

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: :
: Chapter 11
FLEMING COMPANIES, :
INC., et al., : Case No. 03-10945 (MFW)
: Jointly Administered
Debtors. :
-----X
Re: Docket no. 656

ORDER PURSUANT TO 11 U.S.C. §§ 327(a), 330 AND 1103(a) AND FED. R. BANKR. P. 2014, 2016 AND 5002 AUTHORIZING THE RETENTION AND EMPLOYMENT OF PEPPER HAMILTON LLP [NUNC PRO TUNC TO APRIL 10, 2003] AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS


UPON CONSIDERATION of the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the Debtors in the above-captioned Chapter 11 Bankruptcy cases (collectively, the "Debtors"), for an order, pursuant to §§ 327(a), 330 and 1103(a) of Title 11, United States Code (the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure 2014, 2016 and 5002 (the "Bankruptcy Rules"), authorizing the Committee to employ and retain the law firm of Pepper Hamilton LLP ("Pepper") as its counsel, nunc pro tunc to April 10, 2003; and upon the Affidavit of I. William Cohen, a partner of Pepper, sworn to on the 30th day of April, 2003 (the "Affidavit"); and the Court finding based on the representations made in the Application and the Affidavit that, except as disclosed in the Affidavit, said attorneys do not represent any entity having an adverse interest in connection with the case, they are disinterested persons as that term is defined under § 101(14) of the Bankruptcy Code, they do not hold or represent an interest adverse to the estates with respect to the matters on which Pepper is retained, and the employment of Pepper as counsel to the Committee is appropriate; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to §§ 327(a), 330 and 1103(a) of the Bankruptcy Code, the Committee is hereby authorized and empowered to employ the firm of Pepper Hamilton LLP, nunc pro tunc to April 10, 2003, as its counsel in these Chapter 11 cases; and Pepper Hamilton is authorized to perform the services set forth in the Application.

2. Pepper Hamilton shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the rules of this Court, and such other procedures as may be fixed by order of this Court.

