline Ms. Natividad's untimely filing of this charge as she initially states that she complained of this behavior several years prior | 2.10 |
| 04/29/2003 | JSP | Continue to draft response to Charge of Discrimination; research cases related to hostile work environment and behavior which is sufficiently severe and pervasive to rise to the level of a hostile environment; detail findings of research within the response | 2.10 |
| Total Hours | | | 58.30 |

Current Fees 8,368.00

Total Amount of this Invoice \$8,368.00

Total Balance Due Upon Receipt \$8,368.00

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Fed I.D. #41-0838582

Mr. Pat Liska
Rainbow Foods
8000 Excelsior Avenue East
Hopkins, MN 55343

Invoice Number 3077834
Invoice Date 05/09/03
Billing Attorney 0157

Re: 05049.000220 Charge of Discrimination by Eugene Red Day

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/02/2003 | JSP | Draft letter to and have telephone conversation with Ms. Caldwell at the Minneapolis Department of Civil Rights regarding filing for Chapter 11 | .20 |
| 04/04/2003 | JSP | Telephone conversation and letter to Ms. Caldwell informing her that the process for Rider Bennett's continuing representation in this matter is underway | .20 |
| 04/21/2003 | JSP | Continue to draft Company's position statement; review the number of hours worked by Ms. Natividad prior to and following her potential layoff; continue to review results of Mr. Drescher's investigation | 4.80 |
| 04/22/2003 | JSP | Research public accommodation Minneapolis city ordinance and corresponding case law; begin to draft letter to Complaint investigator | 4.90 |
| 04/23/2003 | DLD | Review Position Statement | 1.30 |
| 04/28/2003 | JSP | Continue to research and analyze cases concerning public accommodation; the agency relationship between employee's and their company | 2.90 |
| | | Total Hours | <u>14.30</u> |

Current Fees 2,145.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------|---------------|
| | Westlaw | 168.08 |
| | Current Expenses | <u>168.08</u> |

05049
000220

Rainbow Foods
Charge of Discrimination by Eugene Red Day

Invoice Number 3077834
Page 2
May 9, 2003

| | |
|-------------------------------------|-------------------|
| Total Amount of this Invoice | \$2,313.08 |
|-------------------------------------|-------------------|

| | |
|---------------------------------------|--------------------------|
| Total Balance Due Upon Receipt | <u>\$2,313.08</u> |
|---------------------------------------|--------------------------|

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Mr. Patrick Liska
Rainbow Foods
8000 Excelsior Avenue East
Hopkins, MN 55343

Invoice Number 3077709
Invoice Date 05/09/03
Billing Attorney 0157

Re: 05049.R26244 Yarian, John C. -vs- RAINBOW FOODS, a division Fleming Companies, Inc., an Oklahoma corporation

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/01/2003 | TJN | Notify opposing counsel of Fleming's bankruptcy filing | .40 |
| 04/02/2003 | TJN | Notify court of Fleming-bankruptcy filing | .40 |
| 04/07/2003 | MWS | Review correspondence; conference regarding same with Attorney Nolan | .30 |
| 04/07/2003 | TJN | Prepare status update to client on Judge Davis' denial of summary judgment and forward with court's decision | 1.50 |
| 04/15/2003 | TJN | Prepare and arrange for filing with court and service on opposing counsel the Suggestion of Bankruptcy | 1.00 |
| 04/17/2003 | MWS | Review correspondence to clerk regarding bankruptcy; conference with Attorney Nolan | .30 |
| | | Total Hours | 3.90 |

Current Fees 1,018.50

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------|---------------|
| | Photocopies | 24.14 |
| | Current Expenses | 24.14 |

Total Amount of this Invoice \$1,042.64

Total Balance Due Upon Receipt \$1,042.64



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Carlos Hernandez, Esq.
General Counsel
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75057-6424

Invoice Number 3077837
Invoice Date 05/09/03
Billing Attorney 0157

Re: 05049.R27719 Unfair Competition Allegations by SuperValu

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/01/2003 | GMW | Numerous telephone conferences with counsel representing various parties with respect to Fleming chapter 11 and effect on settlement and next action to confirm settlement | 2.90 |
| 04/02/2003 | GMW | Telephone conferences with various lawyers regarding effect of filing for chapter 11 by Fleming; correspondence to all counsel regarding impact of filing on settlement date | 1.20 |
| 04/02/2003 | KSK | Telephone conferences (2) with Mr. Ward discussing status of payment from Fleming; telephone conference with Mr. Bistany discussing payment from Pacific Employers; telephone conference with Ms. Broman discussing status of payment from Zurich; telephone conference with Mr. Gullickson discussing status of payment for H. Brooks; telephone conference with Mr. Eby discussing status of payments; draft correspondence to Mr. Bistany and Ms. Broman regarding and attaching signature pages for Settlement Agreement | 1.00 |
| 04/03/2003 | GMW | Numerous telephone conferences with counsel for SuperValu, H. Brooks, insurers, Fleming's bankruptcy counsel and Mr. Birchette regarding settlement and vacating stay of bankruptcy order with respect to insurance proceeds and H. Brooks settlement | 2.50 |
| 04/04/2003 | GMW | Voice mail message for Mr. Liska and review fax from SuperValu lawyers and prepare response; e-mail to counsel for H. Brooks | .60 |
| 04/09/2003 | MRD | Collect information regarding expert accounts | .40 |
| 04/10/2003 | MRD | Voice messaging with Eric Magnuson regarding expert fees | .10 |
| 04/15/2003 | MRD | Interoffice conference with Joe Finnigan regarding invoice for Ron Cotterill, antitrust expert | .10 |

05049
R27719

Rainbow Foods
Unfair Competition Allegations by SuperValu

Invoice Number 3077837
Page 2
May 9, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/16/2003 | GMW | Office conference regarding effect of settlement and actions taken by insurers | .30 |
| 04/16/2003 | KSK | Telephone conference with Messrs. Birchette, Ward and Mooney discussing status of settlement agreement and payment by insurance companies; draft correspondence to Mr. Cramer regarding status of settlement of lawsuit and status of payments by insurance companies | .50 |
| 04/17/2003 | KSK | Telephone conference with Mr. Cramer of Kirland & Ellis discussing status of settlement of SuperValu v. Rainbow et al lawsuit | .10 |
| 04/18/2003 | GMW | Telephone conferences with various individuals regarding status of settlement and effect of bankruptcy | .30 |
| 04/21/2003 | MWS | Review settlement correspondence; conference with Attorney Weyandt | .30 |
| | | Total Hours | <u>10.30</u> |

Current Fees 3,171.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------------------|-------------------|
| | Photocopies | 77.86 |
| | Long Distance Telephone | 1.76 |
| | Facsimile | 1.80 |
| | Current Expenses | <u>81.42</u> |
| | Total Amount of this Invoice | \$3,252.42 |
| | Total Balance Due Upon Receipt | <u>\$3,252.42</u> |

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A Limited Liability Partnership

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Fed I.D. #41-0838582

Charles Mooney, Esq.
Fleming Companies, Inc.
1945 Lakepoint Drive
Lewisville, TX 75057-6424

Invoice Number 3077710
Invoice Date 05/09/03
Billing Attorney 0157

Re: 05049.R27357 Rush Creek Golf Club, Ltd., Collection Matter

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/01/2003 | TJN | Notify opposing counsel of Fleming's bankruptcy filing | .40 |
| 04/02/2003 | TJN | Notify court of Fleming bankruptcy filing | .40 |
| 04/07/2003 | MWS | Review correspondence; conference regarding status with Attorney Nolan | .30 |
| 04/10/2003 | MWS | Review correspondence regarding bankruptcy petition; conference with Attorney Nolan | .30 |
| 04/15/2003 | TJN | Prepare and arrange for filing with court and service on opposing counsel the Suggestion of Bankruptcy | 1.00 |
| 04/17/2003 | MWS | Review correspondence to clerk regarding bankruptcy; conference with Attorney Nolan | .30 |
| | | Total Hours | <u>2.70</u> |

Current Fees 756.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------------------|------------------|
| | Photocopies | 18.53 |
| | Current Expenses | <u>18.53</u> |
| | Total Amount of this Invoice | \$ 774.53 |
| | Total Balance Due Upon Receipt | <u>\$ 774.53</u> |



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Fed I.D. #41-0838582

David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077733
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000101 General Labor

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/04/2003 | MWS | Multiple conferences regarding bankruptcy labor issues; office conference regarding same; conference with David Coleman; conference with Allan Richards | 3.00 |
| 04/07/2003 | MWS | Multiple conference regarding Rainbow and Minneapolis labor issues; conference regarding Rainbow pension | 1.00 |
| 04/07/2003 | DJM | Review relevant case law regarding administrative priority of "withdrawal liability" incurred by withdrawal from multi employer pension and employee benefit plan | 3.00 |
| 04/08/2003 | DJM | Additional legal research regarding "withdrawal liability" and administrative priority claim; draft and revise memorandum to Barry Clegg regarding same | 2.50 |
| 04/09/2003 | PAB | Telephone conference with Allan Richards regarding WARN issues associated with closing facilities and stores with less than 60 days notice and whether any exceptions apply | .30 |
| 04/10/2003 | DLD | WARN Act research | .90 |
| 04/14/2003 | MWS | Review memo regarding Wisconsin WARN cases; conference with Attorney Burke; conference regarding Kansas City closure agreement | .80 |
| 04/15/2003 | MWS | Conference with David Coleman regarding Milwaukee competitor contracts; conference with Attorney Burke regarding same | .50 |
| 04/18/2003 | MWS | Work on Crestwood and Fleming unfair labor practice and grievance matters | 2.00 |
| 04/21/2003 | MWS | Review WARN; conference with David Coleman regarding North Carolina and Utah; conference with Attorney Deitchler regarding same | 1.00 |
| 04/22/2003 | MWS | Review WARN case law; conference with Attorney Burke | .50 |

