

EXHIBIT A

Narrative and Charges for Services

NOTE: CERTAIN PORTIONS OF THE CONTENTS OF THIS EXHIBIT ARE REDACTED IN ORDER TO PRESERVE THE PRIVILEGED AND CONFIDENTIAL NATURE OF SUCH INFORMATION.

A NON-REDACTED COPY WILL BE MADE AVAILABLE FOR IN CAMERA INSPECTION BY THE COURT UPON APPROPRIATE ORDER.

BAKER BOTTS L.L.P.
ATTORNEYS AT LAW
P.O. BOX 201626
HOUSTON, TEXAS 77216-1626
TAXPAYER I.D. #74-1195457

Fleming Companies, Inc., as Debtor-in-Possession Invoice # 738524
ATTN: Kent Percy Invoice Date August 31, 2003
1945 Lakepointe Drive
Lewisville TX 75057 Attorney C N Lemon III

074578.0101 SEC Reporting

	Hours	Description
08/13/03 C N Lemon III	.80	Attention to pending public disclosure issues (.4); telephone conference with Kirsten Richesson regarding same (.4).
08/20/03 C N Lemon III	.80	Attention to pending disclosure issues connection with step down of Pete Willmott as CEO and election of Archie Dykes to CEO position (.5); telephone conference with Carlos Hernandez regarding same (.3).
08/20/03 F L McManus	1.00	Drafted and revised Form 12b-25 for the second quarter of 2003.
08/22/03 C N Lemon III	.90	Attention to pending disclosure issues connected with step down of Pete Willmott as CEO and election of Archie Dykes to that position (.5); attention to pending 8-K disclosure issues connected with pending sale of wholesale grocery business (.4).
08/24/03 R M Williams	1.60	Reviewing and revising of 12b-25 for second quarter 10-Q and distributing same to working group (.9); Drafting, reviewing and revising Form 8-K regarding press release announcing Willmott's departure (.7).
08/25/03 C N Lemon III	1.50	Attention to pending 8-k and 12b-25 disclosure issues (.7); conferences with R. Williams regarding same (.8).
08/25/03 R M Williams	3.10	E-mail correspondence to various parties regarding Form 12b-25 (.4); Revising Form 12b-25 in light of comments from D&T (.2) Federal securities research regarding filing of pro forma financial information and precedent filings (1.2); Revising and reviewing Form 8-K

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		and distributing same to client with instructions (1.3).
08/26/03 C N Lemon III	1.50	Attention pending 8-k and 12b-25 disclosure issues; conferences with R. Williams regarding same.
08/26/03 F L McManus	2.10	Forwarded by email and by PDF copies of the Form 8-K and the Form 12b-25 to Bowne Financial Printer (.2); contacted Harold Hirshman at Sonnenschein to obtain any comments to the 12b-25 (.2); forwarded clean and marked copies of the revised Form 8-K to Fleming for signature (.2); forwarded the Form 12b-25 to Fleming for signature (.3); research on company websites and LivEdgar to determine how companies number exhibits to Form 8-K when material contracts are included as an exhibit to multiple 8-K's (1.2).
08/26/03 R M Williams	1.90	Federal securities research regarding proforma financial information required under Regulation S-X (.8); Revising and reviewing draft of Form 8-K and conference with client regarding same (.7); Reviewing and revising Form 12b-25 (.4).
08/27/03 C N Lemon III	.80	Attention to pending 8-k and 12b-25 disclosure issues; conferences with R. Williams regarding same.
08/27/03 F L McManus	4.90	Revised the Form 8-K and the Form 12b-25 (2.0); forwarded changes to the Form 8-K and the Form 12b-25 to Bowne Financial Printer and reviewed the EDGARized proofs of the Form 8-K and the Form 12b-25 (1.5); coordinated the filing of the Form 8-K and the Form 12b-25 with Bowne (1.4).
08/27/03 R M Williams	.50	Office conference with F. McManus regarding 12b-25 and 8-K (.3); Telephone conversation with A. Peterson regarding 12b-25 (.2).
Total Hours	<u>21.40</u>	
Total Fee	\$ 6,634.00	

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Lawyer Summary

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
Lemon III, C N	6.30	475.00	2,992.50
McManus, F L	8.00	220.00	1,760.00
Williams, R M	7.10	265.00	1,881.50
Lawyer Totals:	<u>21.40</u>		<u>\$ 6,634.00</u>

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Fleming Companies, Inc., as Debtor-in-Possession Invoice # 738525
ATTN: Kent Percy Invoice Date August 31, 2003
1945 Lakepointe Drive
Lewisville TX 75057 Attorney C N Lemon III

074578.0103 Retail Store Disposition

	Hours	Description
08/01/03 F L McManus	1.30	Email and phone correspondence with Scott Grady, counsel to QVS Food Group and Festa Food Group, to coordinate delivery of executed closing documents; correspondence with Comerica Bank to discuss the release of the escrow funds related to the QVS and Festa transactions.
08/04/03 F L McManus	1.30	Forwarded bankruptcy orders approving the sale of the six retail grocery stores in California to Save Mart to Lynne Carmichael of Hinman & Carmichael (0.5); correspondence with Charles Holmes of Comerica Bank to discuss wiring the money in the QVS Food Group and Festa Food Group escrow account to Fleming and closing the account (0.5); forwarded closing documents for the QVS Food Group and Festa Food Group transactions and the Save Mart transaction to Rebecca Williams for her review (0.3)
08/05/03 D L Dietrich	.40	Review FTC correspondence to respond to request from beverage counsel.
08/05/03 F L McManus	.40	Forwarded the FTC letter announcing the closure of its investigation into the six retail grocery stores that were sold to Save Mart to Lynne Carmichael at Hinman & Carmichael (.2); forwarded the final versions of the Assignment and Assumption Agreements and Bills of Sale for the QVS and Festa transactions to Scott Grady (.2).
08/06/03 R A Brooks	1.00	Reviewed file regarding documents from FTC identifying the six stores; prepared email for Diana Dietrich and Lynne Carmichael.