Dated: April 9, 2003


United States Bankruptcy Judge

United States Trustee for the District of Delaware

EXHIBIT B

EXHIBIT B.1

Time Detail by Task Code

TASK CODE: B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/01/03	I. Cohen	Review 8/29/03 Task List.	0.30	460.00	138.00
09/01/03	R. Hertzberg	Review updated task list.	0.20	410.00	82.00
09/01/03	J. Skidmore	Review docket.	0.30	175.00	52.50
09/02/03	I. Cohen	Update from M. Alexsy re upcoming Committee meeting, meeting with Core-Mark and status of invoices.	0.20	460.00	92.00
09/02/03	M. Alexsy	File organization and follow-up with I.W. Cohen.	4.60	110.00	506.00
09/02/03	E. Bonnett	Telephone call to Rena (Milbank) re electronic notice.	0.20	100.00	20.00
09/02/03	E. Bonnett	Telephone call to J. Cook re electronic notice.	0.10	100.00	10.00
09/02/03	E. Bonnett	Telephone call to S. Manley re electronic notice.	0.10	100.00	10.00
09/02/03	S. Van Damme	Review docket and organizational follow up.	0.50	80.00	40.00
09/02/03	S. Van Damme	Review docket and print pleadings for J. Skidmore.	0.50	80.00	40.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/03/03	I. Cohen	Telephone from M. Alexsy re status of receipt of Agenda items and concurrent Core-Mark meeting and filing of invoices.	0.20	460.00	92.00
09/03/03	M. Alexsy	Conference with I.W. Cohen re organization of materials.	0.20	110.00	22.00
09/03/03	M. Alexsy	Communications from and to R. Payne re obtaining labels for status letter to be sent to all unsecured creditors.	0.30	110.00	33.00
09/03/03	M. Alexsy	Organization of files, per I.W. Cohen.	1.20	110.00	132.00
09/03/03	E. Bonnett	Telephone call from S. Manley re electronic notification.	0.20	100.00	20.00
09/03/03	E. Bonnett	E-mail to J. Lewis re electronic notification.	0.10	100.00	10.00
09/03/03	S. Van Damme	Review docket and organizational follow up; review docket and print pleadings for J. Skidmore.	0.40	80.00	32.00
09/03/03	D. Smith	Review docket and organize pleadings file.	1.50	35.00	52.50
09/04/03	I. Cohen	Review memos to and from J. McMahan and L. Jones re continued 341 meeting.	0.20	460.00	92.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/04/03	J. Skidmore	Review docket and update revisions to task list re same.	1.10	175.00	192.50
09/04/03	M. Alexsy	Update Task List.	0.70	110.00	77.00
09/04/03	M. Alexsy	Preparation of updated list of Fleming contacts.	0.50	110.00	55.00
09/04/03	M. Alexsy	Communications from and to Fleming representatives re inclusion on distribution list.	0.20	110.00	22.00
09/04/03	M. Alexsy	File organization.	0.40	110.00	44.00
09/04/03	S. Van Damme	Review docket and organizational follow up; review docket and print pleadings for J. Skidmore.	0.40	80.00	32.00
09/05/03	M. Alexsy	Update task list.	1.80	110.00	198.00
09/05/03	M. Alexsy	Communication from R. Wynne re updates to contact list.	0.20	110.00	22.00
09/05/03	S. Van Damme	Review docket and organizational follow up; review docket and print pleadings for J. Skidmore.	0.40	80.00	32.00
09/05/03	D. Smith	Review and pull documents from pleadings file per E. Bonnett.	0.10	35.00	3.50
09/05/03	D. Smith	Review docket and organize pleadings file.	2.00	35.00	70.00
09/06/03	I. Cohen	Review working files from court hearings, Committee meetings and all creditor issues.	0.80	460.00	368.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/06/03	M. Alexsy	Conference with I.W. Cohen and organization of work files.	1.50	110.00	165.00
09/08/03	R. Hertzberg	Telephone call with L. Lattig re status of case.	0.20	410.00	82.00
09/08/03	J. Skidmore	Review docket.	0.30	175.00	52.50
09/08/03	J. Skidmore	Update task list.	0.20	175.00	35.00
09/08/03	J. Skidmore	Revisions to task list.	0.20	175.00	35.00
09/08/03	M. Alexsy	Telephone call to noticing agent re labels for mailing to all unsecured creditors.	0.20	110.00	22.00
09/08/03	M. Alexsy	Updated Task List.	1.50	110.00	165.00
09/08/03	S. Van Damme	Review docket and organizational follow up.	0.40	80.00	32.00
09/08/03	S. Van Damme	Review docket and print pleadings for J. Skidmore.	1.70	80.00	136.00
09/09/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/09/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/09/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	0.20	80.00	16.00
09/09/03	S. Van Damme	Review docket and forwarded pleadings to H. Tepner at Compass Partners.	0.40	80.00	32.00
09/10/03	I. Cohen	Review memo from L. Mandel re 341 meeting and Committee participation and memo from M. Alexsy re same.	0.20	460.00	92.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/10/03	I. Cohen	Review Notice of Resumption of 341 Meeting.	0.10	460.00	46.00
09/10/03	D. Fournier	Telephone W. Cohen re pending matters.	0.20	395.00	79.00
09/10/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/10/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	0.30	80.00	24.00
09/10/03	S. Van Damme	Update with I.W. Cohen re waiver letters.	0.20	80.00	16.00
09/10/03	D. Smith	Review docket and organize pleadings file.	2.00	35.00	70.00
09/11/03	I. Cohen	Review 9/8/03 revised Task List.	0.30	460.00	138.00
09/11/03	R. Hertzberg	Telephone call with J. Skidmore re issues raised on committee call.	0.30	410.00	123.00
09/11/03	R. Hertzberg	Telephone call with B. Cohen re status on Core-Mark.	0.30	410.00	123.00
09/11/03	S. Hulbert	Review correspondence from J. Skidmore re updated task list.	0.10	160.00	16.00
09/11/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/11/03	M. Alexsy	Updated distribution list re D. Giangiacomo.	0.20	110.00	22.00
09/11/03	M. Alexsy	Update Task List.	0.50	110.00	55.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/11/03	S. Van Damme	Review docket and update same; review docket and retrieve pleadings per request of J. Skidmore.	0.20	80.00	16.00
09/12/03	J. Skidmore	Review docket.	0.30	175.00	52.50
09/12/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/12/03	M. Alexsy	Updated Task List.	1.80	110.00	198.00
09/12/03	M. Alexsy	Preparation of contact list for debtor representatives.	0.50	110.00	55.00
09/12/03	M. Alexsy	Organization of working files.	1.50	110.00	165.00
09/12/03	J. Cook	Discussion with D. Fournier re administrative matters and preparation of form of Certificate of Service for Objections/Joinders.	0.20	140.00	28.00
09/12/03	J. Cook	Preparation of Certificate of Service re pro hac motions for J. Lewis and M. Hazy.	0.10	140.00	14.00
09/12/03	J. Cook	Preparation re service of pro hac motions on 2002 list and delivery of same to chambers for signature.	0.20	140.00	28.00
09/12/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/12/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	1.50	80.00	120.00
09/12/03	D. Smith	Review docket and organize pleadings file.	0.50	35.00	17.50

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/14/03	R. Hertzberg	Review updated task list.	0.20	410.00	82.00
09/15/03	M. Alexsy	Organization of I.W. Cohen's working files.	0.50	110.00	55.00
09/15/03	M. Alexsy	Updated task list.	1.20	110.00	132.00
09/15/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/15/03	S. Van Damme	Review docket and retrieve pleadings per request of D. Kayes.	1.90	80.00	152.00
09/15/03	S. Van Damme	Review docket and forward pleadings to H. Tepner at Compass Partners.	0.60	80.00	48.00
09/16/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/16/03	M. Alexsy	Update Task List.	0.60	110.00	66.00
09/16/03	M. Alexsy	Update Contact List.	0.20	110.00	22.00
09/16/03	S. Van Damme	Review docket and update same; review docket and retrieve pleadings per request of D. Kayes.	0.40	80.00	32.00
09/16/03	S. Van Damme	Research internet re location for 10/8/03 meeting.	0.30	80.00	24.00
09/16/03	D. Smith	Review docket and pull documents from pleadings file per E. Bonnett.	0.20	35.00	7.00
09/16/03	D. Smith	Review docket and organize pleadings file.	0.50	35.00	17.50

