

EXHIBIT A

Pepper Hamilton LLP

Attorneys at Law

36th Floor
100 Renaissance Center
Detroit, MI 48243-1157
313.259.7110

Invoice Number: 10183379
Client/Matter Number: 127226.00002
September 9, 2003

Kent Percy
Fleming Companies, Inc. Official Committee of
1945 Lakepointe Drive
Lewisville, TX 75057

Requesting Attorney: I. William Cohen

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through July 31, 2003 as follows:

Re: Chapter 11

Fees	\$193,788.00
Expenses	\$16,660.93
Total Fees and Expenses	\$210,448.93

Summary of Time by Task Code

<u>Task</u>	<u>Hours</u>	<u>Fees</u>
B110 Case Administration	69.40	8,637.00
B111 Statement of Financial Affairs, Schedul	1.90	421.00
B112 General Creditor Inquiries	4.40	1,281.00
B113 Pleadings Review/Memos	11.30	3,002.00
B121 Account Receivable Collection	0.20	92.00
B130 Asset Sales/Disposition	132.20	49,657.00
B140 Relief from Stay/Adequate Protection Pr	17.60	3,281.00
B150 Creditor's Committee	133.50	38,767.50
B155 Court Hearings	54.40	14,027.00
B160 Fees	21.60	3,491.50
B160 Fee Application of Others	8.90	2,319.50
B161 Fees/Objections	2.10	351.00
B170 Employment of Professionals	2.70	709.00
B170 Retention of Others	3.60	1,041.50
B171 Employment of Professionals/Objections	2.60	657.00
B181 Preference Analysis and Recovery Action	1.20	132.00
B185 Assumption/Rejection of Leases and Cont	24.90	5,001.50
B190 Contested Matters/Motions	32.10	8,043.50
B195 Non-Working Travel	13.70	6,039.50
B210 Business Operations	3.80	981.00
B211 Financial Reports	1.40	545.50
B220 Employee Benefits/Pensions	4.30	1,681.00
B230 Financing/Cash Collateral	2.90	1,271.50
B240 Tax Issues	0.60	276.00
B260 Board of Directors Matters	0.30	52.50
B261 Investigations	94.70	29,700.50
B310 Claims Administration - General	15.20	1,926.50
B311 Reclamation and PACA Claims	15.90	6,063.00

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<u>Task</u>	<u>Hours</u>	<u>Fees</u>
B320 Plan and Disclosure Statement	0.40	164.50
B321 Business Plan	10.00	4,174.50
Total	<u>687.80</u>	<u>193,788.00</u>

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>
07/01/03	I. Cohen	Review memo from M. Alexsy re bankruptcy file format.	0.10	460.00	46.00
07/01/03	S. Van Damme	Review docket and print pleadings for J. Skidmore.	0.50	80.00	40.00
07/02/03	J. Skidmore	Review docket and update task list re pleadings through 7/2/03.	0.20	175.00	35.00
07/02/03	S. Van Damme	Review docket and organizational file follow-up.	0.60	80.00	48.00
07/02/03	D. Smith	Review docket and organize pleadings file.	2.00	35.00	70.00
07/03/03	S. Van Damme	Review docket and organizational follow-up.	0.40	80.00	32.00
07/03/03	D. Smith	Review docket and organize pleadings file.	1.00	35.00	35.00
07/07/03	D. Smith	Review docket and organize pleadings file.	0.50	35.00	17.50
07/08/03	R. Hertzberg	Correspondence to R. Wynne re notice procedure by the debtor.	0.20	410.00	82.00
07/08/03	M. Alexsy	Conference with H. Cook re status of case, preparation of minutes and monthly fee applications.	0.50	110.00	55.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/08/03	M. Alexsy	Review docket re same and forward to K. Ostrowski for review.	0.40	110.00	44.00
07/08/03	M. Alexsy	Communication from L. Mandel re updates to task list.	0.20	110.00	22.00
07/08/03	M. Alexsy	Updated task list as result of conference call with Debtors.	0.50	110.00	55.00
07/08/03	J. Cook	Telephone call with M.E. Alexsy re administrative matters.	0.50	140.00	70.00
07/08/03	J. Cook	Revisions to task list to add timekeeping codes.	0.20	140.00	28.00
07/08/03	S. Van Damme	Review docket and file organization follow-up.	0.50	80.00	40.00
07/08/03	D. Smith	Review and pull documents from pleadings file per E. Bonnett.	0.10	35.00	3.50
07/08/03	D. Smith	Review and pull documents from pleadings file per E. Bonnett.	0.10	35.00	3.50
07/09/03	I. Cohen	Review memo from R. Hertzberg to R. Wynne re failure of Debtor to serve Pepper.	0.10	460.00	46.00
07/09/03	D. Fournier	Emails from/to L. Mandel re pending matters.	0.20	395.00	79.00
07/09/03	M. Alexsy	Communications from and to L. Mandel re further updates to Task List.	0.20	110.00	22.00

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/09/03	S. Van Damme	Review docket and file organization.	0.40	80.00	32.00
07/09/03	D. Smith	Review docket and organize pleadings file.	1.00	35.00	35.00
07/10/03	J. Skidmore	Correspondence to S. Cho re extensions on several motions.	0.20	175.00	35.00
07/10/03	J. Skidmore	Updates to task list.	0.30	175.00	52.50
07/10/03	J. Skidmore	Review docket re pleadings filed through 7/10/03.	0.30	175.00	52.50
07/10/03	M. Alexsy	Communications from and to S. Van Damme re organization of pleadings.	0.20	110.00	22.00
07/10/03	M. Alexsy	Examination of docket and communication to V. Harding re counsel for Exxon Mobil.	0.30	110.00	33.00
07/10/03	M. Alexsy	Revisions to Task List.	0.70	110.00	77.00
07/10/03	S. Van Damme	Review docket and file organization re same.	0.40	80.00	32.00
07/10/03	D. Smith	Preparation of Third Supplemental Affidavits per E. Bonnett.	0.30	35.00	10.50

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/11/03	J. Skidmore	Case administration including review of internal procedures for filing documents, conference with M.E. Alexsy re charting compensation requests by all professionals and review of pleadings sent to I.W. Cohen.	0.90	175.00	157.50
07/11/03	D. Smith	Review docket and organize pleadings file.	1.00	35.00	35.00
07/14/03	R. Hertzberg	Review revised task list.	0.20	410.00	82.00
07/14/03	J. Skidmore	Revisions to task list.	0.20	175.00	35.00
07/14/03	S. Van Damme	Review docket re pleadings by J. Skidmore and file organization re same.	2.00	80.00	160.00
07/14/03	S. Van Damme	Review docket and file organization.	0.50	80.00	40.00
07/14/03	D. Smith	Review docket and organize pleadings file.	1.30	35.00	45.50
07/15/03	R. Hertzberg	Review revised task list.	0.20	410.00	82.00
07/15/03	J. Skidmore	Review pleadings.	0.30	175.00	52.50
07/15/03	J. Skidmore	Conference with M.E. Alexsy re updates to task list.	0.20	175.00	35.00
07/15/03	M. Alexsy	Revised Task List.	1.80	110.00	198.00
07/15/03	S. Van Damme	Review docket re pleadings requested by J. Skidmore.	1.10	80.00	88.00

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/15/03	S. Van Damme	Review docket and file organization.	0.40	80.00	32.00
07/15/03	D. Smith	Review and print documents from online docketing system per J. Cook.	0.30	35.00	10.50
07/15/03	D. Smith	Preparation re filing of Affidavit of Service per R. Buxbaum.	0.50	35.00	17.50
07/15/03	D. Smith	Review docket and pull documents from pleadings file and print documents from online docketing system per J. Cook.	0.50	35.00	17.50
07/16/03	I. Cohen	Review 7/15/03 updated task list.	0.30	460.00	138.00
07/16/03	M. Alexsy	Revised Task List.	1.20	110.00	132.00
07/16/03	S. Van Damme	Review docket and file organization.	0.40	80.00	32.00
07/16/03	S. Van Damme	Review docket for pleadings requested by J. Skidmore.	1.50	80.00	120.00
07/17/03	J. Skidmore	Review docket re pleadings filed through 7/17/03.	0.20	175.00	35.00
07/17/03	S. Van Damme	Review docket and organization of file.	0.40	80.00	32.00
07/17/03	S. Van Damme	Review docket for pleadings requested by J. Skidmore.	1.00	80.00	80.00
07/18/03	J. Skidmore	Revisions 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>
07/18/03	S. Van Damme	Review docket and file organization.	0.40	80.00	32.00
07/18/03	D. Smith	Review docket and organize pleadings file; dismantle hearing binder from 7/17/03 hearing	3.00	35.00	105.00
07/18/03	D. Smith	Review and pull documents from pleadings file.	0.20	35.00	7.00
07/19/03	I. Cohen	Review with J. Skidmore information for Team meeting.	0.20	460.00	92.00
07/19/03	J. Skidmore	Review docket through 7/18/03 and correspondence to M. Alexsy re same.	0.20	175.00	35.00
07/21/03	I. Cohen	Team Meeting.	1.30	460.00	598.00
07/21/03	D. Fournier	Participate in portion of working group teleconference re pending matters.	1.00	395.00	395.00
07/21/03	R. Hertzberg	Meeting of Pepper team re review of upcoming motion.	1.30	410.00	533.00
07/21/03	D. Kayes	Team meeting re open issues.	1.30	435.00	565.50
07/21/03	J. Skidmore	Pepper weekly meeting to discuss pending hearings, preparation for in-person committee meeting and discussion of claim against Bank Group.	1.30	175.00	227.50