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08/06/03 D L Dietrich	.80	Review correspondence to respond to California beverage counsel request (.3); telephone conferences with Mr. Brooks and Savemart counsel regarding the same (.5).
08/07/03 F L McManus	.30	Correspondence with Scott Grady's assistant to receive Certificates of Status for QVS Food Group and Festa Food Group (0.1); forwarded Wisconsin Sales and Use Tax Exemption Certificates to Hilary Mink at Ernst & Young (0.2).
08/08/03 F L McManus	.40	Conference call with Kirsten Richesson and Rich Hawk to discuss the Secretary's Certificate for the Save Mart transaction (.2); completed two sets of closing documents for the Save Mart transaction and forwarded the documents to Mike Silveira at Save Mart (.2).
08/11/03 F L McManus	3.50	Reviewed drafts of closing documents for the QVS Food Group, Festa Food Group and Save Mart Supermarkets transactions in preparation to discuss those documents with Rebecca Williams (0.3); added the Fifth Letter Agreement and the letter from the Federal Trade Commission announcing the closure of its investigation into six retail stores sold to Save Mart to the Save Mart closing binders and revised the Closing Binder Indexes (0.8); added original signature pages for Fresh Brands Distributing, Inc. to the Bill of Sale, Cross-Receipt and Closing Statement to the Fresh Brands closing binders (0.5); began assembling closing binders for the transaction with QVS Food Group (1.9).
08/12/03 F L McManus	.80	Continued compiling closing binders for the Asset Purchase Agreement with QVS Food Group.
08/13/03 F L McManus	1.10	Continued compiling closing binders for the Asset Purchase Agreement with QVS Food Group (.6); began compiling closing binders for the Asset Purchase Agreement with Festa Food Group (.5).
08/14/03 F L McManus	2.90	Began compiling closing binders for the Asset Purchase Agreement with Festa Food Group (1.3); conference with Rebecca Williams to discuss the final closing documents for the Asset Purchase Agreements with Save Mart Supermarkets, QVS Food Group and Festa Food Group (0.8); revised

the Cross-Receipts for the Asset Purchase Agreements with QVS Food Group and Festa Food Group and forwarded to Scott Grady, counsel to QVS and Festa (.7).

08/14/03 R M Williams .60 Office conference with F. McManus regarding Save Mart Cross Receipt and open items regarding sale of 6 stores to Save Mart (.6).

08/18/03 F L McManus .80 Continued compiling closing binders for the Asset Purchase Agreements with QVS Food Group and Festa Food Group.

08/19/03 F L McManus 3.40 Continued to compile closing binders for the Asset Purchase Agreements between Fleming and each of QVS Food Group and Festa Food Group (1.6); revised the Cross Receipt for the Asset Purchase Agreement with QVS Food Group and distributed to QVS and Fleming for execution (0.3); continued compiling closing binders for the Asset Purchase Agreement between Fleming and Fresh Brands Distributing, Inc. (0.7); continued compiling closing binders for the Asset Purchase Agreement between Fleming and Save Mart Supermarkets for the sale of nineteen retail grocery stores (0.8).

08/21/03 F L McManus .60 Continued compiling closing binders for the Asset Purchase Agreement with Fresh Brands Distributing, Inc. and revised the Closing Binder Index.

08/22/03 F L McManus .50 Continued compiling closing binders for the Asset Purchase Agreement with Fresh Brands Distributing, Inc.

08/23/03 F L McManus .30 Reviewed original signature pages sent by counsel to QVS Food Group and Festa Food Group for the closing documents to the Asset Purchase Agreements between Fleming and each of QVS and Festa.

08/24/03 F L McManus 1.00 Continued compiling closing binders for the Asset Purchase Agreement with Fresh Brands Distributing, Inc.

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08/25/03 F L McManus	2.60	Finished compiling closing binders for the Asset Purchase Agreement between Fleming and Fresh Brands Distributing, Inc. and forwarded binders to parties at Fleming and Baker Botts (1.5); continued compiling closing binders for the Asset Purchase Agreements between Fleming and each of QVS Food Group and Festa Food Group (1.1).
08/26/03 F L McManus	1.00	Continued compiling closing binders for the Asset Purchase Agreement with Festa Food Group, LLC and revised the closing binder index for the binders.
08/27/03 F L McManus	1.00	Continued compiling closing binders for the Asset Purchase Agreement with QVS Food Group and revised the Closing Binder Index for the closing binders.
08/28/03 F L McManus	.70	Continued compiling closing binders for the Asset Purchase Agreement between Fleming and QVS Food Group.
Total Hours	<u>26.70</u>	
Total Fee	\$ 6,222.00	

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Fleming Companies, Inc., as Debtor-in-Possession

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Lawyer Summary

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
Brooks, R A	1.00	325.00	325.00
Dietrich, D L	1.20	400.00	480.00
McManus, F L	23.90	220.00	5,258.00
Williams, R M	.60	265.00	159.00
Lawyer Totals:	<u>26.70</u>		<u>\$ 6,222.00</u>

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P.O. BOX 201626
HOUSTON, TEXAS 77216-1626
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Fleming Companies, Inc., as Debtor-in-Possession Invoice # 738526
ATTN: Kent Percy Invoice Date August 31, 2003
1945 Lakepointe Drive
Lewisville TX 75057 Attorney C N Lemon III