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/17/03	D. Fournier	Confer with W. Bettinger re continued 341 Meeting; telephone J. Lewis re cancellation of 9/18/03 hearing.	0.10	395.00	39.50
09/17/03	W. Bettinger	Attend 341 meeting.	1.90	255.00	484.50
09/17/03	S. Van Damme	Review docket and update same; review docket and retrieve pleadings per request of D. Kayes.	0.40	80.00	32.00
09/17/03	D. Smith	Review docket and organize pleadings files.	1.50	35.00	52.50
09/18/03	D. Fournier	Review and revise memo on results of 341 Meeting.	0.40	395.00	158.00
09/18/03	D. Fournier	Multiple emails re pending matters.	0.20	395.00	79.00
09/18/03	R. Hertzberg	Review memo on section 341 meeting.	0.20	410.00	82.00
09/18/03	R. Hertzberg	Review current docket.	0.20	410.00	82.00
09/18/03	W. Bettinger	Review notes and prepare memo re 341 meeting.	1.20	255.00	306.00
09/18/03	S. Hulbert	Review correspondence from J. Skidmore re updated task list and documents to be summarized for Committee.	0.20	160.00	32.00
09/18/03	M. Alexsy	Further organization of I.W. Cohen working files.	0.50	110.00	55.00
09/18/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/18/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore; review misc. phone messages and handle accordingly.	3.80	80.00	304.00
09/19/03	M. Alexsy	Communication from and to J. Skidmore re documents to be reviewed by KPMG.	0.20	110.00	22.00
09/19/03	M. Alexsy	Communication to B. Davies with request to review several documents.	0.20	110.00	22.00
09/19/03	M. Alexsy	Communication from and to H. Tepner re change in contact information.	0.20	110.00	22.00
09/19/03	S. Van Damme	Review docket and update same; review docket and retrieve pleadings per request of J. Skidmore.	0.40	80.00	32.00
09/19/03	S. Van Damme	Update with B. Cohen re waiver letters.	0.20	80.00	16.00
09/20/03	R. Hertzberg	Correspondence from D. Dunne re cancellation of professional call.	0.10	410.00	41.00
09/20/03	R. Hertzberg	Correspondence from J. Lewis re letter sent to directors by creditors.	0.20	410.00	82.00
09/20/03	R. Hertzberg	Correspondence from D. Dunne re call on Sunday and issues to be discussed.	0.20	410.00	82.00
09/22/03	J. Skidmore	Review docket.	0.20	175.00	35.00

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/22/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/22/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	0.50	80.00	40.00
09/22/03	D. Smith	Review docket and organize pleadings file.	1.50	35.00	52.50
09/23/03	J. Skidmore	Changes to task list re revised hearing dates.	0.30	175.00	52.50
09/23/03	M. Alexsy	Communication to and from J. Skidmore re updates to Task List.	0.20	110.00	22.00
09/23/03	S. Van Damme	Review docket and update same; review docket and retrieve pleadings per request of J. Skidmore.	0.40	80.00	32.00
09/24/03	I. Cohen	Telephone from M. Alexsy re report on hearings and meeting on 9/25/03.	0.20	460.00	92.00
09/24/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/24/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/24/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	0.50	80.00	40.00
09/24/03	D. Smith	Review and pull documents from pleadings file per J. Cook.	0.20	35.00	7.00
09/25/03	R. Hertzberg	Review updated task list.	0.20	410.00	82.00
09/25/03	R. Hertzberg	Review 2019 affidavit of Stevens & Lee.	0.20	410.00	82.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/25/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/25/03	J. Skidmore	Review changes to task list with M.E. Alexsy.	0.20	175.00	35.00
09/25/03	M. Alexsy	Updated Task List.	0.50	110.00	55.00
09/25/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/25/03	D. Smith	Review docket and pull documents from pleadings file and print documents from court online docketing system per E. Bonnett.	1.30	35.00	45.50
09/26/03	R. Hertzberg	Review letter to board by Yachtman and Liberation bondholders.	0.20	410.00	82.00
09/26/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/26/03	J. Cook	Preparation of revised Certificate of Service re 9/25/03 filings.	0.20	140.00	28.00
09/26/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/26/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	0.30	80.00	24.00
09/26/03	D. Smith	Preparation of Certificate of Service per A. Michailoff.	1.00	35.00	35.00
09/28/03	I. Cohen	Review 9/25/03 Updated Task List.	0.30	460.00	138.00
09/28/03	J. Skidmore	Review docket.	0.20	175.00	35.00
09/28/03	J. Skidmore	Updates to task list.	0.30	175.00	52.50

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/29/03	R. Hertzberg	Review updated task list.	0.20	410.00	82.00
09/29/03	R. Hertzberg	Review current docket report.	0.20	410.00	82.00
09/29/03	J. Skidmore	Review updates to task list and revisions re same.	0.20	175.00	35.00
09/29/03	J. Skidmore	Revisions to task list per telephone conference with debtors.	0.50	175.00	87.50
09/29/03	M. Alexsy	Revised Task List.	2.20	110.00	242.00
09/29/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/29/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	1.30	80.00	104.00
09/30/03	S. Hulbert	Review correspondence from J. Skidmore re revised task list.	0.10	160.00	16.00
09/30/03	S. Van Damme	Review docket and update same.	0.40	80.00	32.00
09/30/03	S. Van Damme	Review docket and retrieve pleadings per request of J. Skidmore.	0.40	80.00	32.00
Total B110 Case Administration			<u>76.90</u>		<u>9,870.00</u>