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/21/03	C. Weidler	Weekly Pepper meeting discussing case status and strategy.	1.30	225.00	292.50
07/21/03	M. Alexsy	Preparation for and attendance at Team Meeting.	1.50	110.00	165.00
07/21/03	M. Alexsy	Communication from L. Mandel re updates needed to Task List.	0.20	110.00	22.00
07/21/03	M. Alexsy	Updated Task List.	1.20	110.00	132.00
07/21/03	J. Cook	Attend team meeting.	0.20	140.00	28.00
07/22/03	J. Skidmore	Review docket	0.20	175.00	35.00
07/22/03	M. Alexsy	Updated Task List.	0.70	110.00	77.00
07/22/03	S. Van Damme	Review docket and organization of file.	0.40	80.00	32.00
07/23/03	J. Skidmore	Review docket.	0.20	175.00	35.00
07/23/03	M. Alexsy	Updated Contact List re R. Payne.	0.20	110.00	22.00
07/23/03	M. Alexsy	Updated Task List.	0.80	110.00	88.00
07/23/03	S. Van Damme	Review docket and organization of file.	0.40	80.00	32.00
07/23/03	S. Van Damme	Review docket for pleading requested by J. Skidmore.	0.80	80.00	64.00
07/23/03	D. Smith	Review docket and organize pleadings file.	0.50	35.00	17.50
07/24/03	R. Hertzberg	Review current docket.	0.20	410.00	82.00
07/24/03	M. Alexsy	Communication from B. Davies re adding contact information.	0.20	110.00	22.00

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07/24/03	M. Alexsy	Updated Task List.	1.50	110.00	165.00
07/24/03	M. Alexsy	Updated Contact List and email distribution lists.	0.70	110.00	77.00
07/24/03	S. Van Damme	Review docket and file organization.	0.40	80.00	32.00
07/24/03	D. Smith	Review docket and organize pleadings file.	3.00	35.00	105.00
07/25/03	J. Skidmore	Review docket.	0.20	175.00	35.00
07/25/03	J. Skidmore	Update task list.	0.30	175.00	52.50
07/25/03	M. Alexsy	Communication from and to L. Mandel re Task List updates.	0.30	110.00	33.00
07/25/03	M. Alexsy	Review of new filings and updated Task List re same.	1.50	110.00	165.00
07/25/03	M. Alexsy	Communication from J. Lewis re extensions given to Committee.	0.20	110.00	22.00
07/25/03	S. Van Damme	Review docket and file organization.	0.40	80.00	32.00
07/26/03	I. Cohen	Review memos to and from M. Alexsy re Team meeting.	0.10	460.00	46.00
07/26/03	J. Skidmore	Review docket.	0.20	175.00	35.00
07/28/03	R. Hertzberg	Review updated task list.	0.20	410.00	82.00
07/28/03	M. Alexsy	Communication with I.W. Cohen and to Fleming team re meeting.	0.40	110.00	44.00
07/28/03	M. Alexsy	Locate and confirm contact information for J. Duban.	0.40	110.00	44.00

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<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/28/03	M. Alexsy	Updated task list.	1.50	110.00	165.00
07/28/03	S. Van Damme	Review docket and file organization.	0.50	80.00	40.00
07/29/03	R. Hertzberg	Review current docket report.	0.20	410.00	82.00
07/29/03	J. Skidmore	Review docket.	0.30	175.00	52.50
07/29/03	M. Alexsy	Updated Task List.	1.20	110.00	132.00
07/29/03	M. Alexsy	Locate and update files re T. Patterson contact information.	0.40	110.00	44.00
07/29/03	S. Van Damme	Review docket and organization of file.	0.50	80.00	40.00
07/30/03	J. Skidmore	Review docket.	0.20	175.00	35.00
07/30/03	J. Skidmore	Changes to task list.	0.20	175.00	35.00
07/30/03	S. Van Damme	Review docket and organization of file	0.60	80.00	48.00
07/31/03	J. Skidmore	Correspondence with R. Hertzberg re pending hearing dates.	0.10	175.00	17.50
07/31/03	J. Skidmore	Review docket.	0.20	175.00	35.00
07/31/03	S. Van Damme	Review docket for pleading requested by J. Skidmore.	1.70	80.00	136.00
07/31/03	D. Smith	Review docket and pull documents from pleadings file; print documents from online docketing system per J. Cook.	3.00	35.00	105.00
Total B110 Case Administration			<hr/> 69.40		<hr/> 8,637.00

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TASK CODE: B111 Statement of Financial Affairs, Schedules

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/01/03	I. Cohen	Preparation of memo to S. Schirmang and J. Comeaux re availability of Schedules and Statement of Affairs.	0.10	460.00	46.00
07/01/03	I. Cohen	Review memo from Kirkland re availability of Schedules and alternative presentation.	0.20	460.00	92.00
07/01/03	D. Fournier	Telephone C. Lhulier re SASFA.	0.10	395.00	39.50
07/01/03	J. Skidmore	Correspondence to S. Van Damme re statement of financial affairs and schedules.	0.10	175.00	17.50
07/01/03	S. Van Damme	Review docket re SASFA per request of J. Skidmore and follow-up re same.	1.10	80.00	88.00
07/02/03	I. Cohen	Review Memo from C. Lhulier re Summary of Schedules and SOFAs.	0.20	460.00	92.00
07/09/03	I. Cohen	Review memo from Kirkland re Disclosure Schedules and update.	0.10	460.00	46.00
Total B111 Statement of Financial Affairs, Schedules			<hr/> 1.90		<hr/> 421.00

TASK CODE: B112 General Creditor Inquiries

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/01/03	I. Cohen	Telephone from S. Dove requesting update on C&S.	0.20	460.00	92.00
07/01/03	D. Fournier	Telephone Bank of America re case status.	0.10	395.00	39.50
07/01/03	A. Hiller	Transfer messages to R. Hertzberg re creditor inquiries.	0.20	245.00	49.00
07/03/03	I. Cohen	Telephone from M. Pender requesting update on current Fleming developments.	0.10	460.00	46.00
07/07/03	R. Hertzberg	Telephone call with A. Ward re questions on status of company and trade lien.	0.20	410.00	82.00
07/08/03	D. Fournier	Telephone J. Burke re case status.	0.10	395.00	39.50
07/08/03	A. Garber	Correspond with creditor re status of case.	0.20	245.00	49.00
07/08/03	M. Alexsy	Telephone call from G. Cohen re whether Fleming has filed schedules.	0.20	110.00	22.00
07/08/03	M. Alexsy	Examination of docket and communication to G. Cohen re same.	0.30	110.00	33.00
07/09/03	A. Garber	Correspond with creditors re status of case.	0.20	245.00	49.00

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07/11/03	A. Garber	Correspond with creditor re status of case.	0.20	245.00	49.00
07/14/03	A. Garber	Correspond with creditor re status of case.	0.20	245.00	49.00
07/15/03	R. Hertzberg	Telephone call with M. Carmel re status of case.	0.20	410.00	82.00
07/18/03	I. Cohen	Telephone call from B. Schoiock requesting information re bar date and notice from Company.	0.20	460.00	92.00
07/18/03	I. Cohen	Review memo from M. Pearlman to Flip and R. Wynne and inquiry from D. Dunne.	0.20	460.00	92.00
07/21/03	A. Garber	Correspond with creditor re status of claim.	0.20	245.00	49.00
07/22/03	A. Garber	Correspond with creditors re status of case.	0.40	245.00	98.00
07/23/03	A. Garber	Correspond with Creditor re status of case.	0.10	245.00	24.50
07/25/03	D. Fournier	Telephone Minneapolis counsel re case status.	0.10	395.00	39.50
07/29/03	A. Garber	Correspond with creditor re status of case.	0.20	245.00	49.00
07/31/03	D. Fournier	Telephone Sioux City counsel re case status.	0.20	395.00	79.00
07/31/03	A. Garber	Correspond with creditor re status of case.	0.20	245.00	49.00
07/31/03	J. Cook	Phone call with M. Salter (leaseholder counsel) re case status.	0.20	140.00	28.00
Total B112 General Creditor Inquiries			<hr/> 4.40		<hr/> 1,281.00