074578.0104 SEC Investigation

	<i>Hours</i>	<i>Description</i>	
07/01/03 D Weldon	.40	Receipt and review of various pleadings in the matter. Calendar deadlines and update pleading index.	REDACTED
07/02/03 D Weldon	.20	Receipt and review of various motions regarding the KMart Bankruptcy and calendar deadlines.	
07/08/03 J B Bennett	.30	Conference with Doty and Neel Lemon regarding privilege issue.	
07/17/03 J Marchand	1.90	Reviewed documents for inclusion in master file.	
07/22/03 R J Doyle	4.20	Review documents relating to analysis and send e-mails to client regarding same (.90); conference with at regarding documents (.50); prepared response to requests from SEC and circulated same (1.80)	REDACTED
07/24/03 S L Dillard	.50	Conference with Mary M. Gregory regarding settlement order related to Fleming; accessed Pacer, downloaded case file, reviewed docket for order approving debtor's settlement with Fleming (.3); downloaded order, printed and submitted to Ms. Gregory for review (.2).	
07/24/03 J Marchand	.70	Reviewed documents for inclusion in master file (.4); assisted Susan Dillard with downloading specific pleadings for Mary Gregory (.3).	
07/25/03 J W Bristow	2.40	Revise memorandum regarding subpoena of transcripts from a government agency (2.0); conference with Tim Durst and Kevin Cadwell regarding same (.4).	

07/28/03	J W Bristow	1.00	Revise memorandum regarding subpoena of transcripts from a government agency.	
07/30/03	T S Durst	.50	Review of status of pending items due to the SEC, and conference with and directions to team members regarding same (.5).	
07/31/03	T S Durst	1.40	Review of issues raised by counsel (.3); review of communications from SEC and team regarding pending matters (.8); consideration of. (.3).	REDACTED
08/01/03	K E Cadwell	3.80	Analyze and review for SEC production (1.8); analyze and review privilege log, review log in light of upcoming production (1.0); review of privileged documents (.5); review confidentiality agreement with McPeak (.5).	REDACTED
08/01/03	R J Doyle	1.20	Conferences with regarding. review of documents (.20); meet with for his review of privileged documents (.3); reviewed and forwarded emails from Fleming associates regarding document preservation to Bryan Sutcliffe and Travis Whitfill for preparing list of associates acknowledging compliance (.50); conference with attorneys for regarding document produced during testimony of and a employee (.20)	REDACTED
08/01/03	M D McPeak	7.00	Edited waiver of privilege agreement (1.0); conducted research regarding document retention and reviewed Fleming (.5); drafted letter to (.5).	REDACTED
08/01/03	B A Shores	3.30	Update and assemble exhibit notebook (2.6); prepare documents for attorney review (.7).	
08/01/03	T A Whitfill	1.30	Prepare production materials for review.	
08/04/03	K E Cadwell	4.60	Team meeting regarding status of investigation, and follow-up on imaging documents (1.0); analyze and review documents to be produced from the privilege log (3.6).	

08/04/03 R J Doyle	3.00	Meeting with Tim Durst regarding status of investigation and tasks to be completed (1.0); reviewed status of supplementing SEC requests and reported same to Tim Durst (1.0); prepared notes from _____ testimony (.3); conference with _____ attorney for _____ regarding document used as exhibit by SEC (.40); reviewed and forwarded e-mail responses from Fleming associates regarding document preservation (.30)	REDACTED
08/04/03 T S Durst	4.60	Preparation for _____ interview (1.8); team meeting to address pending projects and follow-up on same (1.0); conference call with counsel for individuals (.5); conferences with Mr. James Etri of the SEC and _____ lawyer, _____ a (.8); work on production matters (.5).	REDACTED
08/04/03 C N Lemon III	1.60	Conference with _____ regarding SEC investigation/privilege waiver issues (.5); conference call with interested parties regarding same (.7); attention to related issues (.4).	
08/04/03 M D McPeak	9.50	Edited waiver agreement (4.5); met with Team and followed up with Tim Durst regarding specific projects (1.0); prepared file regarding _____ (1.0); drafted and sent results from research regarding document retention (.5); reviewed draft of minutes from board of directors meeting (1.5); participated in conference call regarding production of withheld documents (1.0).	REDACTED
08/04/03 B A Shores	6.30	Update SEC exhibit notebook (1.5); prepare documents for production (2.3); designate privilege log for documents to produce (1.5); prepare materials in preparation of interview (1).	
08/04/03 B N Sutcliffe	6.40	Meet with attorneys to discuss log/production issues (.3); transfer documents to storage area (.1); attend team meeting regarding status of outstanding projects (1.0); coordinate and participate in preparation of materials for use at _____ interview (5.0).	REDACTED
08/04/03 T A Whitfill	3.70	Update SEC exhibit notebook and index (3.7).	

- 08/05/03 K E Cadwell 2.60 Analyze and review documents to be produced from privilege log (1.0); review notes and documents from interview (1.0); telephone conference regarding interview and items to be accomplished for continuation of the interview (.6). **REDACTED**
- 08/05/03 R J Doyle 4.00 Forward Fleming associates' email responses to document preservation letter to B. Sutcliffe and T. Whitfill (.40); prepare email to reading files (.10); revise draft of letter to SEC regarding Fleming's document retention policy and send same to (.7); reviewed files for production to SEC (1.7); Conference call with Tim Durst regarding reposition (.30); reviewed e-mail from Neel Lemon regarding items requested by and located same (.30); conference with regarding documents from files and prepared e-mail regarding same (.50) **REDACTED**
- 08/05/03 T S Durst 11.00 Preparation for and participate in SEC's interview of and follow-up on same for second day of interview (10.5); analysis of additional materials requested by the SEC (.5). **REDACTED**
- 08/05/03 C N Lemon III 1.30 Conference with Tim Durst regarding SEC investigation/privilege waiver issues (.6); conference call with interested parties regarding same (.4); attention to related issues (.3).
- 08/05/03 B A Shores 6.50 Prepare material for Tim Durst in preparation of interview (1.5); Update SEC correspondence notebook (1); file and organize production documents (1); update pleadings, billing, and correspondence file (1.5); create file for confidentiality agreement with (.3); file interview materials (.7); Attend status meeting with Bryan Sutcliffe, Rachel Doyle, Kevin Cadwell, and Tim Durst via telephone (.5). **REDACTED**
- 08/05/03 B N Sutcliffe 8.30 Prepare materials to be taken to interview (1.2); distribute transmittal correspondence and send letter to FOIA office (.8); update task list (.3); investigate production document information per Tim Durst's request (.4); edit privilege log to reflect **REDACTED**