09112
000101

Fleming Companies, Inc.
General Labor

Invoice Number 3077733
Page 2
May 9, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/23/2003 | MWS | Review WARN cases; review correspondence to client regarding WARN; conference with client regarding same | .50 |
| 04/23/2003 | DLD | Draft summary e-mail concerning WARN Act obligations in bankruptcy context as well as in relation to financing and inventory issues; e-mail client cases | .50 |
| 04/24/2003 | MWS | Conference with Attorney Richards regarding Milwaukee issues | .30 |
| 04/24/2003 | DLD | Prepare follow-up e-mail concerning withdrawal liability estimates; | .50 |
| 04/25/2003 | MWS | Multiple conferences regarding labor contract matters with David Coleman and Bill Merrigan | 1.00 |
| 04/28/2003 | MWS | Multiple conferences and work on ongoing labor matters in Milwaukee and Minneapolis | 1.00 |
| 04/30/2003 | MWS | Conferences with Allan Richards regarding vacation and pending grievances | .50 |
| Total Hours | | | <u>19.80</u> |

Current Fees

5,768.50

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|------------------|-------------------------|---------------|
| | Photocopies | 3.91 |
| | Long Distance Telephone | 84.44 |
| | Westlaw | 274.48 |
| Current Expenses | | <u>362.83</u> |

Total Amount of this Invoice

\$6,131.33

Total Balance Due Upon Receipt

\$6,131.33

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Carlos Hernandez, Esq.
General Counsel
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75057-6424

Invoice Number 3077734
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000105 General Corporate Matters

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/01/2003 | SJK | Conferences with Mr. Coleman and others at Fleming regarding appropriate handling of various matters post Chapter 11 filing | 1.00 |
| 04/02/2003 | SJK | Respond to various questions involving automatic stay issues as they relate to pending lawsuits and appeals | 1.00 |
| 04/08/2003 | SJK | Work on Rider Bennett's appointment as special counsel; work on issues involving rejection of collective bargaining agreement; conference call with Mr. Coleman and others regarding same | 2.50 |
| 04/08/2003 | SDL | Obtain copies of documents from Delaware Bankruptcy Court | 1.00 |
| 04/25/2003 | SJK | Work on various matters involving bankruptcy; dictate e-mails to Delaware counsel for filing regarding Section 327 application | 2.00 |
| 04/28/2003 | SJK | Work on getting approval of Rider Bennett to serve as special counsel | .50 |
| | | Total Hours | 8.00 |

Current Fees

2,170.00

09112
000105

Fleming Companies, Inc.
General Corporate Matters

Invoice Number 3077734
Page 2
May 9, 2003

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--|-------------------|
| | Photocopies | 19.55 |
| | Long Distance Telephone | 1.84 |
| | Facsimile | 16.20 |
| 04/29/2003 | Vendor: Federal Express Letter to Marjon Ghasemi regarding Chapter 11 application for representation of client | 13.62 |
| | Current Expenses | <u>51.21</u> |
| | Total Amount of this Invoice | \$2,221.21 |
| | Total Balance Due Upon Receipt | <u>\$2,221.21</u> |

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077735
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000107 Crestwood Bakeries

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/09/2003 | MWS | Conference with Bakery union and drug testing; office conference regarding drug plans during negotiations | .30 |
| 04/10/2003 | MWS | Conference with Attorney Hauge regarding testing policy; conference with Attorney Richards regarding meeting with union | .50 |
| 04/15/2003 | MWS | Conference regarding drug testing; conference regarding discharge | .50 |
| 04/22/2003 | MWS | Conference with Bakers union regarding drug testing policy; conference with Attorney Richards regarding same | .30 |
| | | Total Hours | <u>1.60</u> |

Current Fees 560.00

Total Amount of this Invoice \$ 560.00

Total Balance Due Upon Receipt \$ 560.00

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077736
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000170 Withdrawal Liability Tracking System

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/07/2003 | BFC | Analysis regarding withdrawal liability issues; computations regarding same | 3.40 |
| 04/17/2003 | BFC | Analysis regarding withdrawal liability issues and bankruptcy issues; work on same | 1.30 |
| 04/18/2003 | BFC | Withdrawal liability analysis; update same | 1.40 |
| 04/24/2003 | MWS | Conference with Attorney Clegg regarding withdrawal liability | .30 |
| 04/29/2003 | BFC | Withdrawal liability analysis regarding Marshfield facility | 2.20 |
| | | Total Hours | <u>8.60</u> |

Current Fees 3,010.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------|---------------|
| | Photocopies | 44.20 |
| | Current Expenses | <u>44.20</u> |

Total Amount of this Invoice \$3,054.20

Total Balance Due Upon Receipt \$3,054.20

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077737
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000268 Minneapolis - General Labor and Employment Advice

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/17/2003 | MWS | Conference with Teamsters regarding Minneapolis warehouse and bankruptcy issues | 1.00 |
| 04/28/2003 | MWS | Conference with Teamsters regarding grievances; conference with Allan Richards regarding same | 1.00 |
| | | Total Hours | 2.00 |

Current Fees 700.00

Total Amount of this Invoice \$ 700.00

Total Balance Due Upon Receipt \$ 700.00

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077738
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000270 Crestwood - Driver Bargaining Unit Work Arbitration

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|------------------|
| 04/28/2003 | MWS | Conference with Attorney Deitchler regarding withdrawal liability; review chart | .50 |
| | | Total Hours | <u>.50</u> |
| | | Current Fees | 175.00 |
| | | Total Amount of this Invoice | \$ 175.00 |
| | | Total Balance Due Upon Receipt | <u>\$ 175.00</u> |

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077739
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000302 Lincoln, Nebraska - Absenteeism Policy Unfair Labor Practice

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 03/24/2003 | PAB | Receipt and review of correspondence from NLRB indicating that charge has been withdrawn; correspondence to Allan Richards forwarding a copy of this correspondence | .30 |
| Total Hours | | | <u>.30</u> |

Current Fees 96.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|------------------|--------------------|---------------|
| | Photocopies | .68 |
| Current Expenses | | <u>.68</u> |

Total Amount of this Invoice \$ 96.68

Total Balance Due Upon Receipt \$ 96.68

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077740
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000314 National Labor Strategy - 2003

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/01/2003 | PAB | Office work in connection with effects bargaining issues | .50 |
| 04/03/2003 | PAB | Review office directions from Mark Schneider regarding analysis of proposed changes by Dick Wares to Kansas City agreement and communication of this analysis to David Coleman; review proposed changes; telephone conference with Mr. Coleman to discuss these issues and other related labor strategy issues; e-mail summary and file notes to Mark Schneider | .80 |
| 04/07/2003 | PAB | Conference with Mark Schneider regarding research needed on Teamsters issues; research Teamsters literature regarding requirement that all contracts be approved by the International before they are ratified, including January 19, 2001 policy statement on this issue for contracts within the warehouse division | .80 |
| 04/08/2003 | MWS | Work on ongoing labor matters for Rainbow and Fleming; conferences regarding bankruptcy issues | 2.00 |
| 04/11/2003 | MWS | Conference with Dick Wares regarding status of bankruptcy; conference with client regarding same | 3.00 |
| 04/14/2003 | MWS | Review correspondence from Attorney Wares; conference regarding Attorney Burke | .50 |
| 04/16/2003 | MWS | Conference with David Coleman regarding Kansas City | .30 |
| 04/21/2003 | PAB | Office conference with Mark Schneider regarding plant closing issues related to Salt Lake City and North Carolina; discuss needed research on these issues with Dale Deitchler; research regarding specific examples of when WARN exceptions under unforeseen business circumstances have been upheld; substantive e-mail to David Coleman forwarding results of research on exception issue | 2.40 |

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000314

Fleming Companies, Inc.
National Labor Strategy - 2003

Invoice Number 3077740
Page 2
May 9, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/21/2003 | MWS | Conference with David Coleman regarding Lincoln decertification; conference with Attorney Burke regarding RWDSA information | .50 |
| 04/21/2003 | DLD | WARN/Bankruptcy/Unforeseen Business Circumstances research and e-mail to client and telephone conference with client | 4.00 |
| 04/22/2003 | MWS | Work on RWDSU material regarding Lincoln decertification | 1.00 |
| 04/22/2003 | MWS | Work on withdrawal liability issues; conference with Attorney Deitchler regarding same; conference with David Coleman's office | 1.00 |
| 04/22/2003 | DLD | File review and telephone conferences with fund lawyer and with client concerning withdrawal liability numbers; e-mails to client to report numbers | 1.00 |
| 04/24/2003 | PAB | Telephone conference with Rory Seidens to review several plant closing issues related to multiple locations in same city and whether they would be considered a common campus | .40 |
| 04/25/2003 | DLD | Edit and revise follow up memorandum on withdrawal liability | 2.10 |
| 04/28/2003 | PAB | Exchange voice mail messages with Allan Richards regarding status of various matters | .20 |
| 04/29/2003 | DLD | Review and respond to client communication concerning updated Marshfield withdrawal liability information | .20 |
| Total Hours | | | <u>20.70</u> |

Current Fees

6,362.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|------------------|-------------------------|---------------|
| | Photocopies | 3.91 |
| | Long Distance Telephone | 4.34 |
| | Facsimile | 14.10 |
| 04/08/2003 | Cell phone call charges | 5.00 |
| Current Expenses | | <u>27.35</u> |

Total Amount of this Invoice

\$6,389.35

Balance due as of March 31, 2003

\$16,290.90

Less Payments Received

(\$.00)

Prior Balance Due

16,290.90

Total Balance Due Upon Receipt

\$22,680.25



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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077741
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000318 Milwaukee - Wauwatosa Store Closing Complaint ERD #200300873

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/01/2003 | PAB | Telephone conference with Steve Laesch to advise of bankruptcy filing; correspondence to Mr. Laesch confirming information regarding bankruptcy and automatic stay | .40 |
| 04/11/2003 | PAB | Review and analyze WARN research requested by Allan Richards and forward substantive e-mail to Mr. Richards summarizing research regarding single site of employment and exceptions related to faltering company and unforeseen business circumstances | .30 |
| 04/15/2003 | PAB | Correspondence to ERD investigator advising of current status of when Fleming will be providing further responses in these matters | .20 |
| 04/17/2003 | MWS | Review plant closing correspondence; conference regarding same | .30 |
| | | Total Hours | <u>1.20</u> |
| | | Current Fees | 393.00 |