EXHIBIT B.2

TASK CODE: B112 General Creditor Inquiries

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/01/03	I. Cohen	Review memo from M. Alexsy re General Mills and Marigold request for information.	0.10	460.00	46.00
09/02/03	I. Cohen	Telephone from Al requesting update on pre-petition and post-petition payable return.	0.20	460.00	92.00
09/02/03	I. Cohen	Telephone from S. Dove re procedure for filing claims.	0.20	460.00	92.00
09/03/03	M. Alexsy	Telephone call from individual questioning why she received notice of bankruptcy filing.	0.20	110.00	22.00
09/08/03	A. Hiller	Email correspondence with creditor's attorney re status of case.	0.10	245.00	24.50
09/09/03	I. Cohen	Telephone from Eve re filing claims and identifying Debtors.	0.20	460.00	92.00
09/09/03	A. Garber	Correspond with creditor re status of case.	0.20	245.00	49.00
09/15/03	J. Cook	Phone call with creditor (B. Messa) re filing of motion and service of same.	0.20	140.00	28.00

09/17/03	I. Cohen	Telephone from S. Dove re impact of junior lien and assets on confirmability of Plan.	0.30	460.00	138.00
09/17/03	R. Hertzberg	Telephone call with J. Office re status of case.	0.20	410.00	82.00
09/18/03	J. Skidmore	General creditor inquiry re business with Coremark.	0.20	175.00	35.00
09/19/03	M. Alexsy	Telephone call from S. Levett (creditor) re not receiving proof of claim package until after deadline expired.	0.20	110.00	22.00
09/22/03	J. Skidmore	Review letter from Yacktman Funds and Liberation Investments to Board of Directors.	0.20	175.00	35.00
09/22/03	J. Cook	Review letter from creditors to Board of Directors.	0.10	140.00	14.00
09/29/03	I. Cohen	Telephone from Durham Asset Management for update on Plan status.	0.20	460.00	92.00
09/29/03	I. Cohen	Telephone from J. Dvorak (Fagin Capital) including re trade lien and reclamation status.	0.20	460.00	92.00
09/29/03	J. Skidmore	Correspondence from T. Hogan re issues of fraud.	0.10	175.00	17.50
09/30/03	I. Cohen	Review memo from D. Stratton to N. Petchenikov and from N. Petchenikov to D. Stratton requesting status report.	0.20	460.00	92.00

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09/30/03	A. Garber	Correspond with creditor re status of case.	0.20	245.00	49.00
Total B112 General Creditor Inquiries			<u>3.50</u>		<u>1,114.00</u>

EXHIBIT B.3

TASK CODE: B113 Pleadings Review/Memos

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/05/03	J. Skidmore	Correspondence with L. Mandel re summaries for 9/18/03 hearings.	0.20	175.00	35.00
09/08/03	J. Skidmore	Telephone conference with M. Hazy re 9/18/03 summaries.	0.20	175.00	35.00
09/08/03	J. Skidmore	Correspondence to J. Lewis, L. Mandel and M. Hazy re 9/18/03 summaries.	0.10	175.00	17.50
09/08/03	J. Skidmore	Telephone conference with J. Lewis re 9/18/03 summaries.	0.20	175.00	35.00
09/08/03	J. Skidmore	Correspondence to Committee re 9/18/03 hearing summaries.	0.20	175.00	35.00
09/14/03	R. Hertzberg	Review pleading summaries.	0.20	410.00	82.00
09/22/03	J. Skidmore	Review 2019 statement re Thomas Whalen representation of multiple creditors.	0.20	175.00	35.00
09/26/03	R. Hertzberg	Review pleading summaries.	0.20	410.00	82.00
09/28/03	I. Cohen	Review 13 Pleading Summaries.	0.40	460.00	184.00
Total B113 Pleadings Review/Memos			<u>1.90</u>		<u>540.50</u>

EXHIBIT B.4

TASK CODE: B130 Asset Sales/Disposition

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/01/03	I. Cohen	Review news report on cure disputes, ongoing hearings and update to trade.	0.20	460.00	92.00
09/01/03	I. Cohen	Review report re termination of employees.	0.10	460.00	46.00
09/04/03	J. Skidmore	Review notice of appeal of Keil's Foods re C&S sale.	0.10	175.00	17.50
09/04/03	J. Skidmore	Review notice of sale of real and personal property re C&S sale.	0.20	175.00	35.00
09/04/03	J. Skidmore	Correspondence to B. Davies and J. Dean re notice of sale of assets.	0.10	175.00	17.50
09/05/03	I. Cohen	Telephone from S. Schirmang re inquiry from potentially interested parties on Core-Mark.	0.20	460.00	92.00
09/05/03	D. Fournier	Review Abilane stipulation and certification.	0.20	395.00	79.00
09/08/03	R. Hertzberg	Review notice of appeal by Keil's of C&S sale order.	0.20	410.00	82.00
09/11/03	J. Skidmore	Correspondence from S. Kotarba re Keil motion.	0.10	175.00	17.50
09/11/03	C. Weidler	Conference with D. Kayes re sale order.	0.20	225.00	45.00

