EXHIBIT A

SUMMARY TABLE OF SERVICES RENDERED DURING MILBANK, TWEED, HADLEY & McCLOY LLP'S SIXTH MONTHLY COMPENSATION PERIOD (SEPTEMBER 1, 2003 TO SEPTEMBER 30, 2003)

ACTIVITY	HOURS	FEES
Asset Sales	.80	326.00
Automatic Stay	21.60	7,367.50
Claims Analysis and Estimation	36.70	17,412.00
Committee Administration	20.60	8,876.50
Committee Meetings	27.00	13,931.00
Court Hearings	28.90	12,286.50
DIP Meetings	2.70	1,876.50
DIP and Exit Financing	6.90	3,548.00
Exclusivity Issues	.90	625.50
Executory Contracts	.30	126.00
Fee Application - Other	3.40	1,451.50
File, Docket & Calendar Maintenance	118.40	19,578.50
General Communications with Creditors	9.70	4,974.00
Preparation of Milbank Fee Applications	9.20	3,525.50
Reclamation Issues	.50	162.50
Reorganization Plan	73.90	50,429.50
Tax Issues	1.20	588.00
Travel time	3.80	931.00
Voidable Transfers and Other Potential claims	25.30	13,167.50
Constructive Trust Adversary Proceeding	13.70	6,160.50
TOTAL	**405.50**	**$167,344.00**

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/ASSET SALES

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9222663	9/8/2003	Conference with B. Pike re cancellation of L/Cs in connection with with C&S sale.	0.40	Mandel, Lena
9243700	9/17/2003	Correspond with K&E re locating executed copies of amendments to C&S APA (.3); Email Pepper re same (.1)	0.40	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/AUTOMATIC STAY ENFORCEMENT & LITIGATION

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9233301	9/2/2003	Correspond with L.Thomas re Price Chopper lift-stay motion (.3); Review Debtors' objection to same (.5); Draft Cte's joinder in Debtors' objection to same (.6); Email joinder to Pepper-DE for filing (.1); Review stipulation re Signature Brands lift-stay motion (.6)	2.10	Lewis, Joshua C.
9233302	9/3/2003	Review K3RD and 5 Rivers stipulations re lift-stay (.3);	0.30	Lewis, Joshua C.
9233303	9/4/2003	Review K3RD and 5 Rivers stipulations (1.1); Summarize same in email to L.Mandel (.4)	1.50	Lewis, Joshua C.
9218153	9/5/2003	Teleconferences with S. McFarland & J. Hunter re CHEP.	0.30	Mandel, Lena
9222667	9/5/2003	Teleconferences with S. Michel re revising stipulations for Five River & K3RD. (.4); conference with J. Lewis re same (.2).	0.60	Mandel, Lena
9255380	9/8/2003	Review and draft summaries for certain lift-stay motions (including Scozio's and Omnibus Retailers) (3.2); Revise same per L.Mandel edits (.2)	3.40	Lewis, Joshua C.
9300592	9/10/2003	T/c KPMG re motion to waive requirement to post bond (.2).	0.20	Hazy, Michael
9233304	9/11/2003	Draft joinder objection re BancorpSouth (.3); t/c Pepper Hamilton re same (.5); t/c S. McFarland re same (.1).	0.90	Hazy, Michael
9255381	9/11/2003	Various emails with D.Cappazolo re Scozio's lift-stay motion (.4)	0.40	Lewis, Joshua C.
9243701	9/15/2003	Review certain lift-stay motions (including Transport Int'l and Scozio) (.9); Correspond with D.Cappazolo and H.Rajoo re same (.3); Email counsel to Scozio re objection deadline extension for cte (.1); Review proposed stipulation re Scozio's motion (.5); Review Hegenbarth lift-stay motion (.6); Summarize same in email to cte (.9); Review proposed stip from D. Cappazolo re same (.3)	3.60	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/AUTOMATIC STAY ENFORCEMENT & LITIGATION