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|------------------------------|---------------|
| | Photocopies | .68 |
| | Long Distance Telephone | .18 |
| | Facsimile | .60 |
| | Current Expenses | <u>1.46</u> |
| | Total Amount of this Invoice | \$ 394.46 |



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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077742
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000319 MPLS--Kevin Brazil Discharge Grievance

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/10/2003 | PAB | Office work to review arbitrator information and rank arbitrators for upcoming conference with union to select arbitrator; telephone conference with Bryan Rademacher to delay selection of arbitrator in this case | .30 |
| | | Total Hours | <u>.30</u> |

Current Fees 96.00

Total Amount of this Invoice \$ 96.00

Total Balance Due Upon Receipt \$ 96.00

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077743
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000321 Crestwood -- Drug Testing Unfair Labor Practice Charge (30-CA-16402-1)

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/07/2003 | MWS | Review NLRB correspondence; conference with Attorney Hauge regarding reply | .50 |
| 04/11/2003 | MWS | Conference with Attorney Richards regarding meeting cancellation; conference with union regarding same | .50 |
| 04/21/2003 | MWS | Conference with Attorney Hauge regarding position statement; review NLRB correspondence | .50 |
| 04/23/2003 | JCH | Contact Region 30 to discuss enlarging the period for Crestwood to respond to the charge given Fleming's recent bankruptcy filing | .80 |
| 04/28/2003 | MWS | Conferences with NLRB regarding charge status; conferences with Kurt Schmidt regarding charges; conference with Allan Richards regarding charges | .70 |
| 04/28/2003 | JCH | Telephone conference with Aaron Tharp regarding Crestwood negotiations and charge allegations; conference with Attorney Schneider regarding same | .70 |
| 04/29/2003 | MWS | Conference regarding amended charge to NLRB | .30 |
| 04/29/2003 | JCH | Prepare letter to union regarding bargaining notes and file information demonstrating that bargaining over Crestwood's drug and alcohol testing policy took place and resulted in the adoption of a specific policy | 2.00 |
| 04/30/2003 | MWS | Review draft of correspondence to union forwarding bargaining information regarding drug free work place policy | .30 |
| | | Total Hours | <u>6.30</u> |

Current Fees 1,680.00

Total Amount of this Invoice \$1,680.00

09112
000321

Fleming Companies, Inc.
Crestwood -- Drug Testing Unfair Labor Practice

Invoice Number 3077743
Page 2
May 9, 2003

Balance due as of March 31, 2003 \$ 457.89

Less Payments Received (\$.00)

Prior Balance Due 457.89

Total Balance Due Upon Receipt \$2,137.89

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077744
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.000323 Lincoln, Nebraska Decertification Petition - Case No. 17-RD-1669

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/24/2003 | JCH | Research regarding Retail, Wholesale and Department Store Union international, regional and local organizations and federal reporting forms for each organization; prepare letter to David Coleman regarding LM-reports for RWDSU international and Local 1771; prepare FOIA request to Region 27 for election and unfair labor practice information | 3.10 |
| 04/25/2003 | MWS | Conference with David Coleman regarding contracts and union information; review RWDSU information | 1.30 |
| | | Total Hours | 4.40 |

Current Fees 1,075.00

Total Amount of this Invoice \$1,075.00

Total Balance Due Upon Receipt \$1,075.00

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Fed I.D. #41-0838582

Mr. Perry Flemmen
Fleming Companies, Inc.
Superior Division
P.O. Box 1149
Superior, WI 54880

Invoice Number 3077745
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.R21836 Superior - Duane Betterman -vs- FLEMING COMPANIES, INC.

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 04/01/2003 | DQP | Telephone conference with opposing counsel regarding supersedes bond; telephone call to Perry Flemmen regarding status of bond; telephone conference with opposing counsel regarding bankruptcy filing; office work regarding status of bond; office work regarding effect of bankruptcy filing on appeal | .80 |
| 04/01/2003 | JCH | Telephone conference with Attorneys Poretti and Bratvold regarding Bond and stipulation | .50 |
| 04/01/2003 | DBB | Receive notice of Chapter 11 for Fleming Company; ascertain status of supersedeas bond and stipulation to stay; analyze options | 1.70 |
| 04/02/2003 | DQP | Telephone conference with Perry Flemmen regarding bond; correspondence to opposing counsel regarding bankruptcy filing | .30 |
| 04/02/2003 | DBB | Prepare correspondence to court of appeals re bankruptcy filing; prepare estimate of fees for conclusion of appeal | 1.10 |
| 04/04/2003 | DQP | Telephone conference with opposing counsel regarding status of supersedeas bond; telephone conference with Perry Flemmen regarding status of bond | .50 |
| 04/08/2003 | DQP | Telephone conference with opposing counsel regarding supersedeas bond; office work regarding status of bond and ability of plaintiff to collect on bond | .70 |
| 04/14/2003 | DQP | Receive and review bond from Perry Flemmen; telephone conference with opposing counsel | .30 |
| 04/28/2003 | DQP | Telephone conference with Jody Massingil (Fleming) regarding plaintiff's request to lift stay; receive and review correspondence from opposing counsel regarding lifting the stay; office work regarding supersedeas as bond issue | .70 |

09112
R21836

Fleming Companies, Inc.
Superior - Duane Betterman -vs- FLEMING

Invoice Number 3077745
Page 2
May 9, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/29/2003 | MWS | Review correspondence regarding status; conference with Attorney Poretti regarding same | .30 |
| 04/29/2003 | DQP | Draft correspondence to bankruptcy counsel regarding stay of proceedings | .30 |
| 04/30/2003 | DQP | Finalize letter to bankruptcy counsel regarding status of supersedeas bond and plaintiff's request for a lifting of the stay | .30 |
| | | Total Hours | <u>7.50</u> |

Current Fees 1,874.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|-------------------------|---------------|
| | Photocopies | 10.54 |
| | Long Distance Telephone | .08 |
| | Facsimile | 2.10 |
| | Current Expenses | <u>12.72</u> |

Total Amount of this Invoice \$1,886.72

Total Balance Due Upon Receipt \$1,886.72

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077841
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.R28073 Kohlwey, Edward v. Fleming Companies, Inc.

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/15/2003 | ALH | Prepare Suggestion of bankruptcy for all current litigation | .40 |
| 04/21/2003 | ALH | Review letter from attorney Ghasemi at Kirland & Ellis and prepare suggestion of bankruptcy form to be filed | .30 |
| | | Total Hours | <u>.70</u> |

Current Fees 133.00

Total Amount of this Invoice \$ 133.00

Balance due as of May 9, 2003 \$4,313.07

Less Payments Received (\$.00)

Prior Balance Due 4,313.07

Total Balance Due Upon Receipt \$4,446.07

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Fed I.D. #41-0838582

Craig Birchette, Esq.
Legal Department
Fleming Companies
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3077746
Invoice Date 05/09/03
Billing Attorney 0157

Re: 09112.R28719 Marshfield - Fleming Companies, Inc. v. National Petroleum, inc., individually and d/b/a Petro Mart, and Navdeep Walia, an individual

For Professional Services Rendered through April 30, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 04/07/2003 | SJK | Review invoices and transmit to Attorney Santarelli | 1.50 |
| 04/25/2003 | SJK | Conference with Attorney Santarelli regarding possible settlement of case | 1.00 |
| 04/28/2003 | SJK | Preparation for, and attendance at, pretrial conference with Judge Clevert | 1.00 |
| 04/29/2003 | SJK | Draft Order per request of Judge Clevert | 1.50 |
| | | Total Hours | <u>5.00</u> |

Current Fees 1,450.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|-------------------------|---------------|
| | Photocopies | 7.82 |
| | Long Distance Telephone | 3.89 |
| | Facsimile | 1.50 |
| | Current Expenses | <u>13.21</u> |

Total Amount of this Invoice \$1,463.21

Balance due as of March 31, 2003 \$2,417.28

Less Payments Received (\$.00)

09112
R28719

Fleming Companies, Inc.
Marshfield - Fleming Companies, Inc. v. National

Invoice Number 3077746
Page 2
May 9, 2003

Prior Balance Due

2,417.28

Total Balance Due Upon Receipt

\$3,880.49

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MAY TIME



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David Coleman, Esq.
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75029

Invoice Number 3079906
Invoice Date 06/11/03
Billing Attorney 0157

Re: 05049.000101 General Labor

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/01/2003 | MWS | Multiple conferences regarding sale status | .50 |
| 05/02/2003 | MWS | Conference with Pat Liska regarding sale status | .30 |
| 05/02/2003 | JSP | Respond to question from Lee Ann White regarding military leave | .30 |
| 05/12/2003 | MWS | Review correspondence regarding Store 912 closing; conference with Attorney Hauge | .30 |
| 05/12/2003 | JSP | Telephone conference with Randy Drescher and Lee Ann White regarding employee who was transferred to another store location while he was out on medical leave; research regarding transfer and the restrictions placed upon the employee by his doctor | .70 |
| 05/13/2003 | JSP | Telephone call to Randy Drescher regarding the transfer of an employee to a different store and the issues that may result because of the transfer | .20 |
| 05/14/2003 | JSP | Telephone call with Randy Drescher regarding letter from Attorney General's office regarding a store posting about a possible shoplifter | .20 |
| 05/16/2003 | JSP | Telephone call with Assistant Attorney General relating to Laura Johnson's charge of defamation; contact store manager Pat Larson to discuss Ms. Larson; contact Randy Drescher relating to the defamation claim; draft letter to the Assistant Attorney General explaining the incident with Laura Johnson; research Attorney General's statutory authority to represent an individual for a defamation charge | 2.10 |
| 05/19/2003 | DLD | Review attorney general correspondence and draft reply documentation and multiple telephone conferences with attorney general's office concerning obligations; draft detailed email to client describing options and recommendation | 1.70 |

05049
000101

Rainbow Foods
General Labor

Invoice Number 3079906
Page 2
June 11, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/19/2003 | DLD | Telephone conference with client concerning FMLA issues and FMLA obligations of seller; research and e-mail initial response to client concerning seller obligations | 1.10 |
| 05/21/2003 | MWS | Conference regarding FMLA obligations; review correspondence | .30 |
| 05/29/2003 | ACT | Researched case law on jurisdictional issue--labor or bankruptcy | 6.00 |
| | | Total Hours | <u>13.70</u> |