09/12/03	J. Skidmore	Review motion to dismiss objection to notice of sale of real and personal property.	0.20	175.00	35.00
09/12/03	J. Skidmore	Correspondence from W. Disse re update on settlement discussions re O'Bryan motion.	0.10	175.00	17.50
09/13/03	I. Cohen	Review and revise to J. Stang and telephone to J. Skidmore for follow up information.	0.20	460.00	92.00
09/14/03	R. Hertzberg	Review designation of record on appeal by PAQ.	0.20	410.00	82.00
09/16/03	R. Hertzberg	Review Keen notice of sale of real estate.	0.10	410.00	41.00
09/16/03	R. Hertzberg	Correspondence from S. Kotarba re status on PAQ settlement and stipulation related to appeal.	0.20	410.00	82.00
09/16/03	C. Weidler	Review Asset Purchase Agreement and sale order provisions governing offset rights and telephone call to I.W. Cohen re same.	0.50	225.00	112.50
09/17/03	J. Skidmore	Correspondence from S. Kotarba re PAQ appeal.	0.20	175.00	35.00
09/17/03	J. Skidmore	Review designation of record for appeal re Keil re APA.	0.20	175.00	35.00
09/17/03	J. Skidmore	Correspondence from J. Stang re O'Bryan properties	0.10	175.00	17.50

09/17/03	J. Skidmore	Correspondence from S. McFarland re continuance of O'Bryan Properties motion.	0.10	175.00	17.50
09/18/03	J. Skidmore	Review debtors' motion for order authorizing sale of real property, approving auction terms and bidding procedures and assignment of leases (3666).	0.80	175.00	140.00
09/22/03	J. Skidmore	Correspondence from D. Fournier re Committee response to debtors' motion re establishing adequate protection reserve pursuant to sale order.	0.10	175.00	17.50
09/22/03	J. Skidmore	Review with D. Fournier re recommended action re debtors' motion to establish amount of adequate protection reserve re sale order.	0.20	175.00	35.00
09/22/03	J. Skidmore	Review motion and prepare summary re debtors' motion to establish reserve re adequate protection re sale order.	0.50	175.00	87.50
09/22/03	J. Skidmore	Correspondence to S. McFarland re revisions to proposed order re adequate protection reserve.	0.20	175.00	35.00

09/22/03	J. Skidmore	Prepare summary re debtors' motion to schedule auction, approve bidding procedures and authorize assignment procedures for unexpired lease.	1.80	175.00	315.00
09/22/03	J. Skidmore	Correspondence to B. Davies re analysis of debtors' motion re scheduling auction, establishing bidding procedures and approving assignment procedures.	0.10	175.00	17.50
09/25/03	J. Skidmore	Correspondence from S. Kotarba re Keil's designation of record on appeal and debtors' draft counter-designation.	0.10	175.00	17.50
09/25/03	J. Skidmore	Telephone conference with R. Wynne re changes to proposed order re reserve motion.	0.20	175.00	35.00
09/25/03	J. Cook	Preparation of Certificate of Service and Service materials for Objection to Kinsley Motion to Enforce Sale Order.	0.50	140.00	70.00
09/25/03	J. Cook	Preparation re filing and service of Kinsley objection.	0.70	140.00	98.00
09/25/03	J. Cook	Phone call with J. Lewis re filing of Joinder v. Objection to Kinsley Motion.	0.20	140.00	28.00

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09/26/03	R. Hertzberg	Review counter-designation on appeal by debtor re Keil.	0.20	410.00	82.00
09/29/03	R. Hertzberg	Review objection of Kaye Retail to motion on reserve.	0.20	410.00	82.00
09/29/03	R. Hertzberg	Review letter related to money paid to C&S review request.	0.20	410.00	82.00
09/29/03	J. Skidmore	Correspondence to T. Hogan re post-petition transfers to C&S.	0.10	175.00	17.50
09/30/03	R. Hertzberg	Correspondence from H. Tepner re sending information to strategic buyers.	0.20	410.00	82.00
Total B130 Asset Sales/Disposition			<u>10.00</u>	<u>2,332.00</u>	

EXHIBIT B.5

TASK CODE: B140 Relief from Stay/Adequate Protection Proceedings

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/02/03	J. Cook	Preparation of service materials re joinder in Objection to Price Chopper Stay Relief Motion (0.2); phone calls with J. Lewis re filing of joinder (0.2); preparation re filing and service (0.3).	0.70	140.00	98.00
09/04/03	J. Skidmore	Review and compare drafts of McCormick stipulated orders.	0.20	175.00	35.00
09/04/03	J. Skidmore	Correspondence to D. Fournier re McCormick stipulated orders.	0.10	175.00	17.50
09/08/03	J. Skidmore	Correspondence from L. Thomas re Marigold motion re recoupment.	0.10	175.00	17.50
09/08/03	J. Skidmore	Correspondence to L. Thomas re Marigold motion re recoupment.	0.10	175.00	17.50
09/08/03	J. Skidmore	Telephone conference with L. Thomas re Marigold motion.	0.20	175.00	35.00
09/11/03	A. Garber	Preparation of and file and serve joinder to debtor's objection to motion of BancCorp (.4); office conference with E. Bonnett re same. (.2)	0.60	245.00	147.00