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TASK CODE: B113 Pleadings Review/Memos

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/01/03	R. Hertzberg	Conference with J. Skidmore re review of pending motions.	0.80	410.00	328.00
07/01/03	J. Skidmore	Conference with R. Hertzberg re review of pending motions.	0.80	175.00	140.00
07/02/03	J. Skidmore	Revisions to pleading summaries re 7/17/03 hearings.	0.30	175.00	52.50
07/03/03	R. Hertzberg	Correspondence from J. Skidmore re proposed call with debtor on motions.	0.20	410.00	82.00
07/03/03	R. Hertzberg	Correspondence from J. Lewis re position of chairmen on motions.	0.20	410.00	82.00
07/03/03	R. Hertzberg	Correspondence from B. Spector re position on motions that are pending.	0.20	410.00	82.00
07/08/03	R. Hertzberg	Review current docket report.	0.20	410.00	82.00
07/08/03	K. Ostrowski	Review of correspondence from J. Skidmore regarding pleading summaries.	0.20	195.00	39.00
07/08/03	J. Skidmore	Review docket re pleadings filed through 7/7/03.	0.30	175.00	52.50

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07/08/03	M. Alexsy	Communication from J. Skidmore re recently filed motions and need to review.	0.20	110.00	22.00
07/09/03	K. Ostrowski	Preparation of correspondence to N. Barker of KPMG regarding recently filed motions; review of correspondence (3) from C. Matthews of KPMG regarding same.	0.50	195.00	97.50
07/09/03	K. Ostrowski	Preparation of correspondence (2) to C. Matthews regarding recently filed motions.	0.40	195.00	78.00
07/09/03	K. Ostrowski	Review of correspondence from J. Skidmore regarding pleading summaries.	0.20	195.00	39.00
07/09/03	K. Ostrowski	Preparation of correspondence to J. Skidmore regarding pleading summaries.	0.20	195.00	39.00
07/09/03	M. Alexsy	Review recently filed motions(0.6); assist J. Skidmore and K. Ostrowski re information needed to summarize same (0.6).	1.20	110.00	132.00
07/10/03	I. Cohen	Review additional summaries of hearings for 7/17/03.	0.30	460.00	138.00
07/10/03	D. Fournier	Follow-up re filing of Joinders.	0.50	395.00	197.50

07/10/03	K. Ostrowski	Conference with J. Skidmore regarding pleading review.	0.20	195.00	39.00
07/15/03	R. Hertzberg	Review notice of continued matter related to Hayes Food.	0.20	410.00	82.00
07/16/03	I. Cohen	Review memo re J. Skidmore's review of incoming pleadings and emails and conference call with debtor re followup on hearings.	0.30	460.00	138.00
07/16/03	I. Cohen	Review memos from B. Kaufman.	0.30	460.00	138.00
07/16/03	J. Skidmore	Review docket and pleadings filed through 7/16/03.	0.30	175.00	52.50
07/21/03	R. Hertzberg	Revise motion summaries for committee.	0.60	410.00	246.00
07/21/03	J. Skidmore	Prepare compiled memorandum for Committee re summaries of 8/4/03 hearings.	0.40	175.00	70.00
07/21/03	J. Skidmore	Revise summaries.	1.20	175.00	210.00
07/22/03	R. Hertzberg	Review summary of status of motions.	0.20	410.00	82.00
07/24/03	I. Cohen	Review Daily Bankruptcy article re Fleming litigation against employees.	0.20	460.00	92.00
07/30/03	R. Hertzberg	Revise pleading summary on Moss motion.	0.20	410.00	82.00

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07/30/03	J. Skidmore	Review verified statement submitted by Cozen O'Connor pursuant to Rule 2019.	0.10	175.00	17.50
07/30/03	J. Skidmore	Review stipulation order between debtor and Kelley Foods extending hearing date.	0.10	175.00	17.50
07/30/03	J. Skidmore	Correspondence to L. Mandel re assigning pleading summaries for 8/19/03 hearings.	0.10	175.00	17.50
07/30/03	J. Skidmore	Correspondence to Committee re summary of motion re 8/13/03 hearings.	0.10	175.00	17.50
07/30/03	J. Skidmore	Correspondence to M. Hazy and J. Lewis re preparation of summaries.	0.10	175.00	17.50
Total B113 Pleadings Review/Memos			<hr/> 11.30		<hr/> 3,002.00

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TASK CODE: B121 Account Receivable Collection

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/11/03	I. Cohen	Telephone from S. Dove requesting follow up information on accounts receivable collection procedure.	0.20	460.00	92.00
Total B121 Account Receivable Collection			<hr/> 0.20		<hr/> 92.00

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TASK CODE: B130 Asset Sales/Disposition

<u>Date</u>	<u>Name</u>	<u>Services</u>	<u>Time</u>	<u>Rate</u>	<u>Fees</u>
07/01/03	I. Cohen	Review 6/27/03 draft of bidding procedures for wholesale distribution business.	0.50	460.00	230.00
07/01/03	I. Cohen	Review additional proposed revisions to press release re C&S and memo re same.	0.20	460.00	92.00
07/01/03	I. Cohen	Review with R. Hertzberg timetable for analysis of bidding procedure motion and sale documents and coordinating comments.	0.20	460.00	92.00
07/01/03	I. Cohen	Conference with Team reviewing timetable for analysis, comments and objections to bidding procedure and Asset Purchase Agreement.	0.30	460.00	138.00
07/01/03	I. Cohen	Review memos to and from D. Dunne, D. Kayes and R. Hertzberg re comments and timing to proposed revisions to Asset Purchase Agreement.	0.20	460.00	92.00

07/01/03	I. Cohen	Prepare and review memos to and from J. Skidmore and D. Dunne re schedule of analysis of and distribution of comments to Debtor and Committee re Asset Purchase Agreement.	0.20	460.00	92.00
07/01/03	I. Cohen	Review C & S Wholesale letter to Vendors, questions and answers re purchases and flow chart describing process.	0.30	460.00	138.00
07/01/03	D. Fournier	Telephone I.W. Cohen re sale of Wholesale business.	0.20	395.00	79.00
07/01/03	R. Hertzberg	Telephone call with D. Dunne re sale procedure motion.	0.20	410.00	82.00
07/01/03	R. Hertzberg	Conference with I.W. Cohen re approach to sale procedure.	0.20	410.00	82.00
07/01/03	R. Hertzberg	Conference with D. Kayes re sale procedure motion.	0.20	410.00	82.00
07/01/03	R. Hertzberg	Conference with I.W. Cohen, D. Kayes and J. Skidmore re sale procedure motion.	0.20	410.00	82.00
07/01/03	R. Hertzberg	Review e-mails from counsel on APA.	0.20	410.00	82.00
07/01/03	R. Hertzberg	Conference with D. Kayes and I.W. Cohen re position on the APA with C&S.	0.20	410.00	82.00
07/01/03	R. Hertzberg	Telephone call with L. Lattig re issues related to C&S sale.	0.20	410.00	82.00

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07/01/03	D. Kayes	Preparation of letter to D. Dunne re C&S purchase agreement comments.	0.20	435.00	87.00
07/01/03	D. Kayes	Telephone call from D. Dunne re same.	0.20	435.00	87.00
07/01/03	D. Kayes	Preparation of letter to D. Dunne re same.	0.10	435.00	43.50
07/01/03	D. Kayes	Telephone call from L. Mandel re same.	0.20	435.00	87.00
07/01/03	D. Kayes	Examine C&S purchase agreement.	6.50	435.00	2,827.50
07/01/03	J. Skidmore	Correspondence from C. Knotts re service of notices of sale of assets.	0.10	175.00	17.50
07/01/03	J. Skidmore	Review notice of sale re Ivie & Associates.	0.20	175.00	35.00
07/01/03	J. Skidmore	Review notice of sale re Grocery Outlet.	0.20	175.00	35.00
07/01/03	J. Skidmore	Correspondence with L. Mandel re summary of bidding procedures.	0.10	175.00	17.50
07/01/03	J. Skidmore	Conference with R. Hertzberg re summary of bidding procedures.	0.10	175.00	17.50
07/01/03	J. Skidmore	Conference with D. Kayes, R. Hertzberg and I.W. Cohen re C&S asset purchase agreement and motion re bidding procedures.	0.30	175.00	52.50
07/01/03	J. Skidmore	Conference with D. Kayes re summary of bidding procedures.	0.20	175.00	35.00

