

Fleming Companies, Inc., et al.
Accounting of Time Expended by Professional by Day
August 1, 2003 through August 31, 2003

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Ranallo, Lawrence F.	Partner	\$475	8/1/2003	0.3	Follow-up with S. Fisher and T. Wylie regarding comments from conference call with Audit Committee, Counsel and PwC.
			8/1/2003	0.8	Reviewed and Edited Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/1/2003	1.0	Conference call with Audit Committee, Counsel and PwC regarding Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/7/2003	3.8	Reviewed and Edited Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/18/2003	1.2	Planning for finalization of Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/22/2003	0.7	Document management and coding tasks performed for the Bankruptcy Court Quarterly Fee Application.
<i>Total hours & fees for Lawrence F. Ranallo this period:</i>				7.8	
Reddin, Charles	Partner	\$475	8/11/2003	1.2	Worked with T. Wylie on production of documents to Counsel.
<i>Total hours & fees for Charles Reddin this period:</i>				1.2	
Sivaramakrishnan, Kumar	Manager	\$325	8/14/2003	1.0	Assisted R. Reese with Bankruptcy Court Monthly Fee Application for July 2003 using Access database reports.
<i>Total hours & fees for Kumar Sivaramakrishnan this period:</i>				1.0	
Wylie, Teri R.	Manager	\$325	8/1/2003	0.3	Follow-up with L. Ranallo and S. Fisher regarding comments from conference call with Audit Committee, Counsel and PwC.
			8/1/2003	1.0	Conference call with Audit Committee, Counsel and PwC regarding Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/1/2003	5.7	Prepared Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
Wylie, Teri R.	Manager	\$325	8/6/2003	2.0	Prepared Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. and exhibits.
			8/7/2003	1.4	Prepared referenced exhibits to Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/7/2003	5.6	Prepared Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/8/2003	0.7	Discussion with Baker Botts regarding additional documents to review.
			8/8/2003	5.2	Prepared referenced exhibits to Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/8/2003	4.8	Prepared Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/11/2003	1.2	Worked with C. Reddin on production of documents to Counsel.
			8/11/2003	4.8	Reviewed relevant documents for unreferenced exhibits supporting the Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/11/2003	1.2	Reviewed Steven Smart documents to be produced to the SEC.
			8/12/2003	1.8	Reviewed Steven Smart documents to be produced to the SEC.
			8/12/2003	6.4	Reviewed relevant documents for unreferenced exhibits supporting the Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/13/2003	6.1	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
			8/14/2003	4.8	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
			8/15/2003	0.6	Discussions with S. Fisher regarding documents included as unreferenced exhibits and documents at Baker Botts not previously produced to PwC.
			8/15/2003	0.6	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.

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Wylie, Teri R.	Manager	\$325	8/15/2003	2.8	Prepared and reviewed of Bankruptcy Court Quarterly Fee Application.
			8/25/2003	0.8	Reviewed Bankruptcy Court Monthly Fee Application for July 2003.
<i>Total hours & fees for Teri R. Wylie this period:</i>				57.8	
Anyikam, Mary-Ann	Senior Associate	\$250	8/13/2003	7.0	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
			8/14/2003	2.0	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
<i>Total hours & fees for Mary-Ann Anyikam this period:</i>				9.0	
Chow, Martha M.	Senior Associate	\$250	8/13/2003	3.5	Reviewed relevant documents for unreferenced exhibits supporting the Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/14/2003	6.5	Coded time categories for April - June 2003 time detail in the fee application database for inclusion in the Bankruptcy Court Quarterly Fee Application.
<i>Total hours & fees for Martha M. Chow this period:</i>				10.0	
Fisher, Seth	Senior Associate	\$250	8/1/2003	1.0	Conference call with Audit Committee, Counsel and PwC regarding Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/1/2003	1.3	Prepared documents for T. Wylie related to initiatives. Prepared documents related to Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. in preparation for Audit Committee conference call.
			8/1/2003	0.3	Follow-up with L. Ranallo and T. Wylie regarding comments from conference call with Audit Committee, Counsel and PwC.
			8/3/2003	2.1	Referenced Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. to Company preliminary restatement schedule.
			8/4/2003	1.5	Reviewed relevant documents for unreferenced exhibits supporting the Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.