09/11/03	M. Alexsy	Communications from and to M. Hazy re Bancorp joinder.	0.30	110.00	33.00
09/11/03	E. Bonnett	Preparation of Certificate of Service re joinder to objection re Bancorpsouth's motion to modify automatic stay.	0.20	100.00	20.00
09/11/03	E. Bonnett	Telephone call from M. Hazy re joinder.	0.10	100.00	10.00
09/11/03	E. Bonnett	Conference with A. Garber re joinder.	0.20	100.00	20.00
09/11/03	E. Bonnett	Preparation of joinder for e-filing.	0.40	100.00	40.00
09/11/03	E. Bonnett	Conference with R. Buxbaum re service of joinder.	0.10	100.00	10.00
09/11/03	J. Cook	Emails to/from M. Hazy, ME Alexsy and E. Bonnett re binder in BancCorp Objection (.2); discussions with E. Bonnett re Joinder (.2); phone call with M. Hazy re same (.1).	0.50	140.00	70.00
09/22/03	J. Skidmore	Correspondence with L. Thomas re Marigold Recoupment motion.	0.10	175.00	17.50
09/25/03	J. Cook	Preparation of Certificate of Service and service materials re objection to Scozio Stay Motion.	0.50	140.00	70.00

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09/25/03	J. Cook	Preparation re filing and service of Scozio Joinder including monitoring of docket, discussions with D. Fournier and phone calls with C. Lhulier.	3.00	140.00	420.00
09/30/03	A. Garber	Teleconference with counsel for Scovio Wexford Foods and office conference with D. Fournier re motion for relief from stay.	0.30	245.00	73.50
Total B140 Relief from Stay/Adequate Protection Proceedings			<u>7.70</u>		<u>1,151.50</u>

EXHIBIT B.6

TASK CODE: B150 Creditor's Committee

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
09/01/03	I. Cohen	(8/13/03) Preparation of memo to Committee re reimbursement for expenses.	0.20	460.00	92.00
09/01/03	I. Cohen	(8/14/03) Review memo from B. Kaufman re exit financing sources.	0.20	460.00	92.00
09/01/03	I. Cohen	Review Memo from M. Alexsy to S. Gautier requesting Minutes from 8/15/03 meeting.	0.10	460.00	46.00
09/01/03	I. Cohen	Review Memo from M. Alexsy re request for update on Core-Mark.	0.10	460.00	46.00
09/01/03	I. Cohen	Review memo from M. Alexsy to Committee re 9/4/03 meeting.	0.10	460.00	46.00
09/01/03	I. Cohen	Review notes from 8/28/03 Committee meeting.	0.20	460.00	92.00
09/01/03	I. Cohen	Review memo from L. Lattig re AlixPartners preparation of reports.	0.20	460.00	92.00
09/01/03	I. Cohen	Review memo from J. Skidmore to Committee enclosing reports.	0.10	460.00	46.00
09/01/03	R. Hertzberg	Revisions to letter to CRO.	0.20	410.00	82.00

09/02/03	I. Cohen	Review memo from S. Schirmang with proposed Agenda items.	0.20	460.00	92.00
09/02/03	R. Hertzberg	Conference with B. Cohen re letter to CRO.	0.20	410.00	82.00
09/02/03	M. Alexsy	Review minutes of 8/21/03 Committee meeting.	0.30	110.00	33.00
09/02/03	J. Cook	Preparation of minutes of 8/28/03 Committee call.	2.00	140.00	280.00
09/03/03	I. Cohen	Reviewing current pleadings and preparation of Agenda for Committee meeting.	0.30	460.00	138.00
09/03/03	I. Cohen	Revise minutes of 8/21/03 Committee call.	0.20	460.00	92.00
09/03/03	I. Cohen	Telephone from T. Stenger with response re two letters to Company.	0.20	460.00	92.00
09/03/03	I. Cohen	Telephone to S. Schirmang re memo on Proofs of Claim and response from T. Stenger and conference with M. Alexsy re supplemental information for Agenda.	0.30	460.00	138.00
09/03/03	I. Cohen	Telephone from T. Stenger responding to Committee letters.	0.20	460.00	92.00
09/03/03	I. Cohen	Telephone from R. Hertzberg re contact with T. Stenger.	0.20	460.00	92.00

09/03/03	M. Alexsy	Communication to and from H. Cook re status of minutes from prior Committee meeting.	0.20	110.00	22.00
09/03/03	M. Alexsy	Conference with I.W. Cohen re approval of minutes and preparation of Agenda for next Committee meeting.	0.30	110.00	33.00
09/03/03	M. Alexsy	Communication to P. Aronzon and L. Mandel re minutes of 8/15/03 Committee meeting.	0.20	110.00	22.00
09/03/03	M. Alexsy	Telephone call to H. Tepner re Agenda items for Compass presentation at 9/04/03 Committee meeting.	0.20	110.00	22.00
09/03/03	M. Alexsy	Preparation of Agenda for 9/04/03 Committee meeting and arranged for conference call.	0.60	110.00	66.00
09/03/03	M. Alexsy	Telephone call from T. Kreatchman re Debtors' report at 9/04/03 Committee meeting.	0.20	110.00	22.00
09/03/03	M. Alexsy	Communication to I.W. Cohen re Debtors' participation in 9/04/03 meeting.	0.20	110.00	22.00
09/03/03	M. Alexsy	Communication to and from L. Mandel re minutes of 8/06/03 Committee meeting.	0.20	110.00	22.00