Current Fees

2,310.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------|---------------|
| | Facsimile | 3.60 |
| | Current Expenses | <u>3.60</u> |

Total Amount of this Invoice

\$2,313.60

Total Balance Due Upon Receipt

\$2,313.60

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David Coleman
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75029

Invoice Number 3079907
Invoice Date 06/11/03
Billing Attorney 0157

Re: 05049.000152 General Employment Matters

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/27/2003 | CAR | Research case law and regulations regarding FMLA obligations for employer and successor in interest in connection with sale of business to determine what, if any, FMLA obligations seller may have | 2.30 |
| Total Hours | | | <u>2.30</u> |

Current Fees 483.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|--------------------------------|--------------------|------------------|
| | Westlaw | 432.86 |
| Current Expenses | | <u>432.86</u> |
| Total Amount of this Invoice | | \$ 915.86 |
| Total Balance Due Upon Receipt | | <u>\$ 915.86</u> |

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Carlos Hernandez, Esq.
General Counsel
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75057-6424

Invoice Number 3079911
Invoice Date 06/11/03
Billing Attorney 0157

Re: 05049.R27719 Unfair Competition Allegations by SuperValu

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/21/2003 | KSK | Review correspondence from Mr. Ward inquiring about disclosure of Settlement Agreement between Fleming and SuperValu; review correspondence from Mr. Birchette regarding disclosure; draft correspondence to Messrs. Birchette, Ward and Fleming counsel regarding obligations for confidentiality under Settlement Agreement | .30 |
| Total Hours | | | <u>.30</u> |

Current Fees 67.50

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|------------------|-------------------------|---------------|
| | Photocopies | 15.81 |
| | Long Distance Telephone | .87 |
| Current Expenses | | <u>16.68</u> |

Total Amount of this Invoice \$ 84.18

Total Balance Due Upon Receipt \$ 84.18

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David Coleman, Esq.
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75029

Invoice Number 3079908
Invoice Date 06/11/03
Billing Attorney 0157

Re: 05049.000219 EEOC Charge of Discrimination by Rosanna Natividad

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/01/2003 | JSP | Complete drafting Company's response to Ms. Natividad's charge of discrimination | 7.10 |
| 05/23/2003 | DLD | Edits and revisions to charge response documents | 1.70 |
| | | Total Hours | <u>8.80</u> |

Current Fees 1,419.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------|---------------|
| | Photocopies | 9.01 |
| | Current Expenses | <u>9.01</u> |

Total Amount of this Invoice \$1,428.01

Total Balance Due Upon Receipt \$1,428.01

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David Coleman, Esq.
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75029

Invoice Number 3079909
Invoice Date 06/11/03
Billing Attorney 0157

Re: 05049.000220 Charge of Discrimination by Eugene Red Day

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/02/2003 | JSP | Review Minnesota law regarding stray remarks; public accommodations; and store's apprehending suspected shoplifters; review personnel records and report of Security officer; begin to draft facts section of the Company's response to Mr. Red Day's charge | 7.80 |
| 05/05/2003 | JSP | Complete drafting facts section of Company's response including employment policies of Rainbow and the incident that occurred when Mr. Red Day was in the store on the day in question | 8.60 |
| 05/06/2003 | JSP | Complete drafting legal argument in the Company's response to Mr. Red Day's charge of discrimination | 6.70 |
| 05/23/2003 | DLD | Review and revise position statement | 3.00 |
| | | Total Hours | <u>26.10</u> |

Current Fees 3,984.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|------------------------------|---------------|
| | Photocopies | 3.40 |
| | Westlaw | 103.50 |
| | Current Expenses | <u>106.90</u> |
| | Total Amount of this Invoice | \$4,090.90 |



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David Coleman, Esq.
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P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079910
Invoice Date 06/11/03
Billing Attorney 0157

Re: 05049.000221 Local 653 Vacation Pay Out Grievance (Plymouth, MN)

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/29/2003 | PAB | Receipt, review and analysis of summary of research regarding jurisdiction of bankruptcy court and issue of arbitrability for this grievance; e-correspondence with Allan Richards regarding results of research and possible claim of waiver of arbitrability issue by previous conduct | .50 |
| 05/30/2003 | PAB | Telephone conference with Ray Sawicky to advise him that company may be objecting to arbitrability of this grievance | .20 |
| Total Hours | | | <u>.70</u> |

Current Fees 224.00

Total Amount of this Invoice \$ 224.00

Total Balance Due Upon Receipt \$ 224.00

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David Coleman, Esq.
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P.O.Box 299013
Lewisville, TX 75029

Invoice Number 3079402
Invoice Date 06/06/03
Billing Attorney 0157

Re: 05049.R28828 Carter, Dawn vs. Rainbow Foods/Hopkins

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/30/2003 | JSP | Review correspondence from the Minnesota Department of Human Rights detailing Ms. Carter's ability to provide supplemental information to the Department | .10 |
| | | Total Hours | <u>.10</u> |

Current Fees 14.00

Total Amount of this Invoice \$ 14.00

Balance due as of March 6, 2003 \$5,480.34

Less Payments Received (\$.00)

Prior Balance Due 5,480.34

Total Balance Due Upon Receipt \$5,494.34

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079423
Invoice Date 06/06/03
Billing Attorney 0157

Re: 09112.000101 General Labor

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/05/2003 | MWS | Conference with Attorney Richards; conference with Bill Merrigan; conference call with client; conference and work regarding bankruptcy issues | 1.50 |
| 05/06/2003 | DJM | (Bankruptcy) Legal research regarding enforceability of non-compete agreement by debtor in bankruptcy (research requested by W. Wassweiler & P. Harris) | 4.20 |
| 05/08/2003 | JSW | Conference regarding standard for termination of labor contracts and availability of interim relief; research regarding termination and interim relief; advise and counsel Mr. Schneider regarding standards | 2.00 |
| 05/14/2003 | DJM | Research issues regarding possible filing of proof of claim for outstanding amounts owing in anticipation of bankruptcy court hearing | 3.00 |
| 05/16/2003 | JCH | Telephone conference with Dianne Peppers regarding bankruptcy related inquiry concerning Evangelist v. Fleming case | .20 |
| 05/19/2003 | DJM | Further review of cases involving withdrawal liability as an administrative expense | .50 |
| 05/20/2003 | DJM | Conference with Steve Kluz regarding withdrawal liability issue; confirm that cases cited in memorandum still good law | 1.50 |
| 05/21/2003 | SJK | Review and analysis of post-petition with withdrawal liability issues associated with multiemployer pension plans; conferences with Messrs. Clegg and McGarry regarding same; draft opinion letter to Attorneys Coleman and Richards regarding same | 4.90 |
| 05/23/2003 | MWS | Conferences with client and Attorney Kimmel regarding no-compete issues at Plymouth division | .30 |

09112
000101

Fleming Companies, Inc.
General Labor

Invoice Number 3079423
Page 2
June 6, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/30/2003 | JSP | Research WARN Act contact information for Alabama | .20 |
| | | Total Hours | 18.30 |

Current Fees 4,399.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--|---------------|
| | Photocopies | 36.04 |
| | Long Distance Telephone | 29.23 |
| | Facsimile | 2.40 |
| | Westlaw | 832.16 |
| 05/22/2003 | Vendor:Federal Express Deliver contract copies to David Coleman. | 22.29 |
| | Current Expenses | 922.12 |

Total Amount of this Invoice \$5,321.12

Total Balance Due Upon Receipt \$5,321.12

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Carlos Hernandez, Esq.
General Counsel
Fleming Companies, Inc.
P.O.Box 299013
Lewisville, TX 75057-6424

Invoice Number 3079912
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000105 General Corporate Matters

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/21/2003 | SJK | Work on matters related to Rider Bennett being appointed Special Counsel pursuant to 11 U.S.C. Section 327 | 1.10 |
| 05/21/2003 | SDL | Prepare Notice of Appearance and correspondence filing same | .50 |
| | | Total Hours | <u>1.60</u> |

Current Fees 389.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------|---------------|
| | Photocopies | 9.01 |
| | Facsimile | 5.10 |
| | Current Expenses | <u>14.11</u> |

Total Amount of this Invoice \$ 403.11

Total Balance Due Upon Receipt \$ 403.11

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079913
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000107 Crestwood Bakeries

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/28/2003 | MWS | Conference with Allan Richards regarding meeting with union; conference with union office regarding meeting | .50 |
| 05/28/2003 | DLD | Telephone conference with Kurt Schmidt concerning outstanding grievances | .20 |
| | | Total Hours | <u>.70</u> |

Current Fees 225.00

Total Amount of this Invoice \$ 225.00

Total Balance Due Upon Receipt \$ 225.00

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079914
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000170 Withdrawal Liability Tracking System

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/05/2003 | BFC | Work on withdrawal liability issues; telephone conferences with Messrs. Coleman and Richards and analysis regarding same | 1.40 |
| 05/06/2003 | BFC | Telephone conferences with Messrs. Coleman and Richards; work on withdrawal liability analysis | 2.20 |
| 05/07/2003 | BFC | Withdrawal liability bankruptcy analysis and research | 2.70 |
| 05/13/2003 | BFC | Telephone conference with Mr. Richards regarding withdrawal liability issues and estimates; work on same | .80 |
| 05/14/2003 | BFC | Telephone conferences with Messrs. Richards and Coleman regarding withdrawal liability and COBRA issues; research regarding same | 2.20 |
| 05/15/2003 | BFC | Work on opinion letter research | 1.20 |
| 05/21/2003 | BFC | Review draft opinion; telephone conference with Mr. Kluz regarding same | 1.20 |
| 05/23/2003 | BFC | Finalize opinion; work on same | 1.20 |
| 05/27/2003 | MWS | Conference regarding withdrawal liability in bankruptcy | .30 |
| | | Total Hours | 13.20 |

Current Fees 4,620.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|-------------------------|---------------|
| | Long Distance Telephone | .26 |
| | Current Expenses | .26 |

