

October 23, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2707176

IN THE MATTER OF **Corporate and Securities Matters**
 File No. 40575-0009

For legal services rendered through September 30, 2003 (see attached Description of Legal Services for detail)	\$ 10,101.00
For disbursements incurred through September 30, 2003 (see attached Description of Expenses for detail)	\$ 1,948.77
Total for legal services rendered and expenses incurred	\$ 12,049.77

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Willard G Fraumann, P.C.	4.40	660.00	2,904.00
Seth J Gerson	4.60	430.00	1,978.00
Constantine Koutsouvas	1.50	375.00	562.50
Mark L Kovner	2.50	445.00	1,112.50
Marimichael Skubel	5.00	445.00	2,225.00
Richard J Tilley	1.90	310.00	589.00
Richard L Wynne	.70	670.00	469.00
Lois J Broussard	1.80	145.00	261.00
Total	22.40		\$ 10,101.00

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/02/03	1.00	Richard J Tilley	Telephone conference with J. Tovey re title to LA trucks (.2); telephone conference with D. Gorton re Notes (.5) telephone conference with L. Thomas re Price Choppers note (.3).
9/02/03	.80	Lois J Broussard	Prepare stock ledger re original stock certificates (.6); office conference with R. Tilley re same (.2).
9/02/03	.30	Willard G Fraumann, P.C.	Review and respond to voicemails and e-mail correspondence re corporate issues.
9/03/03	.90	Richard J Tilley	Telephone conference with D. Groton re share certificates, notes, etc. (.5); telephone conference with J. Tovey re title issues (.2); telephone conference with M. Sharp re prorations (.2).
9/05/03	1.00	Lois J Broussard	Review original stock certificates (.7); prepare email correspondence to D. Gorton of Skadden Arps re original stock certificates (.1); office conference with R. Tilley re the same.
9/09/03	1.50	Constantine Koutsouvas	Research re SEC no-action letters.
9/17/03	.50	Richard L Wynne	Telephone conference with J. Sprayregen re SEC investigation.
9/22/03	2.30	Willard G Fraumann, P.C.	Telephone conferences R. Hayward and C. Hernandez re P. Willmott resignation as CEO and audit committee (1.9); research re same (.4).
9/23/03	1.80	Willard G Fraumann, P.C.	Telephone conference with C. Hernandez re Audit Committee response (.2); telephone conferences R. Hayward re same (.2); research re same (1.4).
9/25/03	2.50	Marimichael Skubel	Telephone conferences with S. Gerson, K. Richesson, M. Genereux, S.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Feuerabendt, M. Walsh re strategy and antitrust analysis.
9/26/03	2.50	Mark L Kovner	Antitrust analysis and office conference with client and M. Skubel re same.
9/29/03	2.50	Marimichael Skubel	Draft memorandum re antitrust analysis.
9/29/03	1.00	Seth J Gerson	Review PWC materials re accounting investigation prepared for Audit Committee of client.
9/30/03	.20	Richard L Wynne	Telephone conference with H. Hirshman re SEC issues.
9/30/03	3.60	Seth J Gerson	Review materials drafted by PWC for Audit Committee (1.6); telephone conference with R. Roof, K. Richesson, W. Fraumann, N. Lemon and representative of D&T re various issues related to preparation of audited financial statements for client (1.0); briefly review certain SEC issues related to same (1.0).
	22.40		TOTAL HOURS

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 Legal Services for the Period Ending September 30, 2003
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Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/13/03	Telephone call to: STATE OF,DE 302-778-6401	1.00
6/13/03	Telephone call to: STATE OF,DE 302-778-6401	.50
6/13/03	Telephone call to: NY CITY,NY 917-882-0354	2.24
6/13/03	Telephone call to: DALLAS NE,TX 972-906-1172	1.25
6/13/03	Telephone call to: OKLA CITY,OK 405-552-2253	.50
7/01/03	Telephone call to: BRATTLEBO,VT 802-257-6700	1.18
7/01/03	Telephone call to: BRATTLEBO,VT 802-257-6700	2.75
7/01/03	Telephone call to: STATE OF,CT 860-573-8053	1.57
7/01/03	Telephone call to: STATE OF,CT 860-573-8053	.59
7/01/03	Telephone call to: STATE OF,CT 860-930-1988	3.53
7/01/03	Telephone call to: HOUSTON,TX 713-749-9321	1.96
7/01/03	Telephone call to: BRATTLEBO,VT 802-257-6785	1.37
7/01/03	Telephone call to: WALPOLE,NH 603-756-2812	.59
7/01/03	Telephone call to: EASTERN,MA 617-584-0355	2.36
7/01/03	Telephone call to: BRATTLEBO,VT 802-257-6600	.59
7/01/03	Telephone call to: CHICAGO,IL 312-848-0230	1.37
7/01/03	Telephone call to: PORTLAND,OR 503-284-3541	9.23
7/01/03	Telephone call to: BRATTLEBO,VT 802-257-6600	.98
7/01/03	Telephone call to: PORTLAND,OR 503-284-3541	.79
7/01/03	Telephone call to: PORTLAND,OR 503-284-3541	8.05
7/01/03	VOILA BAKERIES, INC. - Working Meals/K&E and Others per C. Pak on 7/1/03.	22.06
7/02/03	Telephone call to: DALLAS NE,TX	.79

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 Legal Services for the Period Ending September 30, 2003
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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/02/03	972-906-8122 Telephone call to: CHICAGO,IL	1.57
7/02/03	312-543-2089 Telephone call to: CHICAGO,IL	1.18
7/02/03	312-543-2089 VOILA BAKERIES, INC. - Working Meals/K&E and Others per C. Pak on 7/2/03.	22.06
7/03/03	Telephone call to: DALLAS NE,TX 972-906-1102	2.75
7/03/03	Telephone call to: DALLAS NE,TX 972-906-1102	.79
7/03/03	Telephone call to: DALLAS NE,TX 972-906-2180	.59
7/07/03	Telephone call to: DALLAS NE,TX 972-906-8109	2.94
7/07/03	Telephone call to: DALLAS NE,TX 972-906-2177	.79
7/07/03	Telephone call to: OKLA CITY,OK 405-552-2253	2.75
7/28/03	FRESH BASILS - Working Meals/K&E Only, A. Hunter, 6/30/03	323.30
7/31/03	Telephone call to: DALLAS NE,TX 972-906-1120	5.98
7/31/03	Telephone call to: NEWYORKCTY,NY 212-819-8200	1.25
7/31/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
7/31/03	Telephone call to: NEWYORKCTY,NY 212-735-2116	.50
7/31/03	Telephone call to: NEWYORKCTY,NY 212-735-3684	.50
7/31/03	GLOBAL SECURITIES INFORMATION, INC. - Computer Database Research, LIVEdgar usage, 7/2003	85.60
8/01/03	Telephone call to: LOSANGELES,CA 213-680-8653	4.59
8/06/03	UPS Dlvry to:Kirkland&Ellis ,Lisa Horton Washington,DC from:Daneen L Jachino	16.14
8/08/03	Telephone call to: DETROIT,MI 313-496-9000	.50
8/08/03	Telephone call to: CHICAGO,IL 312-404-2096	.50
8/08/03	Telephone call to: CHICAGO,IL 312-404-2096	7.72
8/08/03	Telephone call to: CENTRAL,AL	5.23