		upcoming production of privileged documents (1.9); carry out tasks requested by Tim Durst from [REDACTED] interview (1.5); make changes to production documents per Tim Durst's instructions (1.7); attend teleconference with attorney team (.5).	REDACTED
08/06/03 K E Cadwell	2.30	Research financial spreadsheets regarding dairy prices (1.0); analyze and review documents produced at [REDACTED] interview (1.0); review upcoming interview schedule and determine documents to be printed (.3).	REDACTED
08/06/03 R J Doyle	4.50	Sent Confidentiality Agreement and list of counsel for individual defendants to [REDACTED] (.40); prepared notes of testimony of [REDACTED] (4.0); reviewed and forwarded responses from Fleming associates regarding preservation of documents (.20)	REDACTED
08/06/03 T S Durst	9.50	Preparation for and participate in the SEC's interview of [REDACTED] and follow-up on same (8.0); negotiations with SEC on agreement regarding additional documents to be produced (.5); analysis of legal issues regarding same (.4); conference with counsel for individuals and attention to matters regarding production of [REDACTED] materials (.6).	REDACTED
08/06/03 C N Lemon III	1.60	Telephone conference with [REDACTED] regarding pending SEC issues (.6); conference with Tim Durst regarding same (.3); telephone conference with [REDACTED] regarding restatement issues (.3); telephone conference with [REDACTED] regarding same (.4).	REDACTED
08/06/03 J Marchand	.90	Reviewed documents for inclusion in master file.	
08/06/03 M D McPeak	1.50	Reviewed documents reviewed and eventually produced (.5); compared production document to SEC memo response (.6); reviewed access by individual defendants and their counsel to production documents (.4).	
08/06/03 B A Shores	3.30	Quality check production documents going to SEC.	

- 08/06/03 B N Sutcliffe 3.60 Gather materials and discuss same with Kevin Cadwell (1.1); investigate issues brought by Tim Durst during interview (1.0); telephone conferences with evidence vendor about information retrieval (.6); telephone conferences with regarding documents and coordinate pickup/reproduction of same (.3); telephone conference with co-counsel paralegal regarding imaging issues and report to Tim Durst regarding findings from same (.5); process interview materials (.1). **REDACTED**
- 08/07/03 B D Bristow .50 Telephonic conference with Neel Lemon regarding status of SEC investigation.
- 08/07/03 R J Doyle 3.40 Edited attorney notes concerning testimony of (1.5); prepared documents for production to SEC (.30); revised notes concerning testimony of 'm (1.3); meeting with regarding documents to be made available to for review (.30). **REDACTED**
- 08/07/03 T S Durst 2.60 Preparation and participate in conference with SEC staff regarding pending issues (.6); conference with PWC and attention to issues regarding documents for same (.5); work on matters regarding production of additional materials to the SEC (1.0); analysis of privilege issues (.5).
- 08/07/03 C N Lemon III 1.30 Conference call with and others at SEC regarding pending SEC investigatory issues (.7); conference with Tim Durst regarding same (.6). **REDACTED**
- 08/07/03 B A Shores 2.00 Quality check production documents (1.5); update interview notebook (.5).
- 08/07/03 B N Sutcliffe 2.70 Check status of document preparation with Bryan Shores (.1); coordinate document production process, including letter drafting, document checking, service of documents and distribution of correspondence (1.7); process documents after return from copier (.3); telephone conference with attorneys regarding document review issues (.2); meet with Rachel Doyle to discuss document review and prepare report for Tim Durst's review regarding same (.4). **REDACTED**

08/08/03 R J Doyle	3.00	Reviewed and forwarded article about in Dallas Morning News (.20); conference with at- regarding document review (.20); revised attorney notes of interview (2.0); revised attorney notes of interview (.30); revised list of documents to be reviewed by and conference with Tim Durst regarding same (.30)	REDACTED
08/08/03 T S Durst	2.20	Work on confidentiality agreement with the SEC (.4); attention to issues regarding additional production of documents (.8); begin review of report (1.0).	
08/08/03 B A Shores	3.00	Distribute materials to (.5); transport production documents for review (1.5); update interview and SEC correspondence notebooks (1).	REDACTED
08/08/03 B N Sutcliffe	2.40	E-mail correspondence with Tim Durst regarding document review issues (.2); gather documents and prepare room for review session (1.3); telephone conference with Rachel Doyle regarding document review indices (.2); telephone conference with regarding document review arrangements (.3); process newly received documents (.3); process newly received documents (.1).	REDACTED
08/11/03 K E Cadwell	.20	Analyze and review new cases addressing confidentiality agreements.	
08/11/03 R J Doyle	3.20	Met with of regarding her review of documents produced to SEC as well as other documents not previously reviewed by (.50); conferred with Bryan-Shores regarding reconstruction of SEC deposition exhibits from interview notes (.20); reviewed draft of report (2.0); located and forwarded to Tim Durst letter prepared for SEC regarding document retention (.30); reviewed letters and notes from regarding document retention and sale of assets to (.20)	REDACTED
08/11/03 T S Durst	3.10	Review of draft report and related materials (1.5); consideration of issues regarding exhibits (.5); communications with company personnel regarding various pending matters related to the SEC investigation (.6); review list of pending items required by the	REDACTED