09112
000170

Fleming Companies, Inc.
Withdrawal Liability Tracking System

Invoice Number 3079914
Page 2
June 11, 2003

| | |
|------------------------------|------------|
| Total Amount of this Invoice | \$4,620.26 |
|------------------------------|------------|

| | |
|--------------------------------|-------------------|
| Total Balance Due Upon Receipt | <u>\$4,620.26</u> |
|--------------------------------|-------------------|

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David Coleman, Esq.
Fleming Companies, Inc.
P. O. Box 299013
Lewisville, TX 75029

Invoice Number 3079915
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000247 Massillon Division - General Labor Matters

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/21/2003 | MWS | Conference with David Coleman regarding Massillon issue; review draft language and contract; conference with client | .70 |
| 05/22/2003 | MWS | Work on Massillon contract issues | 1.00 |
| | | Total Hours | <u>1.70</u> |

Current Fees 595.00

Total Amount of this Invoice \$ 595.00

Total Balance Due Upon Receipt \$ 595.00

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079916
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000287 Crestwood-Teamsters 2002 Customers Pickup Grievance

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/12/2003 | MWS | Conference with Attorney Soldon's office regarding status; conference with Attorney Richards | .20 |
| 05/15/2003 | MWS | Conference with Attorney Soldon's office; conference regarding hearing date | .30 |
| 05/21/2003 | MWS | Conference with Attorney Soldon's office regarding postponement of customer pick-up arbitration | .30 |
| 05/28/2003 | MWS | Conference regarding arbitration dates; conference regarding customer pick-up | .30 |
| | | Total Hours | <u>1.10</u> |

Current Fees 385.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|-------------------------|---------------|
| | Long Distance Telephone | .62 |
| | Current Expenses | <u>.62</u> |

Total Amount of this Invoice \$ 385.62

Total Balance Due Upon Receipt \$ 385.62

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079917
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000308 O'Donnell, Sandra - Business Closing Complaint (ERD case No. LS2002 03492)

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/15/2003 | PAB | Telephone conference with Allan Richards regarding decision in this case and need to discuss strategy for further handling | .20 |
| 05/16/2003 | PAB | Telephone conference with Allan Richards regarding this decision; receipt and review of decision; office conference with John Hauge regarding appeal time limits; forward e-mail to Mr. Richards advising him of appeal time limits | .90 |
| 05/16/2003 | MWS | Conference with Attorney Burke regarding Wisconsin WARN; review correspondence | .30 |
| 05/16/2003 | JCH | Research administrative procedure applicable to complaints made under Wisconsin's "Little WARN Act" | 1.00 |
| 05/19/2003 | PAB | Telephone conference with Allan Richards to discuss strategy for appeal; office conference with John Hauge regarding results of research on Seventh Circuit's position on agency's right to pursue claim when individual employees have waived those rights | .40 |
| 05/19/2003 | JCH | Telephone conference with Wisconsin Equal Right Division Investigator Lee Handscke regarding the issuance of an initial determination in the O'Donnell case; telephone conference with Rory Seidens regarding case files and interactions with Wisconsin ERD investigator | 1.90 |
| 05/22/2003 | JCH | Telephone conference with Department of Workforce Development regarding extension of time for filing appeal; prepare letter to Wisconsin Department of Workforce Development requesting an extension to the period for filing an appeal of the initial determination | .90 |
| 05/23/2003 | MWS | Conference regarding FMLA issue; review correspondence | .30 |
| 05/23/2003 | JCH | Review file materials and continue research of Wisconsin case law | 4.00 |

09112
000308

Fleming Companies, Inc.
O'Donnell, Sandra - Business Closing Complaint

Invoice Number 3079917
Page 2
June 11, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--------------------|--------------|
| | | Total Hours | 9.90 |

| | |
|--------------|----------|
| Current Fees | 2,250.00 |
|--------------|----------|

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|-------------------------|---------------|
| | Photocopies | 1.02 |
| | Long Distance Telephone | 1.21 |
| | Westlaw | 353.19 |
| | Current Expenses | 355.42 |

| | |
|------------------------------|------------|
| Total Amount of this Invoice | \$2,605.42 |
|------------------------------|------------|

| | |
|--------------------------------|-------------------|
| Total Balance Due Upon Receipt | <u>\$2,605.42</u> |
|--------------------------------|-------------------|

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079918
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000309 Local 1444 Grievance Re: Sale of Stores (Wisconsin)

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/14/2003 | PAB | Review of file to determine cancellation policy of arbitrator; telephone message to Scott Solden regarding postponing arbitration hearing in this matter | .20 |
| 05/19/2003 | PAB | Telephone conference with Dan Welch regarding postponing this arbitration; receipt of voice mail message from Scott Solden's office indicating that they have no objections to a postponement; correspondence to Arbitrator Mueller advising of the need for a postponement in this case and requesting new dates | .50 |
| Total Hours | | | <u>.70</u> |

Current Fees 224.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|------------------|-------------------------|---------------|
| | Long Distance Telephone | .52 |
| | Facsimile | 2.70 |
| Current Expenses | | <u>3.22</u> |

Total Amount of this Invoice \$ 227.22

Total Balance Due Upon Receipt \$ 227.22



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Fed I.D. #41-0838582

David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079919
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000313 Crestwood-Grievance #3123-Use of Non-Bargaining Unit Personnel to Perform Bargaining Unit Work

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/12/2003 | MWS | Conference with Attorney Soldon's office regarding status; conference with Attorney Richards | .30 |
| | | Total Hours | <u>.30</u> |

Current Fees 105.00

Total Amount of this Invoice \$ 105.00

Balance due as of March 31, 2003 \$ 789.25

Less Payments Received (\$.00)

Prior Balance Due 789.25

Total Balance Due Upon Receipt \$ 894.25

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079920
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000314 National Labor Strategy - 2003

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/05/2003 | DLD | Withdrawal liability work for Minneapolis warehouse | .20 |
| 05/06/2003 | PAB | Review and analyze Michigan decision regarding WARN unforeseen circumstances exception; forward information regarding this case to David Coleman and Allan Richards | .40 |
| 05/07/2003 | DLD | Obtain contact information for WARN Act notices in various jurisdictions | 1.00 |
| 05/08/2003 | PAB | Telephone conference with David Coleman regarding expedited efforts to obtain information on RWDSC's union; follow up on this issue with John Hauge | .20 |
| 05/08/2003 | DLD | Obtain and forward to client California WARN contact information | .50 |
| | | Total Hours | <u>2.30</u> |

Current Fees 617.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------|---------------|
| | Photocopies | 3.40 |
| | Facsimile | 3.30 |
| | Current Expenses | <u>6.70</u> |

Total Amount of this Invoice \$ 623.70

Balance due as of May 9, 2003 \$22,680.25

09112
000314

Fleming Companies, Inc.
National Labor Strategy - 2003

Invoice Number 3079920
Page 2
June 11, 2003

Less Payments Received

(\$.00)

Prior Balance Due

22,680.25

Total Balance Due Upon Receipt

\$23,303.95

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David Coleman, Esq
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079921
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000315 Minneapolis -- Jeff Morse Discipline Grievance

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/14/2003 | PAB | Review and analysis of file in preparations for discussion with Mark Schneider on strategy for handling this matter | .20 |
| | | Total Hours | <u>.20</u> |

Current Fees 64.00

Total Amount of this Invoice \$ 64.00

Balance due as of March 7, 2003 \$ 89.25

Less Payments Received (\$.00)

Prior Balance Due 89.25

Total Balance Due Upon Receipt \$ 153.25

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David Coleman, Esq.
Senior Vice President, Labor
Relations and Employment Law
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079922
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000316 Milwaukee Store Closing Law Complaints (ERDNos: 200300450; 200300453 and 200300455)

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--------------------|--------------|
| | | Total Hours | <u>.00</u> |
| | | Current Fees | .00 |

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--|-----------------|
| 05/07/2003 | Vendor:Federal Express Delivery of response to information request to Steve Laesch | 25.40 |
| | Current Expenses | <u>25.40</u> |
| | Total Amount of this Invoice | \$ 25.40 |
| | Total Balance Due Upon Receipt | <u>\$ 25.40</u> |

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David Coleman, Esq.
Senior Vice President, Labor
Relations and Employment Law
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079923
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000317 Minneapolis-Local 120- Grievance No.: 02-1188/ Vacation Issues

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/01/2003 | PAB | Receipt and review of correspondence from Martin Costello regarding dates of availability for this arbitration; confirm availability on the same days and correspondence to Mr. Costello advising of this fact | .40 |
| 05/21/2003 | PAB | Receipt and review of correspondence from Martin Costello to Arbitrator Boyer; office work regarding coverage for arbitration hearing | .20 |
| | | Total Hours | <u>.60</u> |

Current Fees 192.00

Total Amount of this Invoice \$ 192.00

Total Balance Due Upon Receipt \$ 192.00

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079924
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000318 Milwaukee - Wauwatosa Store Closing Complaint ERD #200300873

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/05/2003 | JCH | Review file contents | 1.00 |
| 05/07/2003 | JCH | Research Wisconsin "mini-WARN Act" statute and regulations and cases interpreting them and begin preparation of response to complaint | 6.00 |
| 05/08/2003 | PAB | Meeting with John Hauge to review legal arguments that no violation of Wisconsin state law has occurred; review information still needed from client | .20 |
| 05/08/2003 | JCH | Conference with Attorney Burke regarding strategy for response to complaint; telephone conference with Randy Drescher regarding transaction and notice details; telephone conference with LeAnn White and Jaime Hartwig regarding transaction and employee information; continue research and preparation of complaint response | 3.60 |
| 05/09/2003 | JCH | Telephone conference with Steve Laesch regarding status of informational response | .50 |
| 05/22/2003 | JCH | Telephone conference with DWD investigator Steve Laesch regarding position statement and information request | .50 |
| 05/30/2003 | JCH | Telephone conference with ERD investigator Steve Laesch regarding response to complaint | .20 |
| Total Hours | | | <u>12.00</u> |

Current Fees

2,424.00

09112
000318

Fleming Companies, Inc.
Milwaukee - Wauwatosa Store Closing Complaint

Invoice Number 3079924
Page 2
June 11, 2003

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|---------------------------------------|--------------------------|
| | Long Distance Telephone | .35 |
| | Westlaw | 238.57 |
| | Current Expenses | <u>238.92</u> |
| | Total Amount of this Invoice | \$2,662.92 |
| | Total Balance Due Upon Receipt | <u>\$2,662.92</u> |