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/22/03	205-305-6026 Telephone call to: NEW YORK, NY 212-735-3000	1.27
8/22/03	Telephone call to: NEW YORK, NY 212-735-3500	1.00
8/22/03	Telephone call to: NEW YORK, NY 212-735-4188	1.02
8/22/03	Telephone call to: NEW YORK, NY 212-735-3500	1.00
8/22/03	Telephone call to: NEW YORK, NY 212-735-3000	5.42
8/22/03	Telephone call to: NEW YORK, NY 212-735-3000	1.07
8/22/03	Telephone call to: NEW YORK, NY 212-735-4188	1.00
8/22/03	West Publishing-TP, Database Usage 8.03	66.37
8/23/03	Telephone call to: NEW YORK, NY 212-735-4188	1.62
8/23/03	Telephone call to: NEW YORK, NY 212-735-4188	.76
8/23/03	Telephone call to: NEW YORK, NY 212-735-4188	.76
8/23/03	Telephone call to: NEW YORK, NY 212-735-4188	1.03
8/23/03	Telephone call to: NEW YORK, NY 212-735-3000	1.04
8/23/03	Telephone call to: SAN MONICA, CA 310-463-3395	.99
8/23/03	Telephone call to: NEW YORK, NY 212-735-3000	2.18
8/23/03	Telephone call to: NEW YORK, NY 212-735-3000	1.68
8/23/03	Telephone call to: NEW YORK, NY 212-735-4188	.77
8/23/03	Telephone call to: NEW YORK, NY 212-735-3000	.76
8/23/03	Telephone call to: SAN MONICA, CA 310-463-3395	.76
8/23/03	Telephone call to: NEW YORK, NY 212-735-3000	1.90
8/23/03	Telephone call to: LA GRANGE, IL 708-352-3711	1.00
8/23/03	Telephone call to: NEW YORK, NY 212-735-4188	.75
8/23/03	Telephone call to: NEW YORK, NY 212-735-4188	.76

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/23/03	West Publishing-TP,Database Usage 8.03	9.86
8/24/03	Charles Pak, Travel Meal with Others, New York, NY, 08/24/03, (Closing)	40.00
8/25/03	Charles Pak, Travel Meal with Others, New York, NY, 08/25/03, (Closing)	111.00
8/29/03	Telephone call to: BALTIMORE,MD 410-783-8836	.75
8/29/03	ELITE LIMOUSINE PLUS, INC. - Transportation to/from airport, E. Davis, 8/21/03	54.06
8/31/03	GLOBAL SECURITIES INFORMATION, INC. - Computer Database Research, LIVEdgar usage, 8/2003	31.01
8/31/03	CCH CORSEARCH - Computer Database Research, TA(7.75) CCH Corsearch database usage for 8/03	8.22
9/02/03	Telephone call to: NEWYORKCTY,NY 212-735-3000	.50
9/02/03	Telephone call to: NEWYORKCTY,NY 212-735-3000	1.49
9/02/03	Telephone call to: NEWYORKCTY,NY 212-980-5514	9.22
9/03/03	Telephone call to: DALLAS,TX 214-725-0872	1.00
9/03/03	Telephone call to: SANFRNCSCO,CA 415-882-4550	1.27
9/03/03	Telephone call to: W BAY,CA 510-979-8204	1.59
9/03/03	Telephone call to: NEWYORKCTY,NY 212-735-3000	1.74
9/03/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
9/04/03	Telephone call to: NY CITY,NY 917-940-4413	.75
9/04/03	Telephone call to: NEWYORKCTY,NY 212-272-6592	1.00
9/04/03	Telephone call to: NY CITY,NY 917-940-4413	.75
9/04/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
9/05/03	Fed Exp to:DAVE GORTON,NEW YORK CITY,NY from:LOIS BROUSSARD	11.94
9/05/03	THE DIALOG CORPORATION - Computer Database Research, Dialog charges thru 9/5/03	9.25
9/06/03	Standard Copies	3.90

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/08/03	Standard Copies	6.40
9/08/03	Standard Copies	20.30
9/08/03	Standard Copies	3.40
9/09/03	Fax page charge to 650-696-2669	11.25
9/09/03	Fax page charge to 650-589-4010	11.25
9/09/03	Fax page charge to 802-257-6620	1.50
9/09/03	Scanned Images	2.55
9/09/03	Scanned Images	2.55
9/09/03	Scanned Images	2.70
9/09/03	Richard Tilley, Meals, Overtime Meals-Attorney, Los Angeles, CA, 09/09/03, (Overtime Meals)	7.24
9/10/03	Telephone call to: DALLAS NE,TX 972-906-2177	.62
9/10/03	Standard Copies	11.00
9/10/03	Fed Exp to:JAMES M. ASH,KANSAS CITY,MO from:CHRISTIAN LYMN	9.11
9/11/03	Standard Copies	8.10
9/11/03	Standard Copies	19.50
9/12/03	Telephone call to: NEWYORKCTY,NY 212-705-0414	.50
9/12/03	Telephone call to: NEWYORKCTY,NY 212-455-2589	7.47
9/12/03	Telephone call to: NORTHERN,MI 906-972-2177	1.99
9/12/03	Telephone call to: DALLAS NE,TX 972-906-2177	1.99
9/12/03	Telephone call to: DALLAS NE,TX 972-906-2177	3.99
9/12/03	Scanned Images	9.00
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 6/16/03	.60
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 6/16/03	1.19
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 6/23/03	7.86
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 6/23/03	9.53
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 6/23/03	186.95
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 06/24/03	47.75
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 06/24/03	3.10
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 06/24/03	82.28

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 06/26/03	.48
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 06/26/03	10.24
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 07/15/03	38.82
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 08/02/03	87.64
9/15/03	Telephone call to: DALLAS NE,TX 972-906-1379	7.47
9/15/03	Telephone call to: DALLAS NE,TX 972-906-1379	.50
9/15/03	Telephone call to: DALLAS NE,TX 972-906-1379	.50
9/15/03	Telephone call to: DALLAS NE,TX 972-906-1379	.75
9/15/03	Telephone call to: NEWYORKCTY,NY 212-735-3593	.75
9/15/03	Telephone call to: DALLAS NE,TX 972-906-1379	.75
9/15/03	Telephone call to: DALLAS NE,TX 972-906-2177	1.00
9/15/03	Telephone call to: NEWYORKCTY,NY 212-735-3593	.75
9/16/03	Telephone call to: PHILADELPHIA,PA 610-213-4701	.62
9/16/03	Telephone call to: DALLAS,TX 469-223-7085	2.24
9/16/03	Telephone call to: DALLAS,TX 214-725-0872	2.49
9/16/03	Richard Tilley, Meals, Overtime Meals-Attorney, Los Angeles, CA. 09/16/03, (Overtime Meals)	12.86
9/17/03	Telephone call to: NYC BRONX,NY 212-497-4170	1.99
9/17/03	Telephone call to: CHICAGO,IL 312-266-1000	.50
9/17/03	Telephone call to: NYC BRONX,NY 212-497-4170	1.25
9/17/03	Telephone call to: NEWYORKCTY,NY 212-735-3684	1.49
9/18/03	Richard Tilley, Telephone, Cellular Service, 09/18/03, (Telephone Charges)	71.15
9/18/03	Telephone call to: DALLAS NE,TX 972-539-0090	.50
9/18/03	Telephone call to: NEWYORKCTY,NY	.50

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/18/03	212-735-3000 Telephone call to: CENTRAL,AL	.75
9/18/03	205-305-6026 Telephone call to: DALLAS,TX	.50
9/18/03	469-223-7085 Telephone call to: DALLAS NE,TX	2.49
9/18/03	972-906-1429 Telephone call to: NEWYORKCTY,NY	1.00
9/18/03	212-735-3000 Telephone call to: NEWYORKCTY,NY	1.00
9/18/03	212-735-3092 Telephone call to: STATE OF,DE	.62
9/19/03	302-778-7550 Scanned Images	.15
9/19/03	Scanned Images	.75
9/22/03	Telephone call to: DALLAS NE,TX	1.00
9/22/03	972-906-2177 Telephone call to: DALLAS NE,TX	.50
9/22/03	972-906-2177 Telephone call to: DALLAS NE,TX	.75
9/22/03	972-539-0090 Telephone call to: OAHU,HI	1.25
9/23/03	808-541-1930 Telephone call to: DALLAS NE,TX	7.72
9/23/03	972-906-2177 Telephone call to: NY CITY,NY	.75
9/23/03	917-940-4413 Standard Copies	54.60
9/24/03	Fax page charge to 913-288-1573	3.00
9/24/03	Fax page charge to 802-257-6620	3.00
9/24/03	Fax page charge to 952-828-4403	3.00
9/24/03	Fax page charge to 312-853-7036	3.00
9/24/03	Fax page charge to 212-455-2502	3.00
9/24/03	Fax page charge to 212-735-2000	3.00
9/24/03	Fax page charge to 816-421-0596	3.00
9/24/03	Fax page charge to 913-288-1573	3.00
9/24/03	Fax page charge to 802-257-6620	3.00
9/24/03	Fax page charge to 952-828-4403	3.00
9/24/03	Fax page charge to 312-853-7036	3.00
9/24/03	Fax page charge to 212-455-2502	3.00
9/24/03	Fax page charge to 212-735-2000	3.00
9/24/03	Fax page charge to 816-421-0596	3.00
9/24/03	Scanned Images	.60
9/24/03	Fed Exp to:DANIEL GINSBERG,NEW YORK CITY,NY from:EVA GARCIA	19.46
9/25/03	Fax page charge to 310-379-8408	1.50