		SEC and additional communications from company regarding same (.5).	
08/11/03 C N Lemon III	1.10	Attention to pending issues (.5); conference with Tim Durst regarding same (.6).	
08/11/03 B A Shores	3.30	Update exhibits offered by SEC notebook (3.3).	
08/11/03 J G Stephens	1.30	Received instructions from Bryan Sutcliffe and burned 12 CD-Roms of Exhibits to Summary of Findings dated 08/08/2003.	
08/11/03 B N Sutcliffe	2.30	Edit and prepare indices for document review (.6); e-mail correspondence with Rachel Doyle regarding document review issues (.2); make arrangements for continued document review (.2); telephone conference with co-counsel legal assistant regarding imaging issues (.2); discuss same with Tim Durst (.1); prepare meeting results memo for co-counsel (.4); prepare new production image selection chart for review by Kevin Cadwell (.4); correspondence with Rachel Doyle regarding handling of documents (.2).	REDACTED
08/12/03 K E Cadwell	.90	Read and analyzed	REDACTED
08/12/03 R J Doyle	.40	Respond to questions from Kevin Cadwell regarding imaging documents produced by and (.20); conferences with Bryan Sutcliffe regarding review of documents (.20)	REDACTED
08/12/03 T S Durst	4.10	Work on matters regarding and exhibits (2.1); telephone conference with Mr. James Etri of the SEC enforcement staff and follow-up on same (.8); witness interview preparation (.8); communications with company personnel and counsel regarding pending issues (.4).	REDACTED
08/12/03 C N Lemon III	1.10	Attention to pending issues (.4); conference with Tim Durst regarding same (.4); telephone conference with regarding same (.3).	REDACTED

08/12/03 M D McPeak	6.20	Review of audit committee report and review of additional documentation relevant to the report (5.5); reviewed and edited confidentiality agreement and comparison with similar agreement and conferred with Tim Durst regarding same (1.7).	
08/12/03 B A Shores	4.00	Transport production documents (3.5); create file for exhibits of summary CDs (.5).	
08/12/03 B N Sutcliffe	4.20	E-mail correspondence with attorneys regarding production timetable (.1); process, distribute and ship audit committee report exhibits CD copies (1.4); telephone conference with regarding document review issues (.2); e-mail and telephone communication with regarding document imaging issues (.3); discuss with Rachel Doyle (.1); process materials to be merged into master case files (.5); discuss imaging issues with Kevin Cadwell (.1); prepare notes for upcoming call with (.3); return reviewed document sets to storage area (1.0); perform Concordance database searches for information requested by Tim Durst (.2).	REDACTED
08/12/03 T A Whitfill	1.00	Prepare documents for review (.4); update various working files (.6).	
08/13/03 K E Cadwell	1.80	Read and analyzed (1.0); read and analyzed new case involving confidentiality of SEC production (.8).	REDACTED
08/13/03 R J Doyle	3.30	Reviewed cases regarding waiver of privilege (.90); reviewed and gathered information regarding document retention at Fleming (1.0); participated in conference call with and Tim Durst regarding document retention after (1.0); conference with Tim Durst regarding procedures (.40).	REDACTED
08/13/03 T S Durst	4.30	Telephone conference with regarding pending issues and follow-up on same (.4); work on matter regarding newly requested SEC interviews (.5); preparation for and participate in conference call with professionals (1.5); review of	REDACTED

		issues regarding status of sale and data retention issues (.5); telephone conference with co-counsel regarding document production issues (.4); work on issues (1.0).	REDACTED
08/13/03 M D McPeak	2.30	Review of report and reaudit notebooks (1.8); review of recent case regarding (.5).	REDACTED
08/13/03 B A Shores	1.00	Cross-reference attorney notes in preparation for interviews (1).	
08/13/03 B N Sutcliffe	2.00	Create index of materials to be imaged (.5); teleconference with regarding status of imaging project (.4); prepare memo regarding same to Tim Durst (.3); update task list (.1); perform database searches for witness file preparation (.3); request executed confidentiality agreements from audit committee counsel (.2); discuss database search results with Kevin Cadwell (.1); request information on electronic data from vendor (.1).	REDACTED
08/14/03 K E Cadwell	1.00	Review documents in preparation for interviews of	REDACTED
08/14/03 R J Doyle	2.80	Prepared notes of meeting with (1.6); prepared supplemental responses to SEC inquiry (1.2)	REDACTED
08/14/03 T S Durst	2.40	Conference with lawyer (.3); review of matters regarding files of additional witnesses requested by the SEC (.5); communications with counsel for witnesses and with company personnel regarding new interviews (.5); work on privilege issues, including analysis of new case law regarding same (.8); conference with lawyer regarding status (.3).	REDACTED
08/14/03 B A Shores	1.50	Review and reproduce documents for attorney review (1.5).	
08/14/03 J G Stephens	.60	Receive request from Bryan Sutcliffe and query database (.4) ; email database results to Bryan Sutcliffe (.1); index and pack Concordance production database (.1)	