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07/01/03	J. Skidmore	Correspondence to P. Aronzon, D. Dunne, L. Mandel, D. Kayes, R. Hertzberg, I.W. Cohen re bidding procedures motion.	0.10	175.00	17.50
07/01/03	J. Skidmore	Correspondence from B. Kaufman re additional information to include in the notices of sale.	0.10	175.00	17.50
07/01/03	J. Skidmore	Correspondence to S. McFarland re additional information to include in the notices of sale.	0.10	175.00	17.50
07/01/03	J. Skidmore	Correspondence with B. Kaufman re notice re asset sales.	0.10	175.00	17.50
07/01/03	J. Skidmore	Telephone conference with J. Kane re preparation of supplemental disclosure re C&S.	0.20	175.00	35.00
07/02/03	I. Cohen	Review draft Order Authorizing and Scheduling Auction.	0.30	460.00	138.00
07/02/03	I. Cohen	Preparation of letter to Committee members with correspondence and CSWG/Fleming flow chart.	0.20	460.00	92.00
07/02/03	D. Fournier	Review order package from Debtors.	0.20	395.00	79.00
07/02/03	D. Kayes	Review C&S purchase agreement.	1.20	435.00	522.00

07/02/03	J. Skidmore	Correspondence with I.W. Cohen re objection re sale of DeMinimus assets.	0.10	175.00	17.50
07/03/03	I. Cohen	Review memos to and from B. Kaufman re follow up on request for competitive bidding on sale of De Minimis Assets.	0.20	460.00	92.00
07/03/03	I. Cohen	Review Objection of T. Leiter to sale of real estate and memo to B. Kaufman re same.	0.20	460.00	92.00
07/03/03	I. Cohen	Review Objection from Campustown LLC to sale of property and memo to B. Kaufman re same.	0.20	460.00	92.00
07/03/03	D. Fournier	Review Blackstone Confidential Offering Memo.	0.80	395.00	316.00
07/03/03	D. Kayes	Examine revised C&S agreement.	3.10	435.00	1,348.50
07/03/03	J. Cook	Review fax of Certificate of Service information circulated by Compass.	0.10	140.00	14.00
07/06/03	D. Kayes	Examine revised C&S agreement.	2.40	435.00	1,044.00
07/06/03	J. Skidmore	Review bidding procedures re Wholesale Distribution Centers.	0.40	175.00	70.00
07/07/03	I. Cohen	Telephone call from M. Pender re formula for payment of sale proceeds to secured creditor and update on sale process.	0.30	460.00	138.00

07/07/03	I. Cohen	Telephone from S. Dove inquiring re filing of Supply Agreement.	0.20	460.00	92.00
07/07/03	I. Cohen	Conference with R. Hertzberg re Team call on Asset Purchase Agreement and Supply Agreement.	0.20	460.00	92.00
07/07/03	I. Cohen	Telephone to B. Kaufman re analysis of Asset Purchase Agreement and Supply Agreement and status of distribution of proceeds of sale.	0.20	460.00	92.00
07/07/03	I. Cohen	Telephone from S. Dove requesting follow up on Supply Agreement.	0.20	460.00	92.00
07/07/03	I. Cohen	Review Limited Objection of Diversified Liquidators and assertion of Mechanics' Lien re same.	0.20	460.00	92.00
07/07/03	R. Hertzberg	Telephone call with D. Kayes and L. Mandel re status of motion on bidding procedures.	0.20	410.00	82.00
07/07/03	D. Kayes	Examine 7/3/03 draft of C&S agreement.	3.60	435.00	1,566.00
07/07/03	D. Kayes	Telephone call from B. Kaufman re bidding procedures.	0.20	435.00	87.00
07/07/03	D. Kayes	Examine 7/5/03 draft of C&S agreement.	2.20	435.00	957.00
07/07/03	J. Skidmore	Telephone conference with B. Kaufman re procedure for distribution of sale proceeds re sale of assets.	0.20	175.00	35.00

07/08/03	I. Cohen	Three telephone calls to and from D. Kayes re conference call with Debtor on motions; debate on analysis of bidding procedures and related issues.	0.40	460.00	184.00
07/08/03	I. Cohen	Telephone from S. Dove requesting information re bidding procedures motion.	0.20	460.00	92.00
07/08/03	I. Cohen	Review with D. Kayes status of Motion to Approve Bidding Procedures.	0.20	460.00	92.00
07/08/03	I. Cohen	Telephone to M. Pender re distribution of sale proceeds.	0.10	460.00	46.00
07/08/03	I. Cohen	Telephone to D. Kayes re soliciting comments from Compass on bidding procedure.	0.10	460.00	46.00
07/08/03	I. Cohen	Review Special Update to Food Industry re grocery wholesale operations and Coremark.	0.20	460.00	92.00
07/08/03	D. Kayes	Telephone call from I.W. Cohen re C & S Agreement and bid procedures motion.	0.20	435.00	87.00
07/08/03	D. Kayes	Examine final C&S agreement and bidding procedures motion.	6.20	435.00	2,697.00
07/08/03	D. Kayes	Telephone call from I.W. Cohen re same.	0.20	435.00	87.00

07/08/03	D. Kayes	Telephone call to I.W. Cohen re C & S Agreement and bid procedures motion.	0.20	435.00	87.00
07/08/03	D. Kayes	Telephone call to B. Kaufman re bidding procedure.	0.20	435.00	87.00
07/09/03	I. Cohen	Telephone to S. Schirmang reviewing Agenda items for Committee meeting and C & S discussions with potential sub-purchasers and upcoming hearing on bidding procedures.	0.40	460.00	184.00
07/09/03	I. Cohen	Telephone to D. Kayes re concerns re sales to sub-purchasers, strategic options re same and discussions with Creditors' Committee.	0.50	460.00	230.00
07/09/03	R. Hertzberg	Review bidding procedures motion on C&S.	0.50	410.00	205.00
07/09/03	R. Hertzberg	Meeting with L. Mandel, D. Dunne and J. Skidmore re review of bidding procedures on C&S.	3.00	410.00	1,230.00
07/09/03	D. Kayes	Examine correspondence from B. Kaufman re bidding procedures.	0.20	435.00	87.00
07/09/03	D. Kayes	Preparation of letter to B. Kaufman re bidding procedures.	0.20	435.00	87.00

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07/09/03	D. Kayes	Telephone call from I.W. Cohen re bidding procedures and sale issues.	0.20	435.00	87.00
07/09/03	D. Kayes	Preparation of memo re bidding procedures motion.	3.20	435.00	1,392.00
07/09/03	D. Kayes	Telephone call to H. Tepner re bidding procedures motion.	0.20	435.00	87.00
07/09/03	D. Kayes	Conference call with Committee professionals re bidding procedures motion.	1.40	435.00	609.00
07/09/03	J. Skidmore	Meeting with co-counsel and Compass re review of C&S asset purchase agreement and bidding procedures motion.	3.00	175.00	525.00
07/09/03	J. Skidmore	Review of memorandum re summary of bidding procedures motion and comments re same.	0.30	175.00	52.50
07/10/03	I. Cohen	Telephone to L. Lattig re retention program and Debtor's presentation on C & S sale.	0.30	460.00	138.00
07/10/03	I. Cohen	Strategy conference with D. Kayes and R. Hertzberg re bidding procedures and sale issues.	0.50	460.00	230.00
07/10/03	R. Hertzberg	Conference with I.W. Cohen and D. Kayes re bidding procedure and sale procedure.	0.50	410.00	205.00

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07/10/03	R. Hertzberg	Telephone call with J. Skidmore re objections to bidder procedures on motion.	0.20	410.00	82.00
07/10/03	D. Kayes	Telephone call to J. Burke and S. Schirmang re supply agreement.	0.20	435.00	87.00
07/10/03	D. Kayes	Review bidding procedures and possible issues re same.	0.50	435.00	217.50
07/10/03	D. Kayes	Telephone call from L. Mandel re objections to bidding procedures.	0.20	435.00	87.00
07/10/03	J. Skidmore	Correspondence from B. Kaufman re summary of objections to certain sale of assets notices and procedure for distribution to secured creditors.	0.20	175.00	35.00
07/10/03	J. Skidmore	Review of objection by Campustown to proposed sale of assets in Peoria, IL.	0.10	175.00	17.50
07/10/03	J. Skidmore	Review objection by Beacon Properties to proposed sale of assets in Peoria, IL.	0.10	175.00	17.50
07/10/03	J. Skidmore	Review notice of sale of DeMinimus assets and exhibits re Festival Foods.	0.20	175.00	35.00
07/10/03	J. Skidmore	Review certificate of no-objection re DeMinimus assets re International Trademarks to RBF Corporation.	0.10	175.00	17.50