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/25/03	Fax page charge to 310-379-8408	1.50
9/25/03	Fax page charge to 310-379-8408	1.50
9/25/03	Fax page charge to 310-379-8408	1.50
9/25/03	Fax page charge to 310-379-8408	1.50
9/25/03	Standard Copies	30.70
9/26/03	Telephone call to: GRD PR,TX 214-647-7500	.75
9/26/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
9/26/03	Telephone call to: DALLAS,TX 214-587-6256	.50
9/26/03	Telephone call to: WILMINGTON,DE 302-652-4100	.75
9/26/03	Telephone call to: STATE OF,DE 302-467-4400	.75
9/26/03	Standard Copies	27.80
9/29/03	Telephone call to: WILMINGTON,DE 302-651-7724	2.74
9/29/03	Telephone call to: NEWYORKCTY,NY 212-735-5152	1.49
9/29/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
9/29/03	Standard Copies	27.80
9/29/03	Scanned Images	.45
9/30/03	Telephone call to: NYC BRONX,NY 212-723-9307	.50
9/30/03	Telephone call to: NEWYORKCTY,NY 212-735-2079	.50
9/30/03	Telephone call to: DALLAS,TX 214-725-0872	.50
9/30/03	Standard Copies	33.90
9/30/03	Scanned Images	.15
	Total Expenses	\$ 1,948.77

October 23, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2707177

IN THE MATTER OF **Creditors/Shareholder's Inquiries**
 File No. 40575-0010

For legal services rendered through September 30, 2003 (see attached Description of Legal Services for detail)	\$ 9,031.00
For disbursements incurred through September 30, 2003 (see attached Description of Expenses for detail)	\$ 16.67
Total for legal services rendered and expenses incurred	\$ 9,047.67

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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shirley S Cho	.90	445.00	400.50
Marjon E Ghasemi	2.00	385.00	770.00
Steven R Kotarba	7.00	420.00	2,940.00
Geoffrey A Richards	1.00	460.00	460.00
Richard L Wynne	4.00	670.00	2,680.00
James M Celeski	.50	105.00	52.50
Andrew J Groesch	7.20	190.00	1,368.00
Denise Wymore	1.00	210.00	210.00
David Hernandez	1.00	150.00	150.00
Total	24.60		\$ 9,031.00

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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/02/03	.80	Steven R Kotarba	Respond to creditors requiring attorney response re bar date and other case issues.
9/02/03	1.00	Denise Wymore	Respond to multiple creditors inquiries.
9/02/03	.20	Andrew J Groesch	Respond to creditor inquiries re proofs of claim.
9/03/03	1.50	Marjon E Ghasemi	Review correspondence from various creditors and parties in interest and forward to appropriate Fleming team member.
9/04/03	2.00	Richard L Wynne	Telephone conference with A. Groesch re OCC call (.2); telephone conference with C. Cippione re OCC issues and plan ideas (.2); telephone conference with OCC (1.6).
9/04/03	.60	Andrew J Groesch	Respond to creditor inquiries re proofs of claim and bar date (.3); telephone conferences with C. Cippione re arrangements for creditors committee conference call (.3).
9/04/03	1.00	Geoffrey A Richards	Prepare for and participate in update call with committee.
9/05/03	.80	Steven R Kotarba	Respond to creditors requiring attorney attention and inquiring re bar date and other issues.
9/08/03	.40	Steven R Kotarba	Respond to creditors correspondence re claims.
9/08/03	.80	Andrew J Groesch	Respond to creditor inquiries re executory contracts (.8).
9/09/03	.50	Marjon E Ghasemi	Telephone conference with J. Devork re case status (.4); telephone calls to and from G. Richards re same (.1).

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 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/09/03	.60	Andrew J Groesch	Respond to creditors' inquiries re bar date (.6).
9/10/03	1.00	Andrew J Groesch	Respond to creditor inquiries re Proofs of claim and executory contracts.
9/12/03	1.00	David Hernandez	Review Summary of SOFA/Schedules (.4) and respond to creditor request (.6).
9/12/03	2.20	Andrew J Groesch	Respond to creditor inquiries re bar date, scheduled amounts and methods of filing proofs of claim.
9/22/03	1.30	Steven R Kotarba	Respond to creditors re proofs of claim, reclamation claims, PACA claims.
9/22/03	.50	Shirley S Cho	Review and forward various creditor inquiries.
9/22/03	.50	Richard L Wynne	Telephone conference with T. Stenger, F. Huffard and OCC counsel re bank proposal.
9/22/03	.50	James M Celeski	Telephone conference with assistant city solicitor of Sommerville, Massachusetts, re take off of Fleming mailing list.
9/23/03	1.60	Steven R Kotarba	Respond to creditor calls re PACA, Reclamation, Bar Date and lease issues.
9/23/03	.10	Shirley S Cho	Telephone conference with H. Douglas re Kentucky operations.
9/23/03	.10	Shirley S Cho	Review and forward customer termination inquiry.
9/23/03	1.50	Richard L Wynne	Telephone conference with unsecured creditors committee re bank negotiations over budget, timeline and Core Mark sale.
9/24/03	.40	Andrew J Groesch	Arrange for attorneys to communicate status of pending motions for October 2 hearing to Milbank, Tweed counsel for OCC.

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/26/03	.90	Andrew J Groesch	Respond to creditor inquiries re unsecured claims.
9/29/03	1.40	Steven R Kotarba	Respond to creditor calls re claims.
9/30/03	.70	Steven R Kotarba	Respond to creditors calls re claims.
9/30/03	.20	Shirley S Cho	Review and forward voicemail from K. Stillers re proof of claim (.1); telephone conference with C. Havlick re utility claim (.1).
9/30/03	.50	Andrew J Groesch	Respond to numerous creditor inquiries.
	24.60		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/02/03	Telephone call to: YARDLEY,PA 215-321-6909	2.29
9/04/03	Telephone call to: STATE OF,DE 302-252-2900	1.04
9/05/03	Telephone call to: NPA SUMMRY,MS 662-841-1069	.62
9/08/03	Telephone call to: W CENTRAL,OK 580-762-7595	1.25
9/08/03	Telephone call to: LB AREA,CA 310-772-2325	.62
9/08/03	Telephone call to: NEWYORKCTY,NY 212-455-3122	.83
9/09/03	Telephone call to: LB AREA,CA 310-772-2353	.62
9/19/03	Telephone call to: BALTIMORE,MD 410-467-0769	2.91
9/30/03	Telephone call to: EDMOND,OK 405-359-9000	1.04
9/30/03	Standard Copies	5.30
9/30/03	Scanned Images	.15
	Total Expenses	\$ 16.67

October 23, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2707178

IN THE MATTER OF Disclosure/Plan/Confirmation
 File No. 40575-0011

For legal services rendered through September 30, 2003 (see attached Description of Legal Services for detail)	\$ 211,774.00
For disbursements incurred through September 30, 2003 (see attached Description of Expenses for detail)	\$ 451.91
Total for legal services rendered and expenses incurred	\$ 212,225.91