08/14/03	B N Sutcliffe	4.80	Perform database searches for Kevin Cadwell (.2); discuss database issues with litigation support personnel (.3); continue preparation of witness files for upcoming interviews (4.3).	
08/15/03	K E Cadwell	.50	Review documents in preparation of SEC interviews of	REDACTED
08/15/03	R J Doyle	3.00	Prepare supplement to responses to SEC inquiry (1.5); responded to request for list of problem divisions by locating list and sending to him (1.5)	REDACTED
08/15/03	T S Durst	2.00	Coordination with counsel for individuals on multiple topics (1.3); work on issues regarding next round of SEC interviews, including communications with client and calls to witnesses (.7).	
08/15/03	T S Durst	.50	Telephone conference with regarding interview and possible schedule and follow-up on same (.5).	REDACTED
08/15/03	C N Lemon III	.90	Attention to pending issues (.4); conference with Tim Durst regarding same (.4).	
08/15/03	B A Shores	1.00	Transport production for attorney review (1).	
08/15/03	B N Sutcliffe	.90	Make arrangements for upcoming document review (.2); prepare memoranda to regarding imaging issues (.3); process confidentiality agreements (.3); prepare review materials for Tim Durst (.1).	REDACTED
08/18/03	K E Cadwell	1.30	Analyze and review report.	REDACTED
08/18/03	R J Doyle	.70	Met with Tim Durst and Bryan Sutcliffe regarding information to provide to counsel for individual defendants (.50); provided information to include in notebook for counsel (.20)	
08/18/03	T S Durst	4.00	Telephone conference with regarding interview (.4); communications with the SEC regarding interviews (.5); document retention communications with company (.4); team meeting regarding document retention and production (Ms. Rachel Doyle and Mr. Bryan	REDACTED

			...Sutcliffe) (.5); communications with witness from whom the SEC has requested interviews (.8); revise and send new draft of production agreement to the SEC (.8); communications with lawyers for individuals (.6).
08/18/03	C N Lemon III	1.20	Attention to pending issues (.5); conference with Tim Durst regarding same (.7).
08/18/03	B N Sutcliffe	.80	Meet with Rachel Doyle and Tim Durst regarding upcoming meeting with co-counsel and preparation to be completed for same (.8).
08/19/03	K E Cadwell	2.30	Review (2.0); create and analyze witness files for and (1.3). REDACTED
08/19/03	T S Durst	3.60	Communications with SEC regarding interviews (.5); conference with witnesses regarding same (.8); communications with lawyers for individuals (.8); work on interview notes from SEC sessions (1.0); review of (.5) REDACTED
08/19/03	C N Lemon III	1.00	Attention to pending issues (.4); conference with Tim Durst regarding same (.6).
08/19/03	J Marchand	.90	Reviewed documents for inclusion in master file.
08/19/03	B A Shores	1.50	Review and reproduce privilege logs for attorney review (1.50).
08/19/03	B N Sutcliffe	2.40	Discuss review materials with (.3); discuss materials in (.1); gather and prepare documents for creation of notebook for meeting with counsel for individual defendants (2.0). REDACTED
08/20/03	K E Cadwell	1.10	Analyze and review REDACTED
08/20/03	R J Doyle	2.00	Meeting with and (counsel for) and Tim Durst and Bryan Sutcliffe regarding documents to be provided to counsel for individual defendants and status of document collection and preservation. REDACTED
08/20/03	T S Durst	3.10	Preparation for and meet with counsel for witnesses regarding documents and follow-up on same (2.8); review of schedules and related issues with Mr. James Etri of the SEC (.4).

08/20/03	C N Lemon III	1.10	Attention to pending issues (.6); conference with Tim Durst regarding same (.4).	
08/20/03	B A Shores	7.30	Review production documents for relevant names in preparation for interviews (7.3).	REDACTED
08/20/03	J G Stephens	1.00	Receive request from Bryan Sutcliffe and assist Bryan Sutcliffe with Concordance database issues (.4); review CD contents to compare database information re: CDs produced (.2); export field names from Concordance database and format lists for Bryan Sutcliffe (.3); index and pack Concordance production database (.1)	
08/20/03	B N Sutcliffe	4.90	Continue and complete preparation of materials to be included in meeting notebook (1.8); discuss same with Tim Durst and Rachel Doyle (.3); attend meeting with co-counsel and attorney team (1.7); investigate and prepare report on SEC database information (1.1).	
08/20/03	T A Whitfill	5.30	Review production material for references to witnesses for use in upcoming interviews (5.3).	
08/21/03	K E Cadwell	.50	Analyze and review documents for interview.	REDACTED
08/21/03	T S Durst	1.50	Calls to witnesses and counsel regarding SEC interviews (.8); preparation for SEC interviews (.7).	
08/21/03	C N Lemon III	.50	Telephone conference with regarding pending matters.	REDACTED
08/21/03	B A Shores	4.80	Update pleading and correspondence files (1.8); reproduce production documents in preparation for interviews (3.0).	
08/21/03	B N Sutcliffe	.80	E-mail correspondence with Marc McPeak regarding witness file documents (.1); telephone conference with regarding document review issues (.2); e-mail correspondence with Tim Durst regarding same (.2); discuss materials for witness files with Kevin Cadwell (.3).	REDACTED
08/21/03	T A Whitfill	1.80	Prepare production material referencing witnesses for use in upcoming interviews (1.8).	