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079925
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000319 MPLS--Kevin Brazil Discharge Grievance

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/02/2003 | PAB | Review file to determine what matters require attention; telephone call to Brian Rademacher regarding selecting an arbitrator for this arbitration; telephone conference with Mr. Rademacher to select arbitrator | .40 |
| 05/21/2003 | PAB | Receipt and review of request from Martin Costello to arbitrator for hearing dates in this matter | .10 |
| Total Hours | | | <u>.50</u> |

Current Fees 160.00

Total Amount of this Invoice \$ 160.00

Total Balance Due Upon Receipt \$ 160.00

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079926
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000321 Crestwood -- Drug Testing Unfair Labor Practice Charge (30-CA-16402-1)

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/01/2003 | MWS | Conference with Attorney Soldon's office regarding arbitration | .30 |
| 05/01/2003 | JCH | Finalize letter to Kurt Schmidt, with attachments, regarding drug and alcohol policy negotiations | 1.80 |
| 05/08/2003 | JCH | Telephone conference with Board Agent Aaron Tharpe regarding charge status and information provided to union | .50 |
| 05/09/2003 | JCH | Review amended charge filed by union and prepare letter regarding same to Allan Richards | .30 |
| 05/22/2003 | MWS | Conference with Attorney Hauge regarding NLRB response | .30 |
| 05/22/2003 | JCH | Telephone conference with Board Agent Aaron Tharpe regarding response to charge | .30 |
| 05/27/2003 | MWS | Conference regarding status of NLRB; conference regarding bargaining notes | .30 |
| 05/27/2003 | JCH | Prepare letter to Board Agent Tharpe in response to charge and telephone conference with Mr. Tharpe regarding same | 1.20 |
| 05/28/2003 | MWS | Conference regarding National Labor Relations Board matter | .30 |
| 05/29/2003 | MWS | Conference with Allan Richards regarding meeting with Bakery Workers; conference with Kurt Schmidt regarding same | .30 |
| | | Total Hours | 5.60 |

Current Fees

1,345.00

09112
000321

Fleming Companies, Inc.
Crestwood -- Drug Testing Unfair Labor Practice

Invoice Number 3079926
Page 2
June 11, 2003

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|--------------------------------|-------------------|
| | Photocopies | 81.77 |
| | Long Distance Telephone | 1.59 |
| | Facsimile | .60 |
| | Current Expenses | <u>83.96</u> |
| | Total Amount of this Invoice | \$1,428.96 |
| | Balance due as of May 9, 2003 | \$2,137.89 |
| | Less Payments Received | (\$.00) |
| | Prior Balance Due | <u>2,137.89</u> |
| | Total Balance Due Upon Receipt | <u>\$3,566.85</u> |

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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079927
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000323 Lincoln, Nebraska Decertification Petition - Case No. 17-RD-1669

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/05/2003 | JCH | Briefly review Constitution and By-laws documents for the RWSDU and its Local 1771 and prepare letter regarding same to David Coleman | .50 |
| 05/06/2003 | MWS | Review decertification correspondence; conference with Attorney Richards | .20 |
| 05/08/2003 | JCH | Telephone conference with Board Agent Mike McConnell regarding unfair labor practice charge and election results involving RWDSU Local 1771 | .40 |
| 05/28/2003 | MWS | Conference with David Coleman regarding Lincoln election | .30 |
| 05/29/2003 | MWS | Conference with David Coleman regarding election results | .20 |
| | | Total Hours | 1.60 |

Current Fees 425.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|---|---------------|
| | Photocopies | 15.81 |
| 05/05/2003 | Vendor:OLMS, Labor US Dept fo Labor research on RWDSU, charges for photocopies- constitution and bylaws | 5.70 |
| 05/16/2003 | Vendor:Federal Express Delivery to David Coleman on 4/25/03 | 22.29 |
| 05/16/2003 | Vendor:National Labor Relations Board FOIA request for photocopy charges - Research Local 1771 | 11.84 |
| | Current Expenses | 55.64 |

Total Amount of this Invoice \$ 480.64



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David Coleman, Esq.
Fleming Companies, Inc.
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079928
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000324 Post Petition Labor Matters

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/06/2003 | MWS | Multiple conferences regarding bankruptcy labor issues; conference with Attorney Wallander; conference with Attorney Clegg regarding withdrawal liability; conference with Attorney Richards; review Teamster information request | 3.00 |
| 05/06/2003 | RTW | Analysis of issues relating to rejection and/or restructuring of collective bargaining agreements; conference with attorney Schneider regarding same; analysis of issues relating to withdrawal liability | 3.10 |
| 05/07/2003 | MWS | Review proposals to union regarding concessions; conference with Attorney Richards; review information request and conference with Attorney Wallander | 2.00 |
| 05/08/2003 | RTW | Draft memo to attorney Schneider regarding restructuring and/or rejection of collective bargaining agreements | 1.20 |
| 05/12/2003 | MWS | Conference regarding Rainbow sale with Roundy's attorney | .20 |
| 05/12/2003 | MWS | Work on labor/bankruptcy matters | 1.60 |
| 05/12/2003 | MWS | Review amended charge regarding information request; conference with Attorney Richards regarding same; conference with Attorney Hauge | .50 |
| 05/13/2003 | MWS | Conferences regarding post petition labor matters in Minneapolis, St. Paul, Lincoln and Phoenix | 1.00 |
| 05/14/2003 | MWS | Review open Milwaukee grievances regarding bakery; conference with Attorney Richards regarding same | 1.00 |
| 05/15/2003 | MWS | Multiple conferences regarding benefit and labor matters; conference with Teamsters; meeting with David Coleman regarding labor matters | 4.00 |
| 05/16/2003 | MWS | Conference with David Coleman regarding Teamsters; conference regarding withdrawal liability | .80 |

09112
000324

Fleming Companies, Inc.
Post Petition Labor Matters

Invoice Number 3079928
Page 2
June 11, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/19/2003 | MWS | Review labor agreements regarding information request; conference regarding response to union; conference with D. Coleman regarding same | 2.00 |
| 05/21/2003 | MWS | Conferences with Attorney Richards regarding Minneapolis warehouse; review contract | .50 |
| 05/23/2003 | MWS | Conference regarding Minneapolis labor; conference regarding Milwaukee bakery agreement; review agreement; conference with D. Coleman regarding intent; conference with Attorney Kimmel regarding Plymouth no-compete; conference call regarding same; review withdrawal liability latter | 2.50 |
| 05/27/2003 | MWS | Conferences with David Coleman and Allan Richards regarding Rainbow and Minneapolis warehouse; conferences regarding California arbitration; conference with Teamsters regarding Minneapolis | 1.00 |
| 05/28/2003 | MWS | Conferences regarding withdrawal liability in bankruptcy with Attorney Clegg; review Kluz case law research | .50 |
| 05/30/2003 | MWS | Conference with Brad Slawson regarding warehouse issues | .50 |
| Total Hours | | | <u>25.40</u> |

Current Fees 8,137.50

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|------------------|--------------------|---------------|
| | Photocopies | .51 |
| | Facsimile | .60 |
| Current Expenses | | <u>1.11</u> |

Total Amount of this Invoice \$8,138.61

Total Balance Due Upon Receipt \$8,138.61

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A Limited Liability Partnership

333 South Seventh Street
Suite 2000
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Fed I.D. #41-0838582

Fleming Companies, Inc.
Attn: Craig Birchette, Esq.
Legal Department
1945 Lakepointe Drive
Lewisville, TX 75057-6424

Invoice Number 3079929
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.000325 Fleming Companies, Inc., et al., Chapter 11 Bankruptcy

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Initials</u> | <u>Description</u> | <u>Hours</u> | <u>Amount</u> |
|-------------|-----------------|---|--------------|---------------|
| 05/15/2003 | SJK | Review pending files to determine pending general business litigation; draft Supplemental Affidavit for submission to Bankruptcy Court; draft letters to U.S. Trustee and Attorney McMahon regarding same | 2.50 | 725.00 |
| 05/16/2003 | SJK | Conference with Attorney Cho regarding status of Section 327 application; work on issues related to withdrawal liability from multi employer plans and possible administrative expense treatment of same | 2.50 | 725.00 |
| Total Hours | | | 5.00 | |

Current Fees \$1,450.00

Total Amount of this Invoice \$1,450.00

Total Balance Due Upon Receipt \$1,450.00

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Mr. Perry Flemmen
Fleming Companies, Inc.
Superior Division
P.O. Box 1149
Superior, WI 54880

Invoice Number 3079930
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.R21836 Superior - Duane Betterman -vs- FLEMING COMPANIES, INC.

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|---|--------------|
| 05/22/2003 | EJM | Office work regarding stay, supersedeas bond and request from Betterman counsel for information | .40 |
| 05/22/2003 | DQP | Receive and review correspondence from plaintiff's counsel regarding supersedeas bond; office work regarding response to plaintiff's counsel; return telephone call from bankruptcy counsel | .40 |
| Total Hours | | | <u>.80</u> |

Current Fees 248.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|-------------------------|---------------|
| | Long Distance Telephone | .26 |
| | Current Expenses | <u>.26</u> |

Total Amount of this Invoice \$ 248.26

Total Balance Due Upon Receipt \$ 248.26

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Craig Birchette, Esq.
Legal Department
Fleming Companies
P.O. Box 299013
Lewisville, TX 75029

Invoice Number 3079931
Invoice Date 06/11/03
Billing Attorney 0157

Re: 09112.R28719 Marshfield - Fleming Companies, Inc. v. National Petroleum, inc., individually and d/b/a Petro Mart, and Navdeep Walia, an individual

For Professional Services Rendered through May 31, 2003

| <u>Date</u> | <u>Attorney</u> | <u>Description</u> | <u>Hours</u> |
|-------------|-----------------|--|--------------|
| 05/16/2003 | SJK | Contact Mr. Santorelli regarding stats of disclosure order; draft letter to Judge Clevert regarding same; conference with Ms. Sorro regarding status | 1.50 |
| 05/20/2003 | SJK | Settlement negotiations with Attorney Santorelli | 2.00 |
| 05/23/2003 | SJK | Work on possible settlement | 1.50 |
| 05/27/2003 | SJK | Work on issues involving current information regarding transfer of assets | 3.00 |
| | | Total Hours | 8.00 |

Current Fees 2,320.00

For Costs Advanced and Expenses Incurred:

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|-------------|---|---------------|
| | Photocopies | 9.86 |
| | Long Distance Telephone | .18 |
| | Facsimile | 3.60 |
| 05/05/2003 | Vendor:IOS Capital Photocopy charges on Ikon Inv 130129 | 87.65 |
| | Current Expenses | 101.29 |
| | Total Amount of this Invoice | \$2,421.29 |

Balance due as of May 9, 2003 \$3,880.49

Less Payments Received (\$.00)

09112
R28719

Fleming Companies, Inc.
Marshfield - Fleming Companies, Inc. v. National

Invoice Number 3079931
Page 2
June 11, 2003

| | |
|-------------------|-----------------|
| Prior Balance Due | <u>3,880.49</u> |
|-------------------|-----------------|

| | |
|---------------------------------------|--------------------------|
| Total Balance Due Upon Receipt | <u>\$6,301.78</u> |
|---------------------------------------|--------------------------|

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EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:

Fleming Companies, Inc., et al.