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9243702	9/17/2003	Draft joinder in Debtors' objection to Hegenbarth lift-stay motion (1.0); Email same to Pepper-DE for filing (.1)	1.10	Lewis, Joshua C.
9243708	9/17/2003	Review RMS stipulation.	0.30	Hazy, Michael
9255382	9/22/2003	Review and summarize certain lift-stay motions (Standard Fruit, Del Monte) for distribution to cte (4.2)	4.20	Lewis, Joshua C.
9255383	9/24/2003	Various conferences with K&E and Pachulski attys re status of lift-stay motions (Scozio's, Culpepper, etc); Review Scozio's stipulation (1.0)	1.00	Lewis, Joshua C.
9255384	9/25/2003	Draft joinder to Debtors' opposition to Scozio's lift-stay (.8); Arrange for filing of same (.1)	0.90	Lewis, Joshua C.
9255385	9/26/2003	Review the revised Scozio's stipulation (.4)	0.40	Lewis, Joshua C.
9255386	9/29/2003	Review and markup stipulation re lifting of the stay (.2); conference with M. Hazy re same (.2).	0.40	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CLAIMS ANALYSIS AND ESTIMATION

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9218154	9/5/2003	Teleconferences with W. Disse (Kirkland & Ellis) & M. Hazy re certain administrative expense application.	0.50	Mandel, Lena
9224093	9/9/2003	Teleconferences with M. Hazy, W. Disse, D. Dunne, I. Kharasch, B. Roof, D. Fournier and J. Skidmore re motion for allowance of an administrative claim (1.2); teleconference with U.S. Trustee re same (.3); review UST's objection to same (.3).	1.80	Mandel, Lena
9224883	9/10/2003	Teleconferences with W. Disse, J. Skidmore and U.S. Trustee re: admin. claims request (.4); correspond with team re same (.2); conference with S. Blauner re same (.2).	0.80	Mandel, Lena
9226012	9/11/2003	Teleconference with J. Skidmore re objection to an administration claim (.4); Teleconference with J. McMahon re same (.2).	0.60	Mandel, Lena
9243705	9/17/2003	Conference with W.Disse re status of Reliant admin claim (.2)	0.20	Lewis, Joshua C.
9239460	9/21/2003	Review case law and memos re certain pre-petition claim.	1.50	Dunne, Dennis F.
9243706	9/22/2003	Conference with J. Skidmore re committee's objection to Morgan Stanley's claim (.2); review administration claim request by Mitchell Arc. Shopping Center and correspond with J. Skidmore re same (.2).	0.40	Mandel, Lena
9245381	9/22/2003	Legal research (6.8).	6.80	Roest, Peter R.
9255389	9/22/2003	Various emails and t/cs with BMC Corp re certain claims filed (.6); Search claims register for same (1.0)	1.60	Lewis, Joshua C.
9245382	9/23/2003	Continue legal research (7.1).	7.10	Roest, Peter R.
9245383	9/23/2003	Conferences with J. Hanson re certain pre-petition claim analysis.	0.40	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CLAIMS ANALYSIS AND ESTIMATION

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9246834	9/24/2003	Review and markup objection to an administrative claim (1.2); review certain proofs of claim & conf. w/ J. Lewis re: same (0.4); review settlement of certain Fleming's claims (0.5).	2.10	Mandel, Lena
9255390	9/24/2003	Review certain pre-petition claims and prepare summary of same (1.4)	1.40	Lewis, Joshua C.
9248314	9/25/2003	Final review and markup of objection to administrative claim (.4); correspond with P. Roest re memo re claims. (.3).	0.70	Mandel, Lena
9255379	9/25/2003	Draft objection to Kinsley motion to compel (3.2).	3.20	Lewis, Joshua C.
9250194	9/26/2003	Confs w/ P. Roest & L. Mandel re memo on certain claim defenses (0.4).	0.40	Dunne, Dennis F.
9255391	9/26/2003	Review certain information re transactions involved for memo to cte re certain pre-petition claims (.7); Email same to P.Roest (.1)	0.80	Lewis, Joshua C.
9255392	9/26/2003	Conferences with P. Roest and D. Dunne re analysis of certain claims (.4).	0.40	Mandel, Lena
9256695	9/26/2003	Various conferences with W. Disse re status of Kinsley motion to compel (.3)	0.30	Lewis, Joshua C.
9255388	9/29/2003	Review and revise memo re defenses to certain claims (1.2).	1.20	Dunne, Dennis F.
9300594	9/29/2003	Review BancorpSouth and Global Interface stipulations (.6); t/c W. Disse (Pachulski) re comments to Global Interface stipulation (.2).	0.80	Hazy, Michael
9256696	9/30/2003	Conference with M. Hazy re Global Interface request for administrative claim (.2); review and markup memo re certain claims (1.0); review debtor's objection to administrative claims of terminated employees (.3)	1.50	Mandel, Lena
9276665	9/30/2003	Draft cover email to cte re memo on certain claims analysis	0.80	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CLAIMS ANALYSIS AND ESTIMATION