07/10/03	J. Skidmore	Review certificate of no-objection re DeMinimus assets re Global.	0.10	175.00	17.50
07/10/03	J. Skidmore	Telephone conference with R. Hertzberg re review of bidding procedures motion.	0.20	175.00	35.00
07/11/03	I. Cohen	Telephone from S. Bromberg requesting schedule re assignment of executory contracts.	0.20	460.00	92.00
07/11/03	I. Cohen	Telephone from S. Dove reviewing bidding procedures and request for additional information break up fee.	0.20	460.00	92.00
07/11/03	I. Cohen	Telephone from T. Stenger re J. Burke's receipt of Supply Agreement.	0.20	460.00	92.00
07/11/03	D. Fournier	Pull data on termination fees for objection to bid procedures; telephone J. Skidmore re same (.9); email to J. Skidmore re same (.1).	1.00	395.00	395.00
07/11/03	R. Hertzberg	Telephone call with P. Aronzon re C&S and Coremark sale.	0.40	410.00	164.00
07/11/03	D. Kayes	Examine Transition Services Agreement.	0.30	435.00	130.50
07/11/03	D. Kayes	Examine Supply Agreement.	0.20	435.00	87.00
07/11/03	D. Kayes	Telephone call from S. Bromberg re assumption of Ben Tobin lease.	0.20	435.00	87.00

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07/11/03	D. Kayes	Telephone call to L. Mandel re bidding procedures.	0.20	435.00	87.00
07/11/03	D. Kayes	Telephone call from L. Mandel re bidding procedures.	0.20	435.00	87.00
07/11/03	D. Kayes	Preparation of memo re bidding procedures.	0.80	435.00	348.00
07/11/03	D. Kayes	Telephone call from S. Cho re same.	0.20	435.00	87.00
07/11/03	J. Skidmore	Correspondence from G. Tarr re creditor questions re C&S agreement.	0.10	175.00	17.50
07/11/03	J. Skidmore	Telephone conference with D. Fournier re request for case law re reasonableness of breakup fees re bidding procedures motion.	0.20	175.00	35.00
07/11/03	J. Skidmore	Telephone conference with B. Kaufman re notices of sale of assets.	0.20	175.00	35.00
07/12/03	M. Alexsy	Communication from and to J. Skidmore and assist in review of C & S sale motion.	0.50	110.00	55.00
07/13/03	R. Hertzberg	Conference call with D. Dunne and P. Aronzon re sale of Coremark and C&S.	0.50	410.00	205.00
07/13/03	J. Skidmore	Preparation of objection to bidding procedures motion.	1.10	175.00	192.50

07/13/03	J. Skidmore	Conference with R. Hertzberg re draft objection to bidding procedures motion.	0.20	175.00	35.00
07/14/03	R. Hertzberg	Conference D. Kayes re position on sale of assets and objections to bidding procedures.	0.20	410.00	82.00
07/14/03	R. Hertzberg	Telephone call with I.W. Cohen re problem with Coremark sale.	0.20	410.00	82.00
07/14/03	R. Hertzberg	Telephone call with T. Stenger re bidding procedures on C&S and sale of Coremark.	0.30	410.00	123.00
07/14/03	R. Hertzberg	Conference with J. Skidmore re questions on bid procedures objections.	0.20	410.00	82.00
07/14/03	D. Kayes	Examine revised bidding procedures and order re same.	0.30	435.00	130.50
07/14/03	D. Kayes	Examine debtors' response to Committee's issues re sales.	0.20	435.00	87.00
07/14/03	D. Kayes	Telephone call to L. Mandel re debtors' Response to Committee's issues re sale.	0.20	435.00	87.00
07/14/03	D. Kayes	Telephone call from H. Tepner re debtors' Response to Committee's issues re sale.	0.20	435.00	87.00

07/14/03	D. Kayes	Telephone call to I.W. Cohen re debtors' Response to Committee's issues re sale.	0.20	435.00	87.00
07/14/03	D. Kayes	Examine motion to approve sale and attached orders, etc.	3.30	435.00	1,435.50
07/14/03	D. Kayes	Revise objection to bidding procedures motion.	0.30	435.00	130.50
07/14/03	J. Skidmore	Conference with D. Kayes re bidding procedures objection and debtors response to Committee's comments.	0.20	175.00	35.00
07/14/03	J. Skidmore	Continue preparation of draft bidding procedures objection.	3.30	175.00	577.50
07/14/03	J. Skidmore	Conference with D. Kayes re bidding procedures objection.	0.20	175.00	35.00
07/14/03	J. Skidmore	Telephone conference with G. Tarr re creditor inquiry re C&S sale.	0.20	175.00	35.00
07/14/03	M. Alexsy	Assist J. Skidmore in obtaining document needed for preparation of objection to sale motion.	0.40	110.00	44.00
07/14/03	M. Alexsy	Telephone call from H. Cook re sale motion.	0.20	110.00	22.00
07/14/03	J. Cook	Review file re C&S sale motion per request of H. Jaffe and phone call with M. Alexsy re same.	0.30	140.00	42.00

07/15/03	I. Cohen	Review Motion to Establish Bidding Procedures and analysis of Committee Objections.	1.00	460.00	460.00
07/15/03	R. Hertzberg	Telephone call with I.W. Cohen re status on Coremark.	0.20	410.00	82.00
07/15/03	R. Hertzberg	Telephone call with L. Lattig re questions on Coremark review.	0.20	410.00	82.00
07/15/03	R. Hertzberg	Review letter from Liberation on C&S purchase.	0.20	410.00	82.00
07/15/03	R. Hertzberg	Telephone call with J. Skidmore re revisions to the bidding procedure.	0.20	410.00	82.00
07/15/03	R. Hertzberg	Review revised bidding procedures.	0.20	410.00	82.00
07/15/03	R. Hertzberg	Review revisions to objections to bidding procedure (.30); conference with D. Kayes and J. Skidmore re same (.20); and telephone call with P. Aronzon re same (.20).	0.70	410.00	287.00
07/15/03	R. Hertzberg	Conference call with R. Wynne, P. Aronzon, T. Stenger and F. Huffard re issues related to C&S sale and Coremark.	0.90	410.00	369.00
07/15/03	R. Hertzberg	Telephone call with P. Aronzon re issues related to Coremark.	0.30	410.00	123.00

07/15/03	R. Hertzberg	Conference call with H. Tepner, J. Silverman, L. Lattig, and P. Aronzon re issues related to Coremark.	0.60	410.00	246.00
07/15/03	R. Hertzberg	Telephone call with H. Tepner and B. Kaufman re tax issue on Coremark sale.	0.30	410.00	123.00
07/15/03	R. Hertzberg	Correspondence from H. Tepner re response to issues raised by Liberation.	0.20	410.00	82.00
07/15/03	D. Kayes	Revise objections to bidding procedures motion.	1.60	435.00	696.00
07/15/03	D. Kayes	Telephone call from H. Tepner re same.	0.20	435.00	87.00
07/15/03	D. Kayes	Examine schedules re C&S.	0.80	435.00	348.00
07/15/03	D. Kayes	Examine updated schedules.	0.20	435.00	87.00
07/15/03	D. Kayes	Examine proposed changes to bidding procedure order.	0.20	435.00	87.00
07/15/03	D. Kayes	Examine memo re Core-Mark.	0.20	435.00	87.00
07/15/03	J. Skidmore	Revisions to objection re bidding procedures.	1.20	175.00	210.00
07/15/03	J. Skidmore	Conference with R. Hertzberg re revisions to objection re bidding procedures.	0.20	175.00	35.00

07/15/03	J. Skidmore	Conference with D. Kayes re revisions to objection re bidding procedures.	0.30	175.00	52.50
07/15/03	J. Skidmore	Correspondence from J. McMahon re bidding procedures objection.	0.10	175.00	17.50
07/15/03	J. Skidmore	Correspondence with P. Aronzon re objection to bidding procedures.	0.20	175.00	35.00
07/15/03	J. Skidmore	Review correspondence from L. Mandel re objection to bidding procedures and revise objection to same.	0.80	175.00	140.00
07/15/03	J. Skidmore	Telephone conference with H. Tepner and B. Kaufman re Core-Mark, bidding procedures.	0.20	175.00	35.00
07/15/03	J. Skidmore	Telephone conference with B. Kaufman re notices of sale of assets and C&S sale.	0.20	175.00	35.00
07/15/03	J. Cook	Discussions with D. Fournier re filing of Objection to Bid Procedures Motion (.1); preparation of Certificate of Service and service materials of same (.2); filing and service of same (.3).	0.60	140.00	84.00
07/16/03	I. Cohen	Continued review of motion for approval of bidding procedure and related sale issues.	0.50	460.00	230.00