CHAPTER 11

Debtor,

Court File No. 03-10945
(Jointly Administered)

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

Name of Applicant: Rider Bennett, LLP

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

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

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

Amount of Compensation sought as actual, reasonable, and necessary: **\$26,062.40 (80% of \$32,578.00).**

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: **\$1,366.84**

This is a: x interim final application

The total time expended for preparation of this application is approximately 12 hours and the corresponding compensation that will be requested in a future application is approximately **\$2,100.00.**

| Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|---------------------------------|----------------|--------------------|---------------|-------------------|
| June 1, 2003 – June 31, 2003 | \$67,215.60 | \$3,595.41 | Pending | Pending |
| June 1, 2003 - June 30, 2003 | \$26,062.40 | \$1,366.84 | Pending | Pending |

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

JUNE 2003 (Rainbow)

| Timekeeper | Rate | Hours | Fees | Costs |
|---------------------|-------------|--------------|-----------------|--------------|
| Gregory M. Weyandt | 325.00 | 0.40 | 130.00 | - |
| Patricia Ann Burke | 320.00 | 1.00 | 320.00 | 1.80 |
| Mark W. Schneider | 350.00 | 2.10 | 735.00 | 40.29 |
| Dale L. Deitchler | 250.00 | 27.70 | 6,925.00 | 29.97 |
| Kathy S. Kimmel | 225.00 | 0.70 | 157.50 | 0.53 |
| John C. Hauge | 200.00 | 0.70 | 140.00 | - |
| Jessica S. Pecoraro | 140.00 | 0.70 | 98.00 | - |
| Cheryl D. Lohse | 155.00 | 8.80 | 1,364.00 | 0.08 |
| Grand Total | | 42.10 | 9,869.50 | 72.67 |

JUNE 2003 (Fleming)

| Timekeeper | Rate | Hours | Fees | Costs |
|----------------------|-------------|--------------|------------------|-----------------|
| Steven J. Kluz | 290 | 8.20 | 2,378.00 | 3.60 |
| Eric J. Magnuson | 350 | 0.30 | 105.00 | - |
| Jane S. Welch | 335 | 0.50 | 167.50 | - |
| Patricia Ann Burke | 320 | 9.40 | 3,008.00 | 20.80 |
| Mark W. Schneider | 350 | 30.50 | 10,675.00 | 805.36 |
| Leslie M. Altman | - | - | - | - |
| Dale L. Deitchler | 250 | 0.70 | 175.00 | - |
| Daniel Q. Poretti | 270 | 0.90 | 243.00 | 0.90 |
| Raphael T. Wallander | 175 | 20.10 | 3,517.50 | 459.98 |
| John C. Hauge | 200 | 11.80 | 2,360.00 | 1.20 |
| Julie L. Finch | 265 | 0.30 | 79.50 | - |
| Grand Total | | 82.70 | 22,708.50 | 1,291.84 |

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

Matter/Invoice Detail

June

Rainbow/Fleming

| Rainbow Foods | | | | |
|----------------------|----------------|-----------------|--------------|-----------------|
| Matter | Invoice | Fees | Costs | Total |
| 5049.000101 | 3081728 | 198.00 | 0.00 | 198.00 |
| 5049.000218 | 3081729 | 145.00 | 0.85 | 145.85 |
| 5049.000219 | 3081730 | 7345.00 | 62.27 | 7407.61 |
| 5049.000221 | 3081731 | 320.00 | 1.80 | 321.80 |
| 5049.R27719 | 3081732 | 1861.50 | 7.75 | 1869.25 |
| Grand Total | | 9,869.50 | 72.67 | 9,942.51 |

| Fleming Companies | | | | |
|--------------------------|----------------|-------------|--------------|--------------|
| Matter | Invoice | Fees | Costs | Total |
| 9112.000101 | 3081757 | 424.50 | 9.89 | 434.39 |
| 9112.000107 | 3081758 | 1,085.00 | 0.60 | 1,085.60 |
| 9112.000268 | 3081759 | 210.00 | - | 210.00 |
| 9112.000287 | 3081760 | 105.00 | - | 105.00 |
| 9112.000308 | 3081761 | 1,350.50 | 4.60 | 1,355.10 |
| 9112.000309 | 3081762 | 726.00 | 3.01 | 729.01 |
| 9112.000314 | 3081763 | 175.00 | 0.26 | 175.26 |
| 9112.000316 | 3081764 | 96.00 | - | 96.00 |
| 9112.000318 | 3081765 | 1,496.00 | 20.74 | 1,516.74 |
| 9112.000319 | 3081766 | 201.00 | - | 201.00 |
| 9112.000321 | 3081767 | 3,955.00 | 715.53 | 4,670.53 |
| 9112.000322 | 3081768 | 630.00 | - | 630.00 |
| 9112.000324 | 3081769 | 2,957.50 | 0.90 | 2,958.40 |
| 9112.000326 | 3081770 | 350.00 | - | 350.00 |
| 9112.000327 | 3081771 | 1,214.00 | 3.19 | 1,217.19 |
| 9112.000328 | 3081772 | 200.00 | - | 200.00 |
| 9112.R21836 | 3081773 | 832.00 | 19.77 | 851.77 |
| 9112.R28719 | 3081774 | 2,654.00 | 15.43 | 2,669.43 |

| | | | | |
|-------------|---------|----------|--------|----------|
| 9112.000325 | 3082284 | 4,047.00 | 500.25 | 4,547.25 |
|-------------|---------|----------|--------|----------|

| | | | |
|--------------------|------------------|-----------------|------------------|
| Grand Total | 22,708.50 | 1,294.17 | 24,002.67 |
|--------------------|------------------|-----------------|------------------|

The following is a summary of all expenses:

**Cost Summary
June
Rainbow/Fleming**

| Rainbow Foods | | |
|-------------------------|-----------------|-----------------|
| Description | Worked Amount | Billed Amount |
| Photocopies | 40.29 | 40.29 |
| Long Distance Telephone | 1.40 | 1.40 |
| Facsimile | 17.40 | 17.40 |
| Westlaw | 13.58 | 13.58 |
| Total | \$ 72.67 | \$ 72.67 |

| Fleming Companies | | |
|--------------------------|--------------------|--------------------|
| Description | Worked Amount | Billed Amount |
| Other Cash Disbursements | 909.48 | 694.48 |
| Cash Disbursements | 41.48 | 16.38 |
| Photocopies | 91.80 | 91.80 |
| Long Distance Telephone | 4.66 | 19.23 |
| Facsimile | 12.30 | 12.30 |
| Westlaw | 459.98 | 459.98 |
| Total | \$ 1,519.70 | \$ 1,294.17 |

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:

Fleming Companies, Inc., et al.

CHAPTER 11

Debtor,

Court File No. 03-10945
(Jointly Administered)

**SECOND APPLICATION OF RIDER BENNETT, LLP FOR ALLOWANCE OF
ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE INTERIM PERIOD June 1, 2003 THROUGH June 30, 2003**

Pursuant to 11 U.S.C. §§ 327, 328, 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure; the Retention Order (as defined below); the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "interim Compensation Order"); and the Local Rules for the United States Bankruptcy Court for the District of Delaware, the law firm of Rider Bennett, LLP ("RB"), special counsel for the Debtor in the above-captioned chapter 11 case, hereby applies for an order allowing it (i) compensation in the amount of \$26,062.40, 80% of \$32,578.00 for the reasonable and necessary legal services RB incurred in each case for the period from June 1 through June 30, 2003 (the "Fee Period"). In support of this Application, RB respectfully states as follows:

Retention of and Continuing Disinterestedness of Rider Bennett, LLP

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

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

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

4. RB may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and

this case. RB disclosed in the Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. RB will update the Affidavit when necessary and when RB becomes aware of material new information.