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Janet S Baer	57.30	625.00	35,812.50
Richard S Berger	.90	625.00	562.50
Shirley S Cho	12.90	445.00	5,740.50
Eva H Davis	2.90	545.00	1,580.50
Willard G Fraumann, P.C.	4.50	660.00	2,970.00
Evan R Gartenlaub	90.10	385.00	34,688.50
Seth J Gerson	3.00	430.00	1,290.00
Michael H Kerr, P.C.	9.50	660.00	6,270.00
Steven R Kotarba	31.60	420.00	13,272.00
Constantine Koutsouvas	7.10	375.00	2,662.50
Dennis M Myers, P.C.	3.00	545.00	1,635.00
Geoffrey A Richards	63.20	460.00	29,072.00
Salvatore F Bianca	3.70	345.00	1,276.50
James H M Sprayregen, P.C.	63.30	730.00	46,209.00
Richard L Wynne	39.60	670.00	26,532.00
James M Celeski	.50	105.00	52.50
Andrew J Groesch	3.60	190.00	684.00
Kenneth Robling	3.80	255.00	969.00
James R Strohl	3.30	150.00	495.00
Total	403.80		\$ 211,774.00

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/02/03	2.90	Janet S Baer	Draft email re information request and draft agenda for meeting (.5); analyze matters re same (.5); finalize information request and agenda for transmittal to clients (.5); prepare detailed Core-Mark information for R. Wynne and J. Sprayregen (1.0); analyze numerous matters re Plan meetings (.4).
9/02/03	.30	Richard L Wynne	Conference with E. Davis re plan issues.
9/02/03	.30	Eva H Davis	Office conferences with R. Wynne re San Francisco meetings and plan issues.
9/02/03	1.30	James H M Sprayregen, P.C.	Review of materials concerning Fleming assets and liabilities in consideration of structure of plan of reorganization.
9/03/03	4.40	Janet S Baer	Review corporate structure chart and circulate same (.3); analyze preference issues for Plan meeting (.4); prepare inquiries re plan issues (.5); confer with J. Friedland re alternatives (.2); confer with V. Hood re open factual issues/claims (.2); confer with R. Wynne and K. Richardson re Strategic Planning meeting (.5); confer with R. Higgins re plan issues (.3); review Canadian materials in preparation for call re same (.5); confer with R. Wynne re timeline and other preparation for the Plan strategy meetings (.3); review PBGC information (.2); review other plan issues (.5); confer with E. Gartenlaub re plan research (.5).
9/03/03	.50	Janet S Baer	Begin preparation of summary chart for plan issues.
9/03/03	.30	Richard L Wynne	Telephone conference with T. Stenger re plan ideas.

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/03/03	.20	Richard L Wynne	Telephone conference with J. Baer re POR term sheet.
9/03/03	.30	Richard L Wynne	Telephone conference with J. Sprayregen, J. Baer.
9/03/03	7.30	Evan R Gartenlaub	Participate in conference with J. Baer re Plan (.2); review background documentation for valuation and Plan outline (2.9); gather and review plan precedent (2.3); review proposed plan classifications and classification research (1.9).
9/03/03	2.60	James H M Sprayregen, P.C.	Review of materials concerning Fleming assets and liabilities in consideration of structure of plan of reorganization.
9/04/03	4.30	Janet S Baer	Revise memo re plan issues (.5); attend to matters re plan strategy meeting (.5); review draft agenda revised for meeting (.2); follow up re plan analysis (.4); review article re same (.3); confer with various attorneys re similar issues in cases for memo re plan issue (.5); review memos on plan issues (.5); prepare memo on plan status (.3); prepare memo on plan issues (.6); circulate various materials for plan meeting (.5).
9/04/03	.30	Richard L Wynne	Telephone conference with J. Carfignini re plan confirmation issues.
9/04/03	5.20	Evan R Gartenlaub	Research precedent for Plan and Disclosure Statement (3.3); review financial projections and related materials for Debtors (1.9).
9/04/03	1.60	James H M Sprayregen, P.C.	Review of materials concerning Fleming plan issues.
9/05/03	1.10	Steven R Kotarba	Research re claim status issues re plan.
9/05/03	3.70	Janet S Baer	Revise plan issues memo (.3); confer with N. Kerr re plan issues (.3);

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			confer with R. Wynne re same (.3); review, revise and prepare alternative time lines (1.0); review agenda for plan meeting and confer re same (.3); assemble materials for plan meetings (1.0); revise time lines and prepare transmittal re same (.5).
9/05/03	.50	Richard L Wynne	Telephone conference with T. Stenger re timeline issues on plan (.3); revise of timeline (.2).
9/05/03	.30	Richard L Wynne	Telephone conference with J. Baer re plan issues.
9/05/03	4.60	Evan R Gartenlaub	Prepare draft reorganization plan.
9/05/03	3.70	Salvatore F Bianca	Research re plan issues (2.5); draft and revise summary of research re same (1.2).
9/05/03	2.50	Michael H Kerr, P.C.	Conference with J. Baer and R. Wynne and legal research re plan issues.
9/05/03	.50	Dennis M Myers, P.C.	Conference with M. Kerr relating to plan issues.
9/05/03	1.20	Geoffrey A Richards	Office conference with S. Bianca re plan issues (.4); review memo re same (.8).
9/05/03	2.20	James H M Sprayregen, P.C.	Review of materials and drafts and comment on same re plan issues.
9/07/03	2.20	Janet S Baer	Confer with R. Wynne, J. Sprayregen and G. Richards re planning issues for plan strategy meetings (.7); review 7/23 plan projections (.3); review 5 year Plan (.5); review Disclosure Statement and Plan precedent (.7).
9/07/03	1.10	Richard L Wynne	Telephone conference with J. Sprayregen re plan issues (.8); telephone conference with T. Stenger re plan task lists (.3).
9/07/03	2.10	Geoffrey A Richards	Prepare for and participate in Plan

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			strategy call.
9/08/03	2.50	Steven R Kotarba	Prepare information, as needed (SOFA information/analysis, reclamation/PACA issues, legal research), re on-site strategy meeting with client.
9/08/03	3.40	Constantine Koutsouvas	Office conference with M. Kerr re plan issues (.9); research re same (2.5).
9/08/03	5.50	Janet S Baer	Attend Strategic Planning meeting at Fleming Companies in Dallas (5.0); review new draft of Blackstone/Core-Mark Confidential memo (.5).
9/08/03	6.10	Richard L Wynne	Pre-conference with J. Sprayregen, G. Richards and J. Baer re plan (.6); conference with Blackstone, Alix Partners and company representatives re plan (5.5).
9/08/03	.30	Evan R Gartenlaub	Distribution of Plan and Disclosure Statement precedent.
9/08/03	3.30	James R Strohl	Research precedent re disclosure statements.
9/08/03	.30	Eva H Davis	Telephone conference and voicemail exchanges with R. Wynne re plan and disclosure statement.
9/08/03	1.20	Andrew J Groesch	Pull precedent plan issues and disclosure check list precedent.
9/08/03	3.50	Michael H Kerr, P.C.	Legal research re plan issues (2.0); review SEC filings (.5); participate in office conference re securities law issues(.5).
9/08/03	1.50	Dennis M Myers, P.C.	Research re plan issues.
9/08/03	2.90	Geoffrey A Richards	Analyze multiple plan issues.
9/08/03	2.10	Geoffrey A Richards	Review plan issues briefs.
9/08/03	6.70	James H M Sprayregen, P.C.	Participate in conference in Dallas