08/22/03	K E Cadwell	1.50	Review documents in preparation for interview (1.0); review	(.5) REDACTED
08/22/03	R J Doyle	1.40	Conference with regarding retention of documents in problem divisions (.20); reviewed organization charts of leaders in the problem divisions (.50); conferences with and Tim Durst regarding leadership of problem divisions (.40); prepared e-mail to regarding conversations with	REDACTED (.30)
08/22/03	T S Durst	.50	Work on interview schedule and related matters	(.5).
08/22/03	C N Lemon III	1.20	Attention to pending issues (.8); conference with Tim Durst regarding same (.4).	
08/22/03	B A Shores	4.30	Review, gather, and reproduce production documents for attorney review (3.0); update pleadings(0.8); create new files (0.5).	
08/22/03	B N Sutcliffe	1.80	Make arrangements for document review (.1); telephone conference with regarding document request (.2); create log of materials requested by -(.1); complete update of electronic data inventory for upcoming witness preparation (.7); quality check witness files for completeness (.2); gather and arrange reproduction of documents requested by	REDACTED (.5).
08/22/03	T A Whitfill	1.80	Prepare production material referencing witnesses for use in upcoming interviews	(1.8).
08/24/03	T S Durst	.80	Review of - (.5); communications with SEC staff regarding interview (.3)	REDACTED
08/25/03	K E Cadwell	2.50	Analyze and review documents, and prepare Bennion witness file for SEC interview.	
08/25/03	R J Doyle	4.00	Reviewed report to and prepared comments regarding same	(4.0) REDACTED
08/25/03	T S Durst	.50	Work on issues regarding	(.5). REDACTED
08/25/03	C N Lemon III	.90	Attention to pending issues; conference with T. Durst regarding same.	

08/25/03	B A Shores	1.00	File production documents (1.0).	
08/26/03	K E Cadwell	1.30	Analyze and review interview notes from and testimony.	
08/26/03	R J Doyle	.20	Respond to inquiry regarding records.	REDACTED
08/26/03	T S Durst	3.80	Review and prepare comments on (1.8); preparation for SEC interviews, including communications with witnesses, counsel and SEC enforcement staff (1.5); preparation for and participate in telephone conference with regarding pending issues with SEC (.5).	REDACTED
08/26/03	C N Lemon III	.90	Attention to pending issues; conference with T. Durst regarding same.	
08/26/03	B A Shores	.50	Update pleading files (0.5).	
08/26/03	B N Sutcliffe	4.80	Prepare list of materials to be produced from privilege log for review by (1.0); discuss materials to be produced with Kevin Cadwell (.2); continue update of list of employees in compliance with request for maintenance of documents/email (3.4); e-mail correspondence with regarding document review issues (.2).	REDACTED
08/26/03	T A Whitfill	.50	Organize materials for attorney review (.5).	
08/27/03	K E Cadwell	3.70	Telephone conference with counsel (regarding Friday's SEC interview (.4); review and prepare for interview (1.3); analyze and review documents to send to (2.0).	REDACTED
08/27/03	R J Doyle	1.30	Conferences with regarding document preservation issues (.30); prepared e-mail to regarding same (.20); reviewed Tim Durst's notes of deposition of (.80)	REDACTED
08/27/03	T S Durst	5.10	Review and preparation of comments on (2.5); consideration of privilege issues regarding same and SEC production (.8); numerous communications from SEC, witnesses and counsel for witnesses regarding upcoming interviews (1.3); review of documents regarding	REDACTED

Date	Name	Time	Description	Notes
			(.5).	REDACTED
08/27/03	C N Lemon III	1.70	Attention to pending issues (.2); conference with T. Durst regarding same (.7); conference call with . regarding comments to draft report (.8).	REDACTED
08/27/03	B A Shores	1.30	Transport production documents for (1.0); update interview notebook (0.3).	REDACTED
08/27/03	B N Sutcliffe	2.60	Continue update of . list (2.1); process materials for shipment to upcoming SEC witness (.5).	REDACTED
08/27/03	T A Whitfill	1.00	Transport production documents for (1).	REDACTED
08/28/03	K E Cadwell	6.40	Analyze and review documents in preparation for SEC interview, telephone conference call with . counsel (3.4); review privileged documents for production (1.0); review notes from interview (2.0).	REDACTED
08/28/03	R J Doyle	.20	Reviewed e-mails within Fleming regarding documents.	REDACTED
08/28/03	T S Durst	4.00	Communications with SEC enforcement staff (.8); conference with . counsel for (1.0); interview preparation (1.0) work on revised language for production agreement and communications with client regarding same (.8); attention to document retention questions from client (.4).	REDACTED
08/28/03	C N Lemon III	.50	Attention to pending issues (.2); conference with Tim Durst regarding same (.3).	
08/28/03	M D McPeak	.40	Conference call with T. Durst and S.E.C. regarding production of documents (.4).	
08/28/03	B A Shores	2.30	Create file for materials produced by and (.7); reproduce documents for attorney review (1.0); update correspondence files (0.3); create confidentiality agreement files (0.3).	REDACTED

08/28/03 B N Sutcliffe	2.30	Discuss interview preparation documents with Kevin Cadwell and process same per his instructions (.3); continue update of list (2.0).	REDACTED
08/29/03 K E Cadwell	10.50	Travel time between Dallas office and SEC office in Fort Worth for interview (2.3); interview by the SEC (8.2).	REDACTED
08/29/03 S L Dillard	.50	Reviewed documents recently received in case, identified, updated case file index to reflect changes and assimilated into case file (.5).	
08/29/03 T S Durst	2.00	Conference with and directions to Mr. Kevin Cadwell regarding interviews, including analysis of related issues (1.5); work on issues regarding documents and privilege issues (.5).	REDACTED
08/29/03 J Marchand	.70	Reviewed documents for inclusion in master file.	
08/29/03 B A Shores	.50	Transport production documents to file room (0.5).	
Total Hours	<u>363.40</u>		
Total Fee	\$ 82,459.50		

BAKER BOTTS LLP.