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

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

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

Reasonable and Necessary Services Rendered by Rider Bennett – Generally

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

| Rainbow Foods | | | | |
|---------------------|--------|--------------|-----------------|--------------|
| Timekeeper | Rate | Hours | Fees | Costs |
| Gregory M. Weyandt | 325.00 | 0.40 | 130.00 | - |
| Patricia Ann Burke | 320.00 | 1.00 | 320.00 | 1.80 |
| Mark W. Schneider | 350.00 | 2.10 | 735.00 | 40.29 |
| Dale L. Deitchler | 250.00 | 27.70 | 6,925.00 | 29.97 |
| Kathy S. Kimmel | 225.00 | 0.70 | 157.50 | 0.53 |
| John C. Hauge | 200.00 | 0.70 | 140.00 | - |
| Jessica S. Pecoraro | 140.00 | 0.70 | 98.00 | - |
| Cheryl D. Lohse | 155.00 | 8.80 | 1,364.00 | 0.08 |
| Grand Total | | 42.10 | 9,869.50 | 72.67 |

| Fleming Companies | | | | |
|----------------------|------|--------------|------------------|-----------------|
| Timekeeper | Rate | Hours | Fees | Costs |
| Steven J. Kluz | 290 | 8.20 | 2,378.00 | 3.60 |
| Eric J. Magnuson | 350 | 0.30 | 105.00 | - |
| Jane S. Welch | 335 | 0.50 | 167.50 | - |
| Patricia Ann Burke | 320 | 9.40 | 3,008.00 | 20.80 |
| Mark W. Schneider | 350 | 30.50 | 10,675.00 | 805.36 |
| Leslie M. Altman | - | - | - | - |
| Dale L. Deitchler | 250 | 0.70 | 175.00 | - |
| Daniel Q. Poretti | 270 | 0.90 | 243.00 | 0.90 |
| Raphael T. Wallander | 175 | 20.10 | 3,517.50 | 459.98 |
| John C. Hauge | 200 | 11.80 | 2,360.00 | 1.20 |
| Julie L. Finch | 265 | 0.30 | 79.50 | - |
| Grand Total | | 82.70 | 22,708.50 | 1,291.84 |

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

Matter/Invoice Detail
June
Rainbow/Fleming

| Rainbow Foods | | | | |
|--------------------|---------|-----------------|--------------|-----------------|
| Matter | Invoice | Fees | Costs | Total |
| 5049.000101 | 3081728 | 198.00 | 0.00 | 198.00 |
| 5049.000218 | 3081729 | 145.00 | 0.85 | 145.85 |
| 5049.000219 | 3081730 | 7345.00 | 62.27 | 7407.61 |
| 5049.000221 | 3081731 | 320.00 | 1.80 | 321.80 |
| 5049.R27719 | 3081732 | 1861.50 | 7.75 | 1869.25 |
| Grand Total | | 9,869.50 | 72.67 | 9,942.51 |

| Fleming Companies | | | | |
|-------------------|---------|-----------|----------|-----------|
| Matter | Invoice | Fees | Costs | Total |
| 9112.000101 | 3081757 | 424.50 | 9.89 | 434.39 |
| 9112.000107 | 3081758 | 1,085.00 | 0.60 | 1,085.60 |
| 9112.000268 | 3081759 | 210.00 | - | 210.00 |
| 9112.000287 | 3081760 | 105.00 | - | 105.00 |
| 9112.000308 | 3081761 | 1,350.50 | 4.60 | 1,355.10 |
| 9112.000309 | 3081762 | 726.00 | 3.01 | 729.01 |
| 9112.000314 | 3081763 | 175.00 | 0.26 | 175.26 |
| 9112.000316 | 3081764 | 96.00 | - | 96.00 |
| 9112.000318 | 3081765 | 1,496.00 | 20.74 | 1,516.74 |
| 9112.000319 | 3081766 | 201.00 | - | 201.00 |
| 9112.000321 | 3081767 | 3,955.00 | 715.53 | 4,670.53 |
| 9112.000322 | 3081768 | 630.00 | - | 630.00 |
| 9112.000324 | 3081769 | 2,957.50 | 0.90 | 2,958.40 |
| 9112.000326 | 3081770 | 350.00 | - | 350.00 |
| 9112.000327 | 3081771 | 1,214.00 | 3.19 | 1,217.19 |
| 9112.000328 | 3081772 | 200.00 | - | 200.00 |
| 9112.R21836 | 3081773 | 832.00 | 19.77 | 851.77 |
| 9112.R28719 | 3081774 | 2,654.00 | 15.43 | 2,669.43 |
| 9112.000325 | 3082284 | 4,047.00 | 500.25 | 4,547.25 |
| Grand Total | | 22,708.50 | 1,294.17 | 24,002.67 |

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

11. The rates described above are RB's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that RB rendered during the Fee Period; based on these rates and the services performed by each individual, the reasonable value of such services is \$32,578.00. The RB attorneys and paraprofessionals

expended a total of 124.8 hours for multiple matters during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code the amount of fees requested is fair and reasonable given: (a) the complexity of this case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

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

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

13. The professional services that RB rendered during June of 2003 are grouped in to the numbered and titled categories of subject matters described in Paragraphs 13 through 47 herein.

14. Matter 05049.101; (Fees: \$198.00)

This matter relates to General Labor Law advice.

15. Matter 05049.218; (Fees: \$145.00); (Expenses: \$145.85)

This matter relates to O'Conner v. Rainbow Foods (St. Paul Dept. of Human Rights)

16. Matter 05049.219; (Fees: \$7,345.00); (Expenses: \$62.61)

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

17. Matter 05049.221; (Fees: \$320.00); (Expenses: 1.80)

This matter relates to Local 653 Vacation Pay Out Grievance.

18. Matter 05049/R27719; (Fees: \$1,861.50); (Expenses: \$7.75)

This matter relates to Unfair Competition Allegations by SuperValu.

19. Matter 09112.101; (Fees: \$424.50); (Expenses: \$9.89)

This matter relates to General Labor Advice.

20. Matter 09112.107; (Fees: \$1,085.00); (Expenses: \$.60)

This matter relates Crestwood Bakeries:

21. Matter: 09112.268; (Fees: \$210.00);

This matter relates to Minneapolis – General Labor and Employment Advice.

22. Matter 09112.287; (Fees: \$105.00);

This matter relates to Crestwood Teamsters 2002 Customers Pickup Grievance.

23. Matter 09112.308; (Fees: \$1,350.50); (Expenses: \$4.60)

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

24. Matter 09112.309; (Fees: \$726.00); (Expenses: \$3.01)

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

25. Matter 09112.314; (Fees: \$175.00); (Expenses: \$.26)

This matter relates to National Labor Strategy – 2003.

26. Matter: 09112.316; (Fees: \$96.00)

This matter relates to Milwaukee Store Closing Law Complaints.

27. Matter 09112.318; (Fees: \$1,496.00); (Expenses: \$20.74)

This matter relates to Milwaukee – Wauwatosa Store Closing Complaint.

28. Matter 09112.319; (Fees: \$201.00)

This matter relates to Minneapolis – Kevin Brazil Discharge Grievance.

29. Matter 09112.321; (Fees: \$3,955.00); (Expenses: \$715.53)

This matter relates to Crestwood – Drug Testing Unfair Labor Practice Charge.

30. Matter: 09112.322; (Fees: 630.00)

This matter relates to Crestwood – Martin Vasquez Discharge Arbitration

31. Matter: 09112.324; (Fees: 2,957.50); (Expenses: \$.90)

This matter relates to Post Petition Labor Matters.

32. Matter 09112.325; (Fees: \$4,047.00); (Expenses: \$500.25)

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

33. Matter 09112.326; (Fees: \$350.00)

This matter relates to Sacramento – Joe Johnson Discharge Arbitration.

34. Matter 09112.327; (Fees: \$1,214.00); (Expenses: \$3.19)

This matter relates to St. Paul – Vacation Grievance.

35. Matter 09112.328; (Fees: \$200.00)

This matter relates to Superior Plant Closing Complaint.

36. Matter 09112/R21836; (Fees: \$832.00); (Expenses: \$19.77)

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

37. Matter 09112/R28719; (Fees: \$2,654.00); (Expenses: \$15.43)

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

38. The professional services that RB rendered during June of 2003 are grouped in to the numbered and titled categories of subject matters described in Paragraphs 15 through 37 herein.

Actual and Necessary Expenses

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

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

41. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by RB on the Debtors' behalf during the Fee Period is attached hereto

as Exhibit A. All of these disbursements compromise the requested sum of RB's out-of-pocket expense, totaling \$1,366.84. The matter numbers within Exhibit A correspond to the numbers assigned to the matters described in Paragraphs 14 through 37 herein. Any missing matter numbers merely indicate that no expenses were attributed to the matter corresponding to that number during the Fee Period, but expenses may be attributable to a Subject Matter in the future. A summary of expenses by category for the entire Fee Period is also set forth herein:

**COST SUMMARY
JUNE**

Rainbow/Fleming

Rainbow Foods

| Description | Worked Amount | Billed Amount |
|-------------------------|-----------------|-----------------|
| Photocopies | 40.29 | 40.29 |
| Long Distance Telephone | 1.40 | 1.40 |
| Facsimile | 17.40 | 17.40 |
| Westlaw | 13.58 | 13.58 |
| Total | \$ 72.67 | \$ 72.67 |

Fleming Companies

| Description | Worked Amount | Billed Amount |
|--------------------------|--------------------|--------------------|
| Other Cash Disbursements | 909.48 | 694.48 |
| Cash Disbursements | 41.48 | 16.38 |
| Photocopies | 91.80 | 91.80 |
| Long Distance Telephone | 4.66 | 19.23 |
| Facsimile | 12.30 | 12.30 |
| Westlaw | 459.98 | 459.98 |
| Total | \$ 1,519.70 | \$ 1,294.17 |

Representations

42. The fee and expense statements for the Fee Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Fee Period. To the best of RB's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Interim Compensation Order. RB's time reports are initially handwritten or entered into the billing system by the attorney or paralegal performing the described services. The majority of the time reports are organized on a daily basis. RB is particularly sensitive to issues of "lumping", and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. RB's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code.

43. This Application is RB's second monthly fee application pursuant to the Interim Compensation Order (and referred to in that Order as a "Monthly Statement"), covering the period from June 1, 2003 through June 30, 2003. Although every effort has been made to include all fees and expenses from the Fee Period in this Application, some fees and expenses

from the Fee Period might not be included in this application due to delays caused by accounting and processing procedures. RB reserves the right to make further application to the Court for allowance of fees and expenses not included herein. RB will submit subsequent fee applications at a later date in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the procedures established by this Court, and the Interim Compensation Order to request payment of fees and expenses incurred after May 1, 2003.

44. In summary, by this Application, RB requests compensation for fees and expense in the total amount of \$26,062.40 consisting of (a) 80% of the \$32,578.00 billed for reasonable and necessary professional services rendered and (b) \$1,366.84 for actual and necessary costs and expenses.

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

RIDER BENNETT, LLP

By



Steven J. Kluz, Sr. (56765)

Mark W. Schneider (187896)

Patricia A. Burke (13195)

Raphael T. Wallander (297628)

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(612) 340-7951

Dated: 7/29, 2003