07/16/03	I. Cohen	Review committee objection to motion to approval bidding procedures.	0.20	460.00	92.00
07/16/03	I. Cohen	Telephone call from B. Kaufman reviewing suggested approach re bidding procedures, objections and status of Blackstone.	0.30	460.00	138.00
07/16/03	I. Cohen	Telephone call from B. Hertzberg re status on objections to bidding procedure and update on Blackstone.	0.30	460.00	138.00
07/16/03	I. Cohen	Review seven objections to bidding procedures.	1.00	460.00	460.00
07/16/03	I. Cohen	Conference call with K. Ziman re negotiations and bidding procedures.	0.40	460.00	184.00
07/16/03	D. Fournier	Participate in working group meeting on case and sale strategy.	0.60	395.00	237.00
07/16/03	R. Hertzberg	Correspondence from B. Kaufman re issues related to documents on Coremark.	0.20	410.00	82.00
07/16/03	R. Hertzberg	Telephone call with I.W. Cohen re status on C&S bidding procedures objection.	0.20	410.00	82.00
07/16/03	R. Hertzberg	Correspondence to debtor's professional re producing Coremark documents.	0.20	410.00	82.00

07/16/03	R. Hertzberg	Conference with J. Skidmore re review of information with Compass.	0.20	410.00	82.00
07/16/03	R. Hertzberg	Conference call with committee professional re C&S and Coremark.	0.70	410.00	287.00
07/16/03	D. Kayes	Telephone call from H. Tepner re C&S issues.	0.20	435.00	87.00
07/16/03	D. Kayes	Analysis of C&S issues and possible solutions.	0.50	435.00	217.50
07/16/03	D. Kayes	Telephone call from B. Kaufman re Asset Purchase Agreement issues.	0.20	435.00	87.00
07/16/03	D. Kayes	Work on comments to Asset Purchase Agreement.	1.80	435.00	783.00
07/17/03	I. Cohen	Telephone call from T. Dove requesting update on results of approval of Bidding Procedures	0.30	460.00	138.00
07/17/03	I. Cohen	Conference with B. Roof and T. Morrow reviewing results of court hearings re Bidding Procedures and Coremark issues.	1.00	460.00	460.00
07/17/03	R. Hertzberg	Review motion and order to sell assets to C&S.	0.70	410.00	287.00
07/17/03	D. Kayes	Telephone call from I.W. Cohen re bidding procedures.	0.20	435.00	87.00
07/17/03	D. Kayes	Telephone call from I.W. Cohen re bidding procedures settlement.	0.20	435.00	87.00

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07/17/03	D. Kayes	Examine revised schedules re C&S.	0.30	435.00	130.50
07/17/03	J. Skidmore	Correspondence from B. Kaufman re C & S acquisition and intersection with sale of occupied real estate.	0.20	175.00	35.00
07/18/03	I. Cohen	Review memos to and from L. Jones re tax order and exhibits to order approving bidding procedures.	0.20	460.00	92.00
07/18/03	I. Cohen	Review memos to and from A. DeNatale, B. Stern Fleming, R. Wynne re variations on interpretations of court ruling re contested hearings on adequate assurance.	0.30	460.00	138.00
07/18/03	I. Cohen	Review multiple drafts of order approving bidding procedures and attached notice and supplemental notice and telephone call to R. Wynne re same and claims procedure strategy.	1.30	460.00	598.00
07/18/03	I. Cohen	Telephone call from S. Friedman requesting verification of approval terms of bidding procedures and notice to creditors re same.	0.30	460.00	138.00

07/18/03	I. Cohen	Review memo from Kirkland re Debtor's response to Committee objections to bidding procedures.	0.20	460.00	92.00
07/18/03	D. Fournier	Review multiple emails re bid procedures order.	0.40	395.00	158.00
07/18/03	D. Kayes	Revise order re bidding procedures.	1.50	435.00	652.50
07/18/03	D. Kayes	Telephone call to G. Richards re same.	0.20	435.00	87.00
07/18/03	D. Kayes	Telephone call from G. Richards re changes to order.	0.20	435.00	87.00
07/18/03	D. Kayes	Examine revised order and notice.	0.40	435.00	174.00
07/18/03	D. Kayes	Preparation of comments to C&C Asset Purchase Agreement.	0.60	435.00	261.00
07/18/03	A. Garber	Telephone conference with creditor re bid procedures approved by Court.	0.30	245.00	73.50
07/19/03	I. Cohen	Review Company Press Release re bidding procedures.	0.20	460.00	92.00
07/19/03	I. Cohen	Telephone to H. Tepner re valuation information for Committee meeting.	0.20	460.00	92.00
07/19/03	D. Kayes	Examine signed billing procedures order.	0.20	435.00	87.00
07/19/03	D. Kayes	Analysis of cure issue.	0.30	435.00	130.50

07/19/03	D. Kayes	Preparation of documents re Asset Purchase Agreement.	0.30	435.00	130.50
07/19/03	D. Kayes	Telephone call to L. Mandel re same.	0.20	435.00	87.00
07/19/03	J. Skidmore	Review notice of sale of de minimis assets.	0.20	175.00	35.00
07/19/03	J. Skidmore	Correspondence to B. Kaufman re same.	0.10	175.00	17.50
07/19/03	J. Skidmore	Correspondence to L. Mandel re transition services agreement and C&S Motion.	0.20	175.00	35.00
07/21/03	I. Cohen	Review with C. Weidler analysis of consequential damage issue and follow up with Kirkland.	0.30	460.00	138.00
07/21/03	R. Hertzberg	Correspondence from B. Kaufman re information on real estate sale.	0.20	410.00	82.00
07/21/03	D. Kayes	Telephone call to L. Mandel re comments to Asset Purchase Agreement.	0.20	435.00	87.00
07/21/03	D. Kayes	Preparation of letter to G. Richards re same.	0.30	435.00	130.50
07/21/03	D. Kayes	Examine correspondence from G. Richards re same.	0.20	435.00	87.00
07/21/03	D. Kayes	Preparation of letter to G. Richards re same.	0.20	435.00	87.00
07/21/03	D. Kayes	Examine correspondence from G. Richards re same.	0.20	435.00	87.00

07/21/03	D. Kayes	Telephone call to G. Richards re same.	0.20	435.00	87.00
07/21/03	J. Skidmore	Correspondence from B. Kaufman re C&S APA.	0.10	175.00	17.50
07/21/03	J. Skidmore	Correspondence to B. Kaufman re C&S APA.	0.10	175.00	17.50
07/22/03	I. Cohen	Review messages from S. Schirmang re strategy for handling executory contract cures.	0.20	460.00	92.00
07/22/03	I. Cohen	Conference with C. Weidler re Tier amounts for executory contracts.	0.30	460.00	138.00
07/22/03	R. Hertzberg	Correspondence from B. Kaufman re status of Core-Mark information requested.	0.20	410.00	82.00
07/22/03	D. Kayes	Examine C&S letter amendment.	0.30	435.00	130.50
07/23/03	D. Kayes	Examine revised C&S letter amendment.	0.20	435.00	87.00
07/23/03	J. Skidmore	Correspondence from H. Bawden re revisions to C&S schedules.	0.10	175.00	17.50
07/23/03	J. Skidmore	Review notice of sale of residual assets.	0.20	175.00	35.00
07/23/03	J. Skidmore	Correspondence to B. Kaufman re notice of sale of residual assets.	0.10	175.00	17.50
07/24/03	I. Cohen	Review memo from B. Kaufman re Objections to Proposed Property Sale.	0.20	460.00	92.00

07/24/03	I. Cohen	Review memo from B. Kaufman re real estate included in C & S acquisition.	0.20	460.00	92.00
07/24/03	I. Cohen	Review with D. Kayes strategy re proposed objections to Asset Purchase Agreement.	0.30	460.00	138.00
07/24/03	D. Kayes	Examine transition services agreement.	1.20	435.00	522.00
07/24/03	D. Kayes	Telephone call to H. Tepner re C&S issues.	0.20	435.00	87.00
07/25/03	D. Kayes	Telephone call to L. Mandel re C&S issues.	0.20	435.00	87.00
07/25/03	D. Kayes	Conference call with Committee professionals re Core-Mark and C&S.	0.80	435.00	348.00
07/25/03	D. Kayes	Preparation of objections to sale motion.	0.80	435.00	348.00
07/25/03	J. Skidmore	Correspondence from B. Kaufman re sale of excess inventory.	0.10	175.00	17.50
07/25/03	J. Skidmore	Correspondence with L. Mandel re C&S objection.	0.10	175.00	17.50
07/26/03	J. Skidmore	Correspondence to co-counsel re objection to C&S APA	0.20	175.00	35.00
07/27/03	I. Cohen	Review memo from D. Kayes re C & S purchase of real estate.	0.20	460.00	92.00