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			with T. Stenger, F. Huffard, R. Wynne, A. Dykes and numerous others concerning strategy and tactics for dealing with plan structuring issues.
9/09/03	1.10	Constantine Koutsouvas	Research re plan issues.
9/09/03	9.00	Janet S Baer	Confer with Blackstone representatives, Alixpartners representatives, K. Richeson, R. Wynne and G. Richards re plan Strategy issues (2.0); confer with M. Walsh of Core-Mark, Blackstone, Alixpartners and K&E re same (6.0); confer with creditor committee professionals re Plan issues (1.0).
9/09/03	8.50	Richard L Wynne	Conference with Alix Partners, G. Richards and J. Baer re preparation for Coremark meeting and open issues (2.0); attend Coremark issues conference with Michael Walsh, T. Stenger, T. Morrow K. Richesson, J. Baer, G. Richards, A. Dykes and Blackstone (6.5).
9/09/03	3.10	Evan R Gartenlaub	Review of potential plan scenarios and drafts (1.4); review of Blackstone preparation materials (1.7).
9/09/03	.30	Eva H Davis	Telephone conference and voicemail exchanges with R. Wynne re plan and disclosure statement.
9/09/03	.90	Andrew J Groesch	Coordinate preparation of plan and disclosure statement precedent.
9/09/03	8.60	Geoffrey A Richards	Prepare for and participate in strategic planning meeting in Dallas.
9/09/03	2.00	James H M Sprayregen, P.C.	Review and comment on plan and disclosure statement.
9/10/03	2.60	Constantine Koutsouvas	Telephone conferences with M. Kerr re plan issues.
9/10/03	2.60	Janet S Baer	Confer with M. Kerr and R. Wynne re plan issues (.5); confer further with M. Kerr re same (.4); review and

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 Legal Services for the Period Ending September 30, 2003
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			organize notes and documents for follow up re Plan issues (1.0); confer re Canadian tax/revenue issue (.3); analyze up re Plan issues and confer with E. Gartenlaub re draft Plan (.4).
9/10/03	.50	Richard L Wynne	Telephone conference with J. Baer and M. Kerr re plan issues.
9/10/03	6.70	Evan R Gartenlaub	Telephone conference with M. Kerr, J. Baer re Plan (.4); draft Plan structure summary and treatment outline (3.6); research addition Plan precedent (2.7).
9/10/03	3.50	Michael H Kerr, P.C.	Legal research re plan issues.
9/10/03	1.00	Dennis M Myers, P.C.	Conferences re reorganization plan and research re the same.
9/10/03	2.90	James H M Sprayregen, P.C.	Review and comment on plan and disclosure statement drafts and memos.
9/11/03	.50	Richard L Wynne	Prepare outline of plan and disclosure statement items.
9/11/03	7.10	Evan R Gartenlaub	Revise Plan structure summary (1.9); draft Plan (5.2).
9/11/03	3.40	James H M Sprayregen, P.C.	Participate in strategy calls re plan and reorganization.
9/12/03	4.30	Janet S Baer	Review/revise Plan structure summary (.3); review checklist of Plan issues (.3); confer with Blackstone and Alixpartner representatives re liquidation analyses and related matters (1.0); review various memos re Plan issues (.4); confer with J. Sprayregen, G. Richards and R. Wynne re Plan alternatives and issues (.8); participate in telephone conference re issues on Plan (.8); coordinate plan conference (.2); review materials re potential plan issues (.5).
9/12/03	.30	Richard L Wynne	Telephone conference with B. Spector re settlement ideas on plan structure

The Fleming Company
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.2); review of memo on same (.1).
9/12/03	.60	Richard L Wynne	Telephone conference with M. Kerr, K. Richesson, F. Huffard re plan issues.
9/12/03	4.90	Evan R Gartenlaub	Confer with J. Baer, R. Wynn re Plan (.5); revise supplement plan structure term sheet (2.9); research re additional plan precedent (1.5).
9/12/03	3.20	James H M Sprayregen, P.C.	Review and comment on plan documents and memos.
9/13/03	.50	Richard L Wynne	Telephone conference with J. Sprayregen re plan options.
9/14/03	3.30	Janet S Baer	Participate in conference with R. Wynne, J. Sprayregen and G. Richards re plan alternatives, structure and checklist (1.8); participate in telephone conference with K&E, Blackstone and Alixpartners representatives re same (1.5).
9/14/03	1.90	Richard L Wynne	Telephone conference with T. Stenger, F. Huffard, K. Richesson, J. Sprayregen, G. Richard and J. Baer re all plan issues (.5); telephone conference with J. Sprayregen re follow up on plan issues including financing negotiations (.4).
9/14/03	1.40	Evan R Gartenlaub	Prepare for and participate in telephone conference with AlixPartners, Blackstone re Plan strategy.
9/14/03	2.30	Geoffrey A Richards	Prepare for and participate in team reorganization strategy call.
9/15/03	3.60	Steven R Kotarba	Research re status of reclamation claims and right to lien or administrative treatment.
9/15/03	4.50	Janet S Baer	Review draft term sheet from Blackstone (.4); participate in conference with Alixpartners and Blackstone re Plan term sheet and vital issue matters

The Fleming Company
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.5); review and revise K&E Term Sheet integrated with Blackstone Term Sheet (.8); participate in Committee professional telephone conference re status of Plan Strategy (1.3); revise Plan Task List (.3); further revise draft Plan Term Sheet and confer with E. Gartenlaub re same (1.0); prepare transmittal re same (.2).
9/15/03	.30	Richard L Wynne	Analyze new POR term sheet.
9/15/03	8.30	Evan R Gartenlaub	Prepare and participate in conference with Blackstone, J. Baer, R. Wynne re Plan strategy, term sheet (.4); prepare for and have call with Committee Counsel, Blackstone re Plan strategy (1.1); draft and revise Plan structure term sheet (4.5); draft Plan and Disclosure Statement task list (1.7); review Blackstone and Plan term sheet (.6).
9/15/03	2.00	Eva H Davis	Telephone conference with F. Huffard, T Stenger, R. Wynne, M. Scott, G. Richards and representatives of creditors committee re reorganization (1.3); conference with R. Wynne re telephone conferences (.3); review Coremark background materials, memoranda re plan issues and term sheet (.4).
9/15/03	2.60	James H M Sprayregen, P.C.	Review of materials concerning Fleming plan of reorganization.
9/16/03	1.50	Janet S Baer	Confer with E. Davis re Plan Status (.3); confer with M. Kerr re same (.3); confer with G. Richards re Plan Structure summary memo (.3); confer with S. Kotarba re reclamation and related issues (.3); review draft presentation to lenders on status (.3).
9/16/03	.40	Richard L Wynne	Telephone conference with G. Richards re 341(A) preparation and meeting on plan at Core Mark.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/16/03	5.10	Evan R Gartenlaub	Revisions to Plan structure term sheet (1.8); review of plan precedent (.9); review and revise task list (.9); prepare plan template for plan alternatives (1.5).
9/16/03	2.90	Geoffrey A Richards	Review and revise plan term sheet (1.9); telephone conference with J. Baer re same (.4); review Blackstone materials re same (.6).
9/16/03	3.10	James H M Sprayregen, P.C.	Plan and Blackstone materials and discussion of same.
9/17/03	.30	Janet S Baer	Review various material re Plan status and strategy.
9/17/03	1.40	Richard L Wynne	Conference with A. Dykes re plan, issues and securities litigation (1.0); telephone conference with L. Jones re U.S. Trustee, plan issue and Sonnenshein appeal (.4).
9/17/03	1.80	Evan R Gartenlaub	Research re plan issues.
9/17/03	3.80	Kenneth Robling	Conduct legal research re demand issue (3.6); review and respond to correspondence re same (.2).
9/17/03	2.80	James H M Sprayregen, P.C.	Review and comment on plan.
9/18/03	2.10	Steven R Kotarba	Discussions and input re PACA issues Plan.
9/18/03	3.00	Steven R Kotarba	Work to finalize reclamation memorandum.
9/18/03	.60	Richard L Wynne	Telephone conference with J. Sprayregen re plan ideas, estimation, etc.
9/18/03	.50	Richard L Wynne	Preparation of open issues memorandum on plan.
9/18/03	2.50	Richard L Wynne	Telephone conference re Plan with F. Huffard, T. Stanger, K. Richesson.