09/03/03	M. Alexsy	Communication from and to S. Siconolfi re Bank One's participation in 8/15/03 Committee meeting.	0.20	110.00	22.00
09/03/03	M. Alexsy	Review and revise Minutes of 8/21/03 Committee meeting.	0.30	110.00	33.00
09/03/03	M. Alexsy	Conference with I.W. Cohen re revisions to 8/21/03 Minutes.	0.20	110.00	22.00
09/03/03	M. Alexsy	Communication from and to L. Mandel re preparation of Minutes of 8/21/03 Committee meeting.	0.20	110.00	22.00
09/04/03	I. Cohen	Telephone to T. Stenger reviewing all issues re Committee meeting Agenda.	1.00	460.00	460.00
09/04/03	I. Cohen	Attend Committee meeting.	3.00	460.00	1,380.00
09/04/03	I. Cohen	(9/3/03) Review memo from M. Alexsy with Debtor's proposed Agenda and distribution of information to Committee.	0.20	460.00	92.00
09/04/03	I. Cohen	Review and revise 8/15/03 Minutes.	0.20	460.00	92.00
09/04/03	J. Skidmore	Attend Creditor Committee Meeting.	3.00	175.00	525.00
09/04/03	C. Weidler	Attend weekly committee conference call.	3.00	225.00	675.00

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09/04/03	M. Alexsy	Attend Creditors' Committee conference call.	3.60	110.00	396.00
09/04/03	M. Alexsy	Preparation of Minutes of 9/04/03 Committee meeting.	0.60	110.00	66.00
09/04/03	M. Alexsy	Communication to Committee and its professionals re upcoming Committee meetings.	0.20	110.00	22.00
09/04/03	M. Alexsy	Communication to Debtor and its professionals re upcoming Committee meetings.	0.10	110.00	11.00
09/05/03	I. Cohen	Telephone to S. Schirmang re rescheduled conference call.	0.20	460.00	92.00
09/05/03	I. Cohen	Review memos re letter to creditors and response to same for mailing labels.	0.20	460.00	92.00
09/05/03	I. Cohen	Telephone from S. Schirmang re San Francisco meeting on Core-Mark.	0.20	460.00	92.00
09/05/03	I. Cohen	Review with R. Hertzberg agenda and timing of upcoming meeting.	0.20	460.00	92.00
09/05/03	M. Alexsy	Returned telephone call from Belinda at G. Richards' office re meeting dates.	0.20	110.00	22.00

09/05/03	M. Alexsy	Communications from and to Committee members re scheduling face-to-face meeting with Debtors and Core-Mark.	0.30	110.00	33.00
09/05/03	M. Alexsy	Conference with I.W. Cohen re conflicts with proposed meeting date with Debtors.	0.20	110.00	22.00
09/05/03	M. Alexsy	Communication from and to C. Mitchell re Debtor's participation in next Committee meeting.	0.20	110.00	22.00
09/06/03	I. Cohen	Review memo from L. Lattig and preparation of memo to L. Lattig re upcoming meeting.	0.20	460.00	92.00
09/06/03	I. Cohen	Review memo from T. Moreau and preparation of memo to T. Moreau and S. Schirmang re upcoming meeting re Core-Mark.	0.20	460.00	92.00
09/06/03	M. Alexsy	Preparation of Minutes of 9/4/03 Committee meeting.	2.40	110.00	264.00
09/08/03	M. Alexsy	Communication from J. Lewis re minutes.	0.20	110.00	22.00
09/08/03	M. Alexsy	Preparation of minutes of 9/04/03 Committee meeting.	2.30	110.00	253.00
09/09/03	I. Cohen	Telephone from B. Kaufman re Debtor's all hands meeting.	0.20	460.00	92.00

09/09/03	I. Cohen	Telephone to S. Schirmang with update on Committee meeting and Plan issues.	0.20	460.00	92.00
09/09/03	I. Cohen	Telephone from S. Schirmang re Plan issues.	0.20	460.00	92.00
09/09/03	I. Cohen	Preparation of memo to J. Burke and J. Salvadori re Committee meeting.	0.10	460.00	46.00
09/09/03	I. Cohen	Telephone from M. Alexsy re Thursday meeting and Agenda.	0.10	460.00	46.00
09/09/03	I. Cohen	Telephone from Margo re conference call.	0.10	460.00	46.00
09/10/03	I. Cohen	Telephone from M. Alexsy re preparation of Agenda, status of Minutes.	0.20	460.00	92.00
09/10/03	I. Cohen	Telephone to L. Mandel re Agenda for 9/11/03 Committee meeting.	0.10	460.00	46.00
09/10/03	I. Cohen	Preparation of Agenda for 9/11/03 meeting.	0.20	460.00	92.00
09/10/03	I. Cohen	Revise draft Agenda re 9/11/03 meeting.	0.20	460.00	92.00
09/10/03	I. Cohen	Telephone to S. Schirmang re draft Agenda for 9/11/03 call and follow up call from last night.	0.10	460.00	46.00
09/10/03	I. Cohen	Reviewing notes and outline of Apollo Plan and conference call with J. Burke and S. Schirmang re same.	1.00	460.00	460.00