07/27/03	I. Cohen	Review memo from J. Skidmore re C & S Objection deadline and memo to J. Skidmore re same.	0.20	460.00	92.00
07/28/03	I. Cohen	Telephone from S. Schirmang re Debtor's formula for goods on hand.	0.20	460.00	92.00
07/28/03	R. Hertzberg	Conference with J. Skidmore re C&S Investment sale issue.	0.20	410.00	82.00
07/28/03	R. Hertzberg	Correspondence from D. Dunne re status of proposed meeting with C&S.	0.20	410.00	82.00
07/28/03	R. Hertzberg	Conference with D. Kayes re reclamation and C&S sales.	0.20	410.00	82.00
07/28/03	R. Hertzberg	Telephone call with L. Mandel re position on C&S meeting and no extension from bank.	0.20	410.00	82.00
07/28/03	R. Hertzberg	Review third party joinder on C&S agreement.	0.20	410.00	82.00
07/28/03	R. Hertzberg	Correspondence from D. Dunne re position of C&S on sale (.20) and correspondence to D. Dunne re same (.20).	0.40	410.00	164.00
07/28/03	R. Hertzberg	Correspondence from L. Mandel re MDA's on C&S sale.	0.20	410.00	82.00
07/28/03	D. Kayes	Examine draft assignment to AWG.	0.30	435.00	130.50

07/28/03	D. Kayes	Examine objections of Quise and PlanView to sale motion.	0.40	435.00	174.00
07/28/03	D. Kayes	Telephone call from L. Mandel re C&S business issues.	0.20	435.00	87.00
07/28/03	J. Skidmore	Correspondence from D. Kayes re objection to C&S APA.	0.10	175.00	17.50
07/28/03	J. Skidmore	Telephone conference with B. Kaufman re sale of excess backend inventory.	0.20	175.00	35.00
07/28/03	J. Skidmore	Correspondence from B. Kaufman re update on sale of excess inventory.	0.10	175.00	17.50
07/29/03	I. Cohen	Review with J. Skidmore status of Debtor's response for 8/4/03 hearings and receipt of Objections to Debtor's Cure Notices.	0.20	460.00	92.00
07/29/03	I. Cohen	Conference with C. Weidler re status of response from Debtor and preparation of Committee's supporting response re cure amounts.	0.20	460.00	92.00
07/29/03	I. Cohen	Review memo from L. Mandel re discussion with C & S.	0.20	460.00	92.00
07/29/03	I. Cohen	Telephone from R. Wynne re status of goods received.	0.20	460.00	92.00

07/29/03	I. Cohen	Conference with R. Hertzberg re issues with C & S.	0.20	460.00	92.00
07/29/03	I. Cohen	Telephone to D. Fournier re C & S deadline for objections.	0.10	460.00	46.00
07/29/03	I. Cohen	Telephone from R. Wynne re status of C & S offer and negotiations re same and non-response from other parties.	0.30	460.00	138.00
07/29/03	I. Cohen	Conference with C. Weidler re status of analysis of consequential damage issue for cure process.	0.10	460.00	46.00
07/29/03	I. Cohen	Telephone from R. Wynne re issues discussed with C & S.	0.20	460.00	92.00
07/29/03	I. Cohen	Telephone to R. Hertzberg reviewing results of negotiations with C & S.	0.20	460.00	92.00
07/29/03	I. Cohen	Telephone from S. Schirmang re status report on C & S discussions.	0.30	460.00	138.00
07/29/03	R. Hertzberg	Correspondence from D. Dunne re proposed meeting with C&S.	0.20	410.00	82.00
07/29/03	R. Hertzberg	Telephone call with L. Mandel re meeting of team on C&S issue.	0.20	410.00	82.00
07/29/03	R. Hertzberg	Correspondence from R. Wynne re handling objections to C&S sale.	0.20	410.00	82.00

07/29/03	R. Hertzberg	Correspondence from L. Mandel re issues related to C&S sales.	0.20	410.00	82.00
07/29/03	R. Hertzberg	Review changes to AWG agreement.	0.20	410.00	82.00
07/29/03	R. Hertzberg	Telephone call with L. Mandel re position on C&S objection.	0.20	410.00	82.00
07/29/03	R. Hertzberg	Conference with I.W. Cohen re C&S sales issues and bank issues.	0.30	410.00	123.00
07/29/03	R. Hertzberg	Conference call with P. Aronzon, D. Dunne, H. Tepner and L. Mandel re C&S sale issue.	0.30	410.00	123.00
07/29/03	R. Hertzberg	Review Piggly Wiggly bid.	0.20	410.00	82.00
07/29/03	R. Hertzberg	Conference I.W. Cohen re C&S sales issue.	0.20	410.00	82.00
07/29/03	R. Hertzberg	Conference call with C&S re issues and objection on APA and motion to sell assets.	0.70	410.00	287.00
07/29/03	R. Hertzberg	Conference with J. Skidmore re de minimus asset sale issue on New Mexico license, lease rejection motion.	0.20	410.00	82.00
07/29/03	D. Kayes	Examine revised C&S amendment.	0.30	435.00	130.50
07/29/03	D. Kayes	Examine revised C&S amendment.	0.20	435.00	87.00

07/29/03	J. Skidmore	Conference with C. Weidler re notices of cure statements re lease assumption.	0.20	175.00	35.00
07/29/03	J. Skidmore	Review notice of sale of DeMinimus assets re NM liquor license.	0.20	175.00	35.00
07/29/03	J. Skidmore	Telephone conference with I.W. Cohen re cure claims.	0.20	175.00	35.00
07/29/03	C. Weidler	Correspondence to J. Richards re response to cure objections.	0.20	225.00	45.00
07/29/03	C. Weidler	Conference with I.W. Cohen re executory contract cure objections.	0.10	225.00	22.50
07/29/03	C. Weidler	Research debtors' obligation to compensate for consequential damages under 11 USC section 365(b)(1)(B).	1.20	225.00	270.00
07/30/03	I. Cohen	Reviewing Debtor's Brief for Authority to Sell to C & S and consequential damage issue.	1.00	460.00	460.00
07/30/03	R. Hertzberg	Correspondence to committee re cancellation of meeting and status on C&S.	0.20	410.00	82.00
07/30/03	R. Hertzberg	Correspondence to D. Dunne re status on C&S discussions.	0.20	410.00	82.00
07/30/03	R. Hertzberg	Correspondence from L. Mandel re counter proposal of C&S.	0.20	410.00	82.00

07/30/03	R. Hertzberg	Telephone call with L. Mandel re memo to committee on C&S agreement.	0.20	410.00	82.00
07/30/03	J. Skidmore	Correspondence to B. Kaufman re untimely filing re notice of sale of DeMinimus assets.	0.10	175.00	17.50
07/30/03	J. Skidmore	Review notice of sale re C&S and notice of filing under seal potential bidders.	0.20	175.00	35.00
07/30/03	J. Skidmore	Telephone conference with L. Mandel re review of motions re 8/19/03 and status update re C&S APA.	0.30	175.00	52.50
07/31/03	I. Cohen	Conference call with J. Richards and C. Weidler re hearing on Objections to Sale and cure issues.	0.40	460.00	184.00
07/31/03	D. Fournier	Telephone I.W. Cohen re pending sale issues (.1); teleconference with Committee professionals re same (.7).	0.80	395.00	316.00
07/31/03	R. Hertzberg	Correspondence from L. Mandel re proposed changes to APA with C&S.	0.20	410.00	82.00
07/31/03	R. Hertzberg	Correspondence from J. Burke re position on C&S issues.	0.20	410.00	82.00
07/31/03	R. Hertzberg	Revise joinder in debtors' response to FSA objection.	0.20	410.00	82.00

07/31/03	A. Garber	Office conference with J.H. Cook re joinder to omnibus response to sale motion (.4); preparation of and file and serve same (.5)	0.90	245.00	220.50
07/31/03	J. Skidmore	Conference with C. Weidler and revise Committee Joinder to reply brief of debtors re C&S motion.	0.20	175.00	35.00
07/31/03	J. Skidmore	Correspondence to S. Cho re matrix re Cure claims and meeting tomorrow.	0.10	175.00	17.50
07/31/03	J. Skidmore	Conference with I.W. Cohen re review objections to C&S sale.	0.20	175.00	35.00
07/31/03	J. Skidmore	Review various objections to sale motion and prepare materials for sale motion hearing.	3.00	175.00	525.00
07/31/03	J. Skidmore	Telephone conference with S. McFarland re objections to C&S motion.	0.20	175.00	35.00
07/31/03	J. Skidmore	Correspondence with I. Kharasch re objections to C&S motion.	0.10	175.00	17.50
07/31/03	J. Skidmore	Review and revise joinder reply brief re C&S sale motion.	0.20	175.00	35.00
07/31/03	J. Skidmore	Conference with R. Hertzberg re C&S sale motion.	0.20	175.00	35.00