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Fisher, Seth	Senior Associate	\$250	8/5/2003	2.0	Referenced Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. to Company's preliminary restatement.
			8/6/2003	2.3	Referenced Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. to Company's preliminary restatement.
			8/15/2003	0.6	Discussions with T. Wylie regarding documents included as unreferenced exhibits and documents at Baker Botts not previously produced to PwC.
			8/18/2003	1.1	Reviewed unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/20/2003	1.7	Reviewed documents at Baker Botts not previously produced to PwC.
			8/20/2003	3.2	Examined documents produced by Dave Enholm.
			8/21/2003	0.4	Examined documents produced by Dave Enholm.
			8/25/2003	2.3	Reviewed Bankruptcy Court Monthly Fee Application for July 2003.
			8/25/2003	0.7	Examined CD containing unreferenced exhibits to identify duplicate images.
			8/26/2003	0.7	Addressed issues related to filing of Bankruptcy Court Monthly Fee Application for July 2003.
			8/27/2003	1.9	Reviewed documents at Baker Botts not previously produced to PwC.
			8/29/2003	4.2	Prepared exhibit binders, labeled for confidential treatment, and prepared CD of exhibits to provide to SEC.
			<i>Total hours & fees for Seth Fisher this period:</i>		
Orozco, Alberto	Senior Associate	\$250	8/13/2003	8.2	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
			8/14/2003	3.5	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
			8/18/2003	1.0	Organized unreferenced exhibits into categories supporting observations in Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
<i>Total hours & fees for Alberto Orozco this period:</i>				<u>12.7</u>	

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Couvillion, Brandi	Associate	\$175	8/12/2003	1.5	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
			8/13/2003	4.3	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
<i>Total hours & fees for Brandi Couvillion this period:</i>				<u>5.8</u>	
Le, Nancy	Associate	\$175	8/12/2003	0.4	Created CD of exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/13/2003	1.0	Created 3 CDs of exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/29/2003	1.0	Created 2 CDs of exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
<i>Total hours & fees for Nancy Le this period:</i>				<u>2.4</u>	
Reese, Resh J.	Associate	\$175	8/12/2003	3.9	Organized relevant documents for unreferenced exhibits supporting the Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/13/2003	8.1	Reviewed relevant documents for unreferenced exhibits supporting the Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/14/2003	4.1	Prepared unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. for imaging process.
			8/14/2003	4.2	Prepared Bankruptcy Court Quarterly Fee Application.
			8/15/2003	8.1	Prepared Bankruptcy Court Monthly Fee Application for June 2003 and Quarterly Fee Application. Submitted applications to attorneys to file with the Bankruptcy Court.
			8/18/2003	8.2	Prepared Bankruptcy Court Monthly Fee Application for June 2003 and Quarterly Fee Application. Reviewed relevant documents for unreferenced exhibits.
			8/19/2003	8.1	Reviewed documents at Baker Botts not previously produced to PwC.
			8/20/2003	1.5	Reviewed documents at Baker Botts not previously produced to PwC.
<i>Total hours & fees for Resh J. Reese this period:</i>				<u>46.2</u>	

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Sachdeva, Renu K.	Associate	\$175	8/8/2003	7.5	Prepared referenced exhibits for Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. to provide to Counsel.
			8/11/2003	5.0	Prepared referenced exhibits for Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc. to provide to Counsel.
			8/12/2003	0.3	Assisted in creating CDs of imaged referenced and unreferenced exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of Fleming Companies, Inc.
			8/13/2003	6.7	Searched for certain electronic files to retrieve metadata. Organized relevant documents for unreferenced exhibits supporting the Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/29/2003	0.7	Bates stamped exhibits, created CDs of referenced exhibits, printed labels for hard copy documents.
<i>Total hours & fees for Renu K. Sachdeva this period:</i>				20.2	
Wehmer, Lori J.	Associate	\$175	8/13/2003	1.0	Assisted in preparing Bankruptcy Court Quarterly Fee Application.
			8/14/2003	1.0	Assisted in preparing Bankruptcy Court Quarterly Fee Application.
			8/15/2003	1.0	Assisted in preparing Bankruptcy Court Quarterly Fee Application.
			8/20/2003	1.7	Compiled and updated July 2003 database of time and expense detail for Bankruptcy Court Monthly Fee Application.
			8/21/2003	0.8	Prepared and ran database reports for Bankruptcy Court Monthly Fee Application for July 2003.
			8/22/2003	1.4	Updated exhibits for Bankruptcy Court Monthly Fee Application for July 2003.
			8/25/2003	7.7	Prepared Bankruptcy Court Fee Application for July 2003.
			8/26/2003	3.4	Finalized and submitted Bankruptcy Court Fee Application for July 2003 to attorneys to file with the Bankruptcy Court.
			8/28/2003	1.4	Began preparing of Bankruptcy Court Fee Application for August 2003.
			8/28/2003	1.3	Created index of unreferenced document exhibits supporting Draft Report to Counsel of Findings from Forensic Accounting Investigation of the Fleming Companies, Inc.
			8/28/2003	0.7	Prepared CNO and cover letter for Bankruptcy Court Monthly Fee Application for June 2003..

<i>Name</i>	<i>Title</i>	<i>Rate</i>	<i>Date</i>	<i>Hours</i>	<i>Task Description</i>
<i>Total hours & fees for Lori J. Wehmer this period:</i>				<u>21.4</u>	
Total hours this period:				<u><u>222.8</u></u>	