The Fleming Company
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 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/18/03	2.20	Evan R Gartenlaub	Prepare for and telephone conference with Blackstone, AlixPartners and Company re plan structure.
9/18/03	3.80	Evan R Gartenlaub	Research re open factual issues re plan.
9/18/03	3.00	Seth J Gerson	Review preliminary draft of plan term sheet (.5); telephone conferences with E. Davis re plan (.2); telephone conference with members of Blackstone, AlixPartners and K&E re reorganization plan and various issues related to same (2.3).
9/18/03	3.40	James H M Sprayregen, P.C.	Review and discuss plan strategy and documents.
9/19/03	.60	Richard L Wynne	Telephone conference with T. Stenger and F. Huffard and others re plan and sale issues.
9/19/03	1.00	Evan R Gartenlaub	Participate in conference re Plan and Disclosure Statement status and tasks with R. Wynne, S. Kotorba.
9/19/03	3.90	Evan R Gartenlaub	Research re claims and reclamation claims.
9/19/03	1.50	Andrew J Groesch	Prepare for and participate in telephone conference call re preparation of Disclosure Statement and Plan.
9/19/03	2.10	Geoffrey A Richards	Revise plan term sheet (1.7); telephone conference with J. Sprayregen re same (.4).
9/19/03	2.60	James H M Sprayregen, P.C.	Review, comment on and discuss plan of materials.
9/20/03	4.70	Steven R Kotarba	Research re reclamation valuation issues (1.5); review relevant case law (1.8); revise memo re valuation of reclamation claims (1.4);
9/20/03	2.70	Evan R Gartenlaub	Research re reclamation claims and

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
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<u>Date.</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			nature of administrative claims.
9/20/03	1.80	James H M Sprayregen, P.C.	Discuss plan strategy with R. Wynne and other Debtor professionals.
9/21/03	3.30	Steven R Kotarba	Update memo re valuation of reclamation claims (1.4); draft motion to settle contested reclamation issues (1.9).
9/21/03	1.90	Richard L Wynne	Telephone conference with T. Stenger, T. Morrow, G. Richards and R. Roof re plan issues and preparation for OCC meeting (1.3); telephone conference with G. Richards re to do issues on plan term sheet and memoranda (.6).
9/21/03	3.90	Geoffrey A Richards	Prepare for and participate in plan term sheet discussions with committee (2.9); revise same (1.0).
9/21/03	1.90	James H M Sprayregen, P.C.	Conference call to discuss plan issues and strategy.
9/22/03	4.40	Steven R Kotarba	Finalize memo with PSZYJ re status of reclamation claims for plan purposes.
9/22/03	4.80	Shirley S Cho	Review legal factors memorandum from J. Baer re plan structure (.2); telephone conference with G. Richards re same (.1); review memorandum from T. Morrow re same (.3); review case law and precedent re same (2.5); draft memorandum re factual precedent re same (1.5); telephone conference with T. Morrow re same (.2).
9/22/03	.60	Richard L Wynne	Telephone conference with S. Kotarba re reclamation memorandum (.2); analyze reclamation memorandum (.4).
9/22/03	2.60	Evan R Gartenlaub	Research re plan precedent and related issues.
9/22/03	2.90	Evan R Gartenlaub	Research re reclamation claims and other plan issues.
9/22/03	.30	Richard S Berger	Conferences with R. Friedman re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			research on plan issues avoidance actions.
9/22/03	12.30	Geoffrey A Richards	Attention to plan term sheet revisions (3.4), reclamation memo revisions (4.9), offset analysis revisions (2.1); telephone conferences with R. Wynne (.9), J. Sprayregen (.5) and B. Cohen (.5) re same.
9/22/03	2.60	James H M Sprayregen, P.C.	Analyze numerous strategy and tactics issues concerning structuring a plan and plan process.
9/23/03	3.90	Steven R Kotarba	Research and update reclamation memo.
9/23/03	3.20	Shirley S Cho	Review and revise research memorandum re plan structure (2.3); telephone conference with G. Richards and R. Wynne re revisions to same (.4); review cases re same (.5).
9/23/03	.80	Richard L Wynne	Telephone conference with G. Richards re POR and timeline issues (.5); telephone conference with S. Cho and G. Richards re: plan issues, reclamation memorandum, offset memorandum and PBGC claim (.3).
9/23/03	1.40	Evan R Gartenlaub	Review of Plan and Disclosure Statement task list and attention to current status.
9/23/03	8.20	Geoffrey A Richards	Attention to multiple plan structure and formation issues.
9/23/03	3.40	James H M Sprayregen, P.C.	Analyze numerous strategy and tactics issues concerning structuring plan and plan process.
9/24/03	3.00	Steven R Kotarba	Finalize reclamation claim status research memo.
9/24/03	1.30	Shirley S Cho	Review and revise memorandum re plan research (.8); email to T. Morrow re follow-up questions (.2); review plan proposal (.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/24/03	.70	Shirley S Cho	Review research memorandum from B. Walquist and provide comments to same.
9/24/03	8.20	Geoffrey A Richards	Attention to multiple plan formulation issues.
9/24/03	3.10	James H M Sprayregen, P.C.	Attention to numerous strategy and tactics issues concerning structuring plan and plan process.
9/25/03	.30	Shirley S Cho	Review and revise research memorandum re plan structure.
9/25/03	.40	Richard L Wynne	Telephone conference with T. Stenger re POR task list and strategy (.1); telephone conference with P. Aronzon re exclusivity (.3).
9/25/03	.20	Richard S Berger	Communications to and from L. Thomas re preferences and cure amounts.
9/25/03	1.20	James H M Sprayregen, P.C.	Analyze numerous strategy and tactics issues concerning structuring plan and plan process.
9/26/03	.10	Richard L Wynne	Telephone conference with Blackstone re exclusivity.
9/26/03	.20	Richard S Berger	Review communications from R. Stoval re surety company preferences and communication with J. Ransom re same.
9/26/03	.20	Richard S Berger	Conference J. Ransom re surety preference actions.
9/26/03	2.90	James H M Sprayregen, P.C.	Analyze numerous strategy and tactics issues concerning structuring plan and plan process.
9/27/03	1.90	Geoffrey A Richards	Analyze plan term sheet.
9/27/03	.50	Geoffrey A Richards	Telephone conference with T. Stenger re plan term sheet.
9/28/03	.70	Richard L Wynne	Telephone conference with G. Richards re POR issues (.3); telephone

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			conference with J. Sprayregen re memoranda and presentation for OCC (.4).
9/28/03	.50	Richard L Wynne	Revision of reclamation memorandum, POR term sheet and changes.
9/28/03	1.50	Evan R Gartenlaub	Review reclamation memo comments to reclamation memo from G. Richards.
9/28/03	1.30	Geoffrey A Richards	Review and revise plan issues memo.
9/28/03	2.70	Geoffrey A Richards	Review and revise reclamation memo (1.4); review and revise offset memo (1.3).
9/29/03	1.90	Janet S Baer	Review Plan task list (.3); review various correspondence re Plan and Sale process (.4); review revised Plan term sheet (.4); review revised plan memo (.3); analyze matters re plan and sale process and confer with G. Richards and E. Gartenlaub re same (.5).
9/29/03	1.50	Shirley S Cho	Review and revise plan structure memorandum.
9/29/03	1.20	Richard L Wynne	Telephone conference with J. Sprayregen, T. Stenger, R. Roof, T. Morrow, Mr. Scott, F. Huffard and M. Generaux re POR planning and exclusivity request and other plan issues.
9/29/03	1.00	Richard L Wynne	Telephone conference with S. Cho re plan issues (.1); revise memorandum (.9).
9/29/03	3.90	Evan R Gartenlaub	Review and revise reclamation research brief.
9/29/03	.50	James M Celeski	Research and calculate creditors in SOFAS and Schedules.
9/29/03	4.50	Willard G Fraumann, P.C.	Review draft PWC report (3.5); telephone conferences R. Wynne, G. Richards and S. Gerson (1.0).