Fleming Companies, Inc., as Debtor-in-Possession

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Lawyer Summary

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
Bennett, J B	.30	440.00	132.00
Bristow, B D	.50	650.00	325.00
Cadwell, K E	46.50	190.00	218.50
Cadwell, K E (Travel)	2.30	95.00	8,835.00
Doyle, R J	45.80	290.00	13,282.00
Durst, T S	77.10	425.00	32,767.50
Lemon III, C N	17.90	475.00	8,502.50
McPeak, M D	26.90	190.00	5,111.00
Lawyer Totals:	217.30		\$ 69,173.50

Non-Lawyer Summary

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
Bristow, J W	3.40	125.00	425.00
Dillard, S L	1.00	120.00	120.00
Marchand, J	5.10	70.00	357.00
Shores, B A	58.70	75.00	4,402.50
Stephens, J G	2.90	130.00	377.00
Sutcliffe, B N	58.00	105.00	6,090.00
Weldon, D	.60	110.00	66.00
Whitfill, T A	16.40	75.00	1,230.00
Non-Lawyer Totals:	146.10		\$ 13,067.50

BAKER BOTTS L.L.P.
ATTORNEYS AT LAW
P.O. Box 201626
HOUSTON, TEXAS 77216-1626
TAXPAYER I.D. #74-1195457

Fleming Companies, Inc., as Debtor-in-Possession Invoice # 738527
ATTN: Kent Percy Invoice Date August 31, 2003
1945 Lakepointe Drive
Lewisville TX 75057 Attorney C N Lemon III

074578.0105 *Derivative Lawsuits*

	<i>Hours</i>	<i>Description</i>
07/10/03 N Kennedy	1.00	Reviewed Slater, Mass Carpenters (Dallas), Mass Carpenters (Texarkana) and Stitzel complaint and MDL transfer order for information to respond to e-mail from Craig Birchette regarding Fleming Trustee Agreements and e-mailed Tim Durst regarding same (.70); searched Northern District of Texas docket for new cases involving Fleming, Matt Hildreth or Rich Hawk and e-mailed docket sheet of Fetterman vs. Hansen (filed on 06/27/03) to Mr. Durst per his request (.30).
<i>Total Hours</i>	<u>1.00</u>	
<i>Total Fee</i>		\$ 130.00

BAKER BOTTS LLP.

Fleming Companies, Inc., as Debtor-in-Possession

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Non-Lawyer Summary

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
Kennedy, N	1.00	130.00	130.00
Non-Lawyer Totals:	<u>1.00</u>		<u>\$ 130.00</u>

BAKER BOTTS L.L.P.
ATTORNEYS AT LAW
P.O. BOX 201626
HOUSTON, TEXAS 77216-1626
TAXPAYER I.D. #74-1195457

Fleming Companies, Inc., as Debtor-in-Possession Invoice # 738528
ATTN: Kent Percy Invoice Date August 31, 2003
1945 Lakepointe Drive
Lewisville TX 75057 Attorney C N Lemon III

074578.0106 Retention & Fee Applications

	<i>Hours</i>	<i>Description</i>
08/01/03 R Mulloy-Levine	3.80	Incorporate revisions to travel time per instructions from trustee's office and revise file (1.90); discuss expense code removal with IT (.30); discuss timekeeping guidelines to address travel and time-increments (.20); final revision of ASCII file to find inconsistency in totals for certain invoice and expenses and revise accordingly and revise travel designation to comply with character limitation (1.10); send June ASCII filing to trustee (.30).
08/05/03 K A Kephart	.80	Assist R.Mulloy-Levine in docket fee application docket research.
08/05/03 R Mulloy-Levine	.50	Followed up on objections and status First and Second Fee Applications, reviewed recent court order on compensation procedures, inquire local counsel about certificate of no objection and interim application, and advise Neel Lemon on matters above.
08/08/03 R Mulloy-Levine	1.50	Followed up on Certificate of No Objections to First and Second Fee Application, checked on procedure for Interim Fee and commenced to draft same.
08/12/03 R Mulloy-Levine	2.40	Discuss with accounting allocation of the monies received from client in accordance with the court's order and return retainer (.30); Drafting First Interim Application covering the months of May, June, and July (2.10).

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Fleming Companies, Inc., as Debtor-in-Possession

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08/13/03 R Mulloy-Levine	2.10	Followed up on retainer and interest return, discuss with accounting and Neel Lemon, and drafted letter to client advising of return of retainer (.40); continue to work on the first quarterly fee application (1.70).
08/14/03 R Mulloy-Levine	1.90	Finalized draft First Quarterly Fee Application and attachments.
08/15/03 R Mulloy-Levine	2.30	Incorporated Michael Li's comments and finalized review of interim application, prepared proposed order, obtained signature, and sent to local counsel for filing.
08/19/03 R Mulloy-Levine	.30	Contacted timekeepers and accounting about next fee filing.
08/22/03 R Mulloy-Levine	.30	Work on gathering time records for fourth fee application.
08/25/03 K A Kephart	.40	Assist R. Mulloy-Levine in quarterly fee application docket research.
08/25/03 R Mulloy-Levine	2.40	Continue to work on the Fourth Fleming Fee Application.
08/27/03 C N Lemon III	.60	Review of draft fourth monthly fee application; conference with Romina Mulloy regarding same.
08/27/03 R Mulloy-Levine	.30	Followed up on fourth exhibit fee application.
08/28/03 R Mulloy-Levine	.30	Finalized fourth fee application and sent to local counsel for filing.
Total Hours	<u>19.90</u>	
Total Fee	\$ 4,357.00	

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Fleming Companies, Inc., as Debtor-in-Possession

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Lawyer Summary

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
Lemon III, C N	.60	475.00	285.00
Mulloy-Levine, R	18.10	220.00	3,982.00
Lawyer Totals:	<u>18.70</u>		<u>\$ 4,267.00</u>

Non-Lawyer Summary

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
Kephart, K A	1.20	75.00	90.00
Non-Lawyer Totals:	<u>1.20</u>		<u>\$ 90.00</u>