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07/31/03	J. Skidmore	Correspondence with J.H. Cook re filing and service of Joinder Reply Brief.	0.10	175.00	17.50
07/31/03	C. Weidler	Conference with I.W. Cohen re committee's support of debtors sale motion (.20); prepare joinder memorandum (.30).	0.50	225.00	112.50
07/31/03	J. Cook	E-mails and phone call with J. Skidmore and M. E. Alexsy re Objections to Sale Motion and preparation for hearing (0.2); review docket re schedules for sale objections (0.2); phone call with J. Skidmore re potential Joinder in Debtors Reply Brief (0.1).	0.50	140.00	70.00
07/31/03	J. Cook	Phone call with J. Skidmore re Joinder in Sale Objection Reply Brief (0.2); preparation re filing and service of sale reply brief joinder (0.5).	0.70	140.00	98.00
Total B130 Asset Sales/Disposition			<hr/>	<hr/>	<hr/>
			132.2		49,657.00
			0		

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>
07/03/03	R. Hertzberg	Correspondence from L. Mandel re summarizing the stay motion and correspondence to L. Mandel re same.	0.40	410.00	164.00
07/07/03	R. Hertzberg	Review Albertson's motion to lift stay.	0.40	410.00	164.00
07/07/03	R. Hertzberg	Review debtor's response to Albertson's motion to lift stay.	0.50	410.00	205.00
07/10/03	J. Skidmore	Review correspondence from S. Cho re status update re pending setoff motions re Gorton & Rich Products.	0.20	175.00	35.00
07/11/03	J. Skidmore	Correspondence from A. Miller re Rich Products setoff motion	0.10	175.00	17.50
07/11/03	J. Skidmore	Correspondence to A. Miller re Rich Products setoff motion.	0.10	175.00	17.50
07/11/03	J. Skidmore	Telephone conference re Josh Lewis re Citicapital motions.	0.20	175.00	35.00
07/11/03	J. Skidmore	Conference with R. Hertzberg re Citicapital, Citicorp stay relief motions.	0.20	175.00	35.00

07/11/03	J. Skidmore	Correspondence to J. Lewis re Citicapital, Citicorp stay relief motions.	0.10	175.00	17.50
07/11/03	J. Skidmore	Correspondence to I.W. Cohen re Citicorp, Citicapital stay relief motions.	0.10	175.00	17.50
07/14/03	R. Hertzberg	Conference with J. Skidmore re questions on Citibank motion to lift stay.	0.30	410.00	123.00
07/14/03	J. Skidmore	Correspondence from S. Cho re K3RD and 5 Rivers motions re extending hearing date.	0.10	175.00	17.50
07/14/03	J. Skidmore	Correspondence to S. Cho re Citicorp stay relief motions.	0.10	175.00	17.50
07/14/03	J. Skidmore	Correspondence with L. Mandel re Citibank, Citicorp motions.	0.10	175.00	17.50
07/14/03	J. Skidmore	Correspondence from J. Stang re debtors' position on Citicapital motions.	0.20	175.00	35.00
07/14/03	J. Skidmore	Correspondence to J. Stang re Citicorp stay relief motions.	0.10	175.00	17.50
07/14/03	J. Skidmore	Telephone conference with S. Cho re Citicorp stay relief motions.	0.20	175.00	35.00
07/14/03	J. Skidmore	Conference with R. Hertzberg re Citicorp stay relief motions.	0.30	175.00	52.50

07/14/03	J. Skidmore	Telephone conference with J. Stang re Citicapital Fleet stay relief motion.	0.20	175.00	35.00
07/14/03	J. Skidmore	Correspondence to R. Hertzberg re Citicapital Fleet stay relief motion.	0.10	175.00	17.50
07/14/03	J. Skidmore	Correspondence to C. Mathews re Avalon waiver.	0.10	175.00	17.50
07/15/03	J. Skidmore	Correspondence from J. Stang re Citicapital Fleet motion and reconciliation.	0.10	175.00	17.50
07/15/03	J. Skidmore	Correspondence from J. Stang re status update of Citicapital stay relief motions.	0.10	175.00	17.50
07/17/03	J. Skidmore	Review documentation from A. Miller re support for Rich Products Stay Relief Motion.	3.00	175.00	525.00
07/17/03	J. Skidmore	Correspondence to S. McFarland re same.	0.10	175.00	17.50
07/18/03	J. Skidmore	Review notice of redacted motion re Albertsons.	0.20	175.00	35.00
07/20/03	J. Skidmore	Review and summarize motion of merchants and Planters Bank and Bank of Bolivar for stay relief.	0.50	175.00	87.50
07/20/03	J. Skidmore	Review and summarize joint motion of debtors and Tucker Abstract for Stay Relief re Arkansas Appeal.	0.40	175.00	70.00

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07/20/03	J. Skidmore	Review and summarize Pictsweet motion for stay relief re military distribution agreement.	0.50	175.00	87.50
07/22/03	J. Skidmore	Correspondence to J. Lewis re Kraft motion for stay relief.	0.10	175.00	17.50
07/22/03	J. Skidmore	Review Kraft motion for stay relief.	0.20	175.00	35.00
07/26/03	J. Skidmore	Correspondence from W. Disse re Reliant's position re administrative claim and stay relief and debtors' response.	0.20	175.00	35.00
07/29/03	J. Skidmore	Correspondence to S. McFarland re Pictsweet.	0.10	175.00	17.50
07/29/03	J. Skidmore	Correspondence from S. Cho re Fox stay relief.	0.10	175.00	17.50
07/30/03	A. Garber	Teleconference with J. Skidmore re debtor's objection to motion for relief from stay and to compel assumption or rejection for Pictsweet and committee joinder to objection and file and serve same.	0.60	245.00	147.00
07/30/03	A. Garber	Preparation of joinder to object to Excel Stay relief to sell bonds (.2); office conference with JH Cook and teleconference with co-counsel re same (.2).	0.40	245.00	98.00

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07/30/03	J. Skidmore	Correspondence to S. Cho re Merchant's/Planter's Bank and Bank of Bolivar stay relief.	0.20	175.00	35.00
07/30/03	J. Skidmore	Telephone conference with A. Garber re Committee Joinder to debtors' objection re Pictsweet.	0.20	175.00	35.00
07/30/03	J. Skidmore	Review debtors' objection re Pictsweet.	0.30	175.00	52.50
07/30/03	J. Skidmore	Prepare Committee objection re Pictsweet.	0.30	175.00	52.50
07/30/03	J. Skidmore	Correspondence to S. Cho and S. McFarland re Pictsweet.	0.10	175.00	17.50
07/30/03	E. Bonnett	Assist J. Cook in preparation and filing of various joinder motions.	0.60	100.00	60.00
07/30/03	J. Cook	Phone call with J. Lewis re filing of Joinders to Objections to Dial, XL, CHEP and Kraft Motions; email to D. Fournier and A. Garber re same.	0.20	140.00	28.00
07/30/03	J. Cook	Preparation of Certificates of Service re Joinders to Objections to Dial, XL, CHEP and Kraft Motions and preparation of Service re same.	1.00	140.00	140.00

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07/30/03	J. Cook	Preparation re filing and service of Kraft, CHEP and Pictsweet Motion Objection Joinders (1.0); phone call with J. Skidmore re Pictsweet Motion Objection Joinder and discussions with A. Garber re same (.3); review docket re XL Objection (.3); phone calls and discussions with A. Garber and J. Lewis re filing XL Motion Objection Joinder (.6).	2.20	140.00	308.00
07/31/03	M. Alexsy	Communication from and to J. Dupan re Kraft's motion for relief from automatic stay.	0.30	110.00	33.00
07/31/03	M. Alexsy	Located Debtors' opposition to Kraft's motion and forwarded same to J. Dupan.	0.30	110.00	33.00
07/31/03	J. Cook	Preparation of XL Stay Motion Joinder for filing and service.	0.70	140.00	98.00
07/31/03	J. Cook	Preparation re filing and service of Joinder to Reliant Stay Motion Objection.	0.50	140.00	70.00
Total B140 Relief from Stay/Adequate Protection Proceedings			17.60		3,281.00