09/10/03	I. Cohen	Conference with S. Meredith re distribution of Agenda and Minutes.	0.20	460.00	92.00
09/10/03	I. Cohen	Telephone to P. Aronzon re upcoming meeting.	0.30	460.00	138.00
09/10/03	I. Cohen	Report from M. Alexsy on status of Minutes.	0.20	460.00	92.00
09/10/03	I. Cohen	Review with S. Meredith status of Minutes from 8/15/03 and 9/4/03 and proposed distribution of same.	0.20	460.00	92.00
09/10/03	I. Cohen	Conference with J. Skidmore re motions.	0.20	460.00	92.00
09/10/03	I. Cohen	Telephone from M. Alexsy and T. Kreachman re Debtor's Agenda for conference call.	0.20	460.00	92.00
09/10/03	I. Cohen	Distribution of Agenda and Minutes for Committee members review.	0.20	460.00	92.00
09/10/03	J. Skidmore	Telephone conference with J. Comeaux re 9/11/03 committee call.	0.10	175.00	17.50
09/10/03	J. Skidmore	Prepare for Committee conference call and correspondence to Committee re same.	0.50	175.00	87.50
09/10/03	S. Meredith	Set up conference call, forward call-in information to subcommittee per I.W. Cohen.	0.30	95.00	28.50

09/10/03	S. Meredith	Conference with I.W. Cohen re preparation of agenda for 9/11/03 conference call and revise agenda re same.	0.30	95.00	28.50
09/10/03	S. Meredith	Revise 9/11/03 agenda per I.W. Cohen and discuss.	0.30	95.00	28.50
09/10/03	S. Meredith	Forward draft agenda to Committee members for review per I.W. Cohen.	0.20	95.00	19.00
09/10/03	S. Meredith	Meet with I.W. Cohen re minutes taken from previous conference calls, and copies of revisions made for each.	0.20	95.00	19.00
09/10/03	S. Meredith	Review files per I.W. Cohen re 8/15/03 and 8/21/03 draft minutes, message to M. Alexsy and J.H. Cook re same.	0.50	95.00	47.50
09/10/03	S. Meredith	Message to and from J. Burke re status of 9/4/03 conference call minutes.	0.20	95.00	19.00
09/10/03	S. Meredith	Meet with J. Skidmore re agenda, meeting minutes and miscellaneous issues re 9/11/03 conference call.	0.30	95.00	28.50
09/11/03	I. Cohen	Prepare for Committee meeting.	1.00	460.00	460.00
09/11/03	I. Cohen	Review memo from J. Skidmore re participants in conference call and distribution of information to Committee.	0.20	460.00	92.00

09/11/03	I. Cohen	Review memos from J. Comeaux and S. Meredith re approval of Agenda.	0.10	460.00	46.00
09/11/03	I. Cohen	Review memo from T. Stenger with Debtor's Agenda items.	0.20	460.00	92.00
09/11/03	I. Cohen	Review with M. Alexsy status of Minutes and additional information for conference call.	0.30	460.00	138.00
09/11/03	I. Cohen	Conference with J. Skidmore reviewing lease situation, Albertson's and Morgan Stanley.	0.30	460.00	138.00
09/11/03	I. Cohen	Committee meeting/conference call.	2.40	460.00	1,104.00
09/11/03	I. Cohen	Review memo from F. Huffard re Team meeting and memos to D. Kayes and J. Skidmore re same.	0.10	460.00	46.00
09/11/03	I. Cohen	Review with M. Alexsy upcoming Committee meeting.	0.20	460.00	92.00
09/11/03	I. Cohen	Review memo from and memo to S. Schirmang re 10/2/03 Committee meeting and memo to M. Alexsy re same.	0.20	460.00	92.00
09/11/03	D. Fournier	Participate in portion of telephonic meeting of Committee.	1.20	395.00	474.00
09/11/03	D. Kayes	Conference call meeting of Committee re plan issues, etc.	0.40	435.00	174.00

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09/11/03	J. Skidmore	Conference with M.E. Alexsy re Committee.	0.20	175.00	35.00
09/11/03	J. Skidmore	Conference with I.W. Cohen re prepare for Committee call.	0.30	175.00	52.50
09/11/03	J. Skidmore	Participate in portion of Committee call.	1.50	175.00	262.50
09/11/03	M. Alexsy	Conference with I.W. cohen re follow through on Committee matters.	0.30	110.00	33.00
09/11/03	M. Alexsy	Communication to Committee and Debtors re scheduling face-to-face meeting.	0.20	110.00	22.00
09/11/03	M. Alexsy	Communications from and to H. Cook re attendance at 9/11/03 Committee meeting.	0.20	110.00	22.00
09/11/03	M. Alexsy	Communication from and telephone call to F. Huffard re attendance at Committee meeting.	0.20	110.00	22.00
09/11/03	M. Alexsy	Communication from and to B. Roof re 9/11/03 meeting.	0.20	110.00	22.00
09/11/03	M. Alexsy	Communication to Committee re cancellation of 9/19/03 Committee meeting.	0.20	110.00	22.00
09/11/03	M. Alexsy	Preparation of materials for 9/11/03 Committee meeting.	0.70	110.00	77.00