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/29/03	2.60	James H M Sprayregen, P.C.	Review and discuss materials related to plan structuring issues.
9/30/03	6.40	Janet S Baer	Review plan memo (.5); review related sale documents re CoreMark (.5); follow up re plan issues (.3); confer with R. Wynne re status (.2); review revised plan memo (.3); review most recent version of 2nd plan memo (.5); review current plan materials and time line for sale conference (.4); participate in conference re plan issues (1.5); confer with S. Cho re plan issues (.3); further revise plan issues memo (1.9).
9/30/03	1.10	Shirley S Cho	Telephone conference with N. Keller re tax research needed for plan (.2); voicemails with J. Baer re plan structure memorandum (.2); telephone conference with J. Baer re revisions to same (.4); review and revise same (.3).
9/30/03	3.60	Richard L Wynne	Conference with J. Sprayregen re POR term sheet issues (.3); telephone conference with J. Baer re POR term sheet (.3); conference with J. Sprayregen re exclusivity (.4); revision of memoranda re plan confirmation and structure issues (1.4); revision of plan term sheet and conference with J. Baer re same (.8); telephone conference with G. Richards re plan term sheet (.4).
9/30/03	.30	Richard L Wynne	Telephone conference with B. Wahlquist re reclamation memorandum.
9/30/03	1.30	Evan R Gartenlaub	Review updated Plan term sheet (.6); review of plan task list and plan status (.7).
9/30/03	7.10	Evan R Gartenlaub	Research re various open factual plan issues (2.9); draft memo re nature of reclamation claims and analysis of Delaware law (4.2).

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/30/03	3.40	James H M Sprayregen, P.C.	Review, comment on and discuss with Debtors and their professionals materials related to plan structuring issues.
	403.80		TOTAL HOURS

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/02/03	Telephone call to: NEWYORKCTY,NY 212-490-3000	.83
9/02/03	Telephone call to: COLUMBIA,MD 410-531-4170	1.04
9/02/03	Standard Copies	.40
9/02/03	Standard Copies	50.30
9/02/03	Scanned Images	.45
9/02/03	Scanned Images	.30
9/02/03	Scanned Images	.15
9/03/03	Telephone call to: TORONTO,ON 416-482-8610	2.11
9/03/03	Telephone call to: NEWYORKCTY,NY 212-806-5544	1.04
9/03/03	Telephone call to: CANOGAPARK,CA 818-703-6140	.83
9/03/03	Telephone call to: CANOGAPARK,CA 818-703-6140	1.45
9/03/03	Telephone call to: DALLAS NE,TX 972-906-2177	1.25
9/03/03	Telephone call to: S SAN,CA 650-589-9445	.62
9/03/03	Telephone call to: NEWYORKCTY,NY 212-490-3000	2.29
9/03/03	Telephone call to: LB AREA,CA 310-729-3054	1.04
9/04/03	Telephone call to: SAN MATEO,CA 415-344-7003	.62
9/04/03	Standard Copies	2.40
9/04/03	Scanned Images	.45
9/05/03	Telephone call to: NORTH WEST,NJ 973-622-3333	1.25
9/05/03	Fax page charge to 435-649-4852	4.50
9/05/03	Standard Copies	.80
9/05/03	Standard Copies	9.10
9/05/03	Scanned Images	.15
9/05/03	Scanned Images	.15
9/08/03	Fax phone charge to 972-724-5145	6.44
9/08/03	Fax page charge to 972-724-5145	81.00
9/08/03	Standard Copies	10.80
9/08/03	Scanned Images	9.45
9/09/03	Scanned Images	17.10
9/10/03	Telephone call to: DETROIT,MI 313-393-7307	1.25

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/10/03	Standard Copies	.40
9/10/03	Standard Copies	40.70
9/10/03	Standard Copies	3.50
9/10/03	Standard Copies	2.10
9/10/03	Standard Copies	5.00
9/10/03	Standard Copies	5.40
9/12/03	Janet Baer, Telephone, Cellular Service, 09/12/03 (Telephone Charges), 8/11 - 9/10/2003	46.74
9/12/03	Janet Baer, Transportation, Overtime Transportation, Chicago, IL, 09/12/03, (Overtime Transportation)	7.00
9/14/03	GENESYS CONFERENCING, INC. - Telephone, Conference call, J Baer, 8/15/03 to 9/14/03	117.29
9/15/03	Scanned Images	.30
9/15/03	Janet Baer, Transportation, Overtime Transportation, Chicago, IL, 09/15/03, (Overtime Transportation)	6.00
9/16/03	Telephone call to: STATE OF,DE 302-252-4465	.50
9/16/03	Scanned Images	.30
9/23/03	Telephone call to: S SAN,CA 650-589-9445	.89
9/30/03	Telephone call to: EASTERN,MD 410-580-4806	.62
9/30/03	Telephone call to: BEVERLYHLS,CA 310-552-3400	.83
9/30/03	Telephone call to: AROUND DT,MI 734-834-2675	1.66
9/30/03	Telephone call to: NEWYORKCTY,NY 212-490-3000	.62
9/30/03	Standard Copies	2.40
9/30/03	Standard Copies	.10
	Total Expenses	\$ 451.91

October 23, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2707179

IN THE MATTER OF **Employee Benefits/Pension**
 File No. 40575-0012

For legal services rendered through September 30, 2003 (see attached Description of Legal Services for detail)	\$ 30,756.00
For disbursements incurred through September 30, 2003 (see attached Description of Expenses for detail)	\$ 22.16
Total for legal services rendered and expenses incurred	\$ 30,778.16

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	1.10	625.00	687.50
Jack N Bernstein	23.20	410.00	9,512.00
Vicki V Hood	27.50	615.00	16,912.50
Geoffrey A Richards	6.40	460.00	2,944.00
Andrew R Running	.30	510.00	153.00
Andrew J Groesch	1.00	190.00	190.00
Denise Wymore	1.70	210.00	357.00
Total	61.20		\$ 30,756.00

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/03/03	1.30	Vicki V Hood	Telephone conference with J. Baer re Coremark restructuring (.3); draft documents re same (1.0).
9/05/03	.70	Vicki V Hood	Draft documents re Coremark pension issues.
9/15/03	1.50	Vicki V Hood	Draft documents re pension plan termination issues (1.0); review notice of insurance coverage termination (.5).
9/15/03	1.30	Geoffrey A Richards	Review and revise workers' compensation stipulation (.9); telephone conference with R. Saunders re same (.4).
9/16/03	1.00	Vicki V Hood	Draft documents re severance pay issues.
9/18/03	2.00	Vicki V Hood	Draft documents re pension distress termination issues.
9/19/03	1.50	Jack N Bernstein	Prepare objection re severance claim motion.
9/19/03	2.00	Jack N Bernstein	Analyze pension distress termination issues.
9/19/03	2.50	Vicki V Hood	Plan and strategize re pension issues re funded status and possible distress terminations.
9/21/03	1.00	Vicki V Hood	Plan and strategize re pension distress termination issues.
9/22/03	2.50	Jack N Bernstein	Prepare memorandum re pension plan distress termination issues.
9/22/03	3.00	Vicki V Hood	Plan and strategize re pension distress termination.
9/23/03	3.80	Jack N Bernstein	Telephone conference re pension termination issues (1.0); prepare revised memorandum re pension distress

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			termination issues (1.5); analyze IRS and PBGC procedural issues re same (1.3).
9/23/03	1.50	Vicki V Hood	Plan and strategize re pension and related benefits issues of Coremark.
9/23/03	1.70	Geoffrey A Richards	Attention to severance plan issues.
9/24/03	4.80	Jack N Bernstein	Analyze PBGC claims for administrative priority re pension underfunding (3.0); review Third Circuit case law re same (1.8).
9/24/03	4.00	Vicki V Hood	Plan and strategize benefits issues in reorganization (2.5); plan and strategize re PBGC claim in bankruptcy proceeding (1.5).
9/25/03	2.50	Vicki V Hood	Plan and strategize re pension funding matters and proposed distress termination.
9/25/03	.90	Geoffrey A Richards	Telephone conferences with J. Bernstein re ERISA issues (.4); telephone conference with A. Running re litigation strategy in Core-Mark (.5).
9/26/03	6.20	Jack N Bernstein	Prepare ERISA controlled group issues memorandum re reorganization (4.2); review PBGC regulations re pension distress terminations in bankruptcy (2.0).
9/26/03	1.00	Vicki V Hood	Plan and strategize re proposed distress termination of pension plans.
9/26/03	.30	Andrew R Running	Telephone conference with G. Richards re potential litigation issues re pension benefits.
9/27/03	1.80	Geoffrey A Richards	Review J. Ernst memo re ERICA liability (.3); review legal strategies re avoidance of PGP liability (1.1); review ERICA control group liability in context of legal strategy (.4).

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/29/03	1.70	Denise Wymore	Review email from R. Berger re pension plan (.2); retrieve pension plan precedent (1.5)
9/29/03	.20	Richard S Berger	Telephone conference with G. Richards re distress termination pension plans.
9/29/03	.70	Richard S Berger	Telephone conferences with G. Richards, V. Hood and J. Bernstein re distress termination of pension plans.
9/29/03	3.50	Vicki V Hood	Research issues re distress termination of pension plans (2.0); telephone conference with client re distress termination of pension plans and multiemployer plans (1.5).
9/29/03	.70	Geoffrey A Richards	Telephone conference with D. Jerome and C. Hernandez re pension winddown issues.
9/30/03	.20	Richard S Berger	Review PBGC and pension issues (.1); e-mail correspondence with R. Wynne re same (.1).
9/30/03	2.40	Jack N Bernstein	Prepare pension distress termination charts and time lines (1.4); review case law re PBGC claims (1.0).
9/30/03	1.00	Andrew J Groesch	Correspond with R. Berger re pension plan termination precedent (.3); office conferences with J. Strohl concerning researching cases for motion to approve termination of pension plan (.2); review legal memos file and pull summary memo stating the legal requirements in order to terminate a pension plan (.5).
9/30/03	2.00	Vicki V Hood	Research issues re distress termination of pension plans.
	61.20		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/03/03	Standard Copies	10.00
9/03/03	Tabs/Indexes/Dividers	.70
9/18/03	Telephone call to: DALLAS NE.TX 972-906-8649	1.66
9/19/03	Standard Copies	9.80
	Total Expenses	\$ 22.16

October 23, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2707180

IN THE MATTER OF **Employee Issues**
 File No. 40575-0013

For legal services rendered through September 30, 2003 (see attached Description of Legal Services for detail)	\$ 36,649.00
For disbursements incurred through September 30, 2003 (see attached Description of Expenses for detail)	\$ 128.76
Total for legal services rendered and expenses incurred	\$ 36,777.76

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jack N Bernstein	54.10	410.00	22,181.00
Shirley S Cho	.30	445.00	133.50
John S Irving, Jr.	6.10	495.00	3,019.50
Geoffrey A Richards	17.10	460.00	7,866.00
Richard L Wynne	.20	670.00	134.00
Julia Galyen	13.00	255.00	3,315.00
Total	90.80		\$ 36,649.00

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/03/03	5.70	Jack N Bernstein	Draft response re motion for administrative priority on severance claims.
9/03/03	.80	John S Irving, Jr.	Research WARN conditional notice and renewal issues (.6); office conference with D. Coleman re same (.2).
9/04/03	4.20	Jack N Bernstein	Draft and revise objection to administrative severance claim.
9/05/03	2.30	Jack N Bernstein	Prepare documents re revised Rutman severance agreement (2.0); prepare correspondence to opposing counsel re same (.3).
9/08/03	1.70	Jack N Bernstein	Revise and finalize documents re Rutman release agreement (1.3); prepare correspondence to T. Morrow re same (.2); prepare correspondence to opposing counsel re same (.2).
9/08/03	3.30	Jack N Bernstein	Prepare documents re Siegel release agreement (3.0); prepare correspondence to T. Morrow re same (.3).
9/08/03	5.20	Geoffrey A Richards	Review and revise response to employee motion for payment of administrative expense.
9/08/03	1.30	Geoffrey A Richards	Review employee motion for payment of administrative expense (1.1); telephone conference with J. Bernstein re same (.2).
9/09/03	3.50	Jack N Bernstein	Prepare revisions to admin claim objection re severance (1.7); revise Siegel release agreement (1.8).
9/09/03	.80	John S Irving, Jr.	Review legal position re Wisconsin WARN and NLRB case processing.
9/10/03	3.20	Jack N Bernstein	Telephone conference with opposing

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			counsel re negotiation of issues surrounding motion for admin claim re severance (2.2); continue preparation of objection to motion re same (1.0).
9/10/03	2.90	Geoffrey A Richards	Office conference with J. Bernstein re request for allowance of admin claim (1.0); telephone conference with M. Alderman re same (1.3); review motion requesting payment re same (.6).
9/10/03	1.00	Geoffrey A Richards	Telephone conference with B. Roof re employee claims.
9/12/03	.20	Richard L Wynne	Telephone conference with K. Richesson, F. Huffard re PBGC claims.
9/12/03	.50	John S Irving, Jr.	Review WARN compliance in Wisconsin re renewed WARN notices.
9/15/03	1.20	Jack N Bernstein	Telephone conference with opposing counsel re severance claim issues (.5); analyze proposed severance calculations (.5); prepare correspondence to opposing counsel re same (.2).
9/15/03	1.50	John S Irving, Jr.	Review final submissions to State of Wisconsin re WARN claims.
9/16/03	1.60	Jack N Bernstein	Revise objection re severance claim motion.
9/16/03	.50	John S Irving, Jr.	Telephone conference re NLRB charge (.2); review related NLRB case precedents (.3).
9/16/03	2.80	Geoffrey A Richards	Prepare for and participate in telephone conference with M. Alderman re request for administrative claim on behalf of certain terminated employees (1.6); review case law re entitlement to same (1.2).
9/17/03	1.10	Jack N Bernstein	Analyze transcript of 6-25-03 severance hearing re scope of admin claims (.9); prepare correspondence to G. Richards re same (.2).

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/18/03	2.50	Jack N Bernstein	Continue preparation of revised objection to severance motion (1.5); legal research re same (1.0).
9/22/03	4.50	Jack N Bernstein	Prepare objection re severance motion for administrative priority.
9/22/03	.50	John S Irving, Jr.	Review results re NLRB case dismissal (.3); office conference with G. Richards re same (.2).
9/23/03	3.20	Jack N Bernstein	Prepare objection re motion for administrative priority re severance.
9/23/03	1.50	John S Irving, Jr.	Research State of Wisconsin WARN Act investigation issues.
9/24/03	.30	Shirley S Cho	Review and respond to email from J. Skidmore re PBGC claims (.1); email correspondence with V. Hood re same (.2).
9/24/03	3.50	Julia Galyen	Case law research re COBRA and dischargeability of debt.
9/24/03	1.70	Jack N Bernstein	Edit and finalize draft objection, with attachments, to motion for administrative priority re severance.
9/25/03	5.90	Julia Galyen	Case law research re dischargeability of debt and COBRA.
9/25/03	6.50	Jack N Bernstein	Revise and finalize Siegal release agreement (2.0); analyze Teamsters administrative priority claims (1.5); analyze California law re administrative priority for vacation accruals (3.0).
9/26/03	2.00	Julia Galyen	Research re COBRA and discharge of debt.
9/28/03	3.90	Geoffrey A Richards	Draft and revise objection re Employee Motion for Administrative Claims.
9/29/03	6.10	Jack N Bernstein	Prepare agenda for telephone conference

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re ERISA controlled group liabilities (1.5); telephone conference re same (2.0); prepare pension distress termination motion (2.6).
9/29/03	1.80	Jack N Bernstein	Edit objection to motion re administrative priority re severance.
9/30/03	1.60	Julia Galyen	Research re COBRA and discharge of debt.
	90.80		TOTAL HOURS