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9287417	9/30/2003	T/c W. Disse (Pachulski) re Global Interface stipulation (.2); review revised stipulation (.3)	0.50	Hazy, Michael
9301844	9/30/2003	Review memo re certain claim defenses (0.9).	0.90	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9213665	9/2/2003	Conf w/ D. Dunne & P. Aronzon re case status (.4); review updated task list (.4); conf w/ J. Lewis & M. Hazy re same (.5); conf w/ D. Talerico re task allocation (.3).	1.60	Mandel, Lena
9216075	9/3/2003	Review Pepper's letter to T. Stenger (.2); review correspondence (.4).	0.60	Mandel, Lena
9216076	9/4/2003	Correspond w/J. Lewis & M. Hazy re task allocation.	0.40	Mandel, Lena
9218155	9/5/2003	Conference with J. Lewis re pleading summaries (.3); correspond w/ Pepper re updates to the task list (.4); review correspondence (.4); review and markup revised task list (.3); correspond w/ M. Alexsy re same (.3).	1.70	Mandel, Lena
9233314	9/7/2003	Review newly filed pleadings for summary in next cte memo	0.50	Lewis, Joshua C.
9222664	9/8/2003	Review & revise updated task list (.4); correspond with Pepper re same (.3); review correspondence (.4).	1.10	Mandel, Lena
9224094	9/9/2003	Conference with D. Dunne re status (.4); arrange coverage for section 341 meeting continuation (.2); attention to agenda for Thursday meeting (.2).	0.80	Mandel, Lena
9233311	9/10/2003	Review pending motions for committee call on 9/11 (4.0); t/c debtors counsel re status of same (.2); t/c S. McFarland re same (.2); t/c W. Disse re same (.2); t/c J. Skidmore re same (.3).	4.90	Hazy, Michael
9255393	9/10/2003	Draft and arrange for filing pro hac vice motions for M Hazy and J. Lewis	1.00	Lewis, Joshua C.
9226013	9/11/2003	Review updated pleadings list (.4); teleconference with J. Skidmore re same (.3); conference with M. Hazy and J. Lewis re same (.3).	1.00	Mandel, Lena
9233307	9/12/2003	Attention to task allocation among M. Hazy and J. Lewis (.5).	0.50	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE ADMINISTRATION

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9243703	9/15/2003	Online SEC research re Flemings subordinated indenture issues (1.6); Review same for certain provisions (1.2); Email results of research and review to D.Dunne (.2)	3.00	Lewis, Joshua C.
9243710	9/15/2003	Correspond with Pepper re status of 9/18 committee meeting (.1); memo re same (.1)	0.20	Lewis, Joshua C.
9243711	9/16/2003	Various emails with M. Alexsy and M.Vito re up coming committee meetings.	0.40	Lewis, Joshua C.
9243707	9/22/2003	Review correspondence (.6); conferences with J. Lewis and D. Dunne re status of various matters (.4); review revised pleadings list (.4); conference with J. Skidmore re same (.1).	1.50	Mandel, Lena
9243716	9/22/2003	Review memo re Section 341 meeting.	0.30	Mandel, Lena
9246835	9/24/2003	Attention to pleadings list (0.3); correspond w/ co-counsel re: same (0.2).	0.50	Mandel, Lena
9255398	9/24/2003	T/c with M. Vito (PBGC) re up coming committe meeting.	0.20	Lewis, Joshua C.
9248315	9/25/2003	Review correspondence.	0.40	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COMMITTEE MEETINGS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9300589	9/3/2003	Draft minutes from 8/15 committee meeting (1.0).	1.00	Mandel, Lena
9216077	9/4/2003	Participate in Telephonic Committee meeting (2.).	2.00	Mandel, Lena
9233309	9/4/2003	Conf. call w/L. Mandel, J. Lewis and creditors committee re status of outstanding motions (2.5).	2.50	Hazy, Michael
9224884	9/10/2003	Correspond re agenda for tomorrow's committee call.	0.40	Mandel, Lena
9226014	9/11/2003	Committee meeting conference call (2.3).	2.30	Mandel, Lena
9226020	9/11/2003	Prepare for and attend committee meeting (2.80).	2.80	Dunne, Dennis F.
9228337	9/11/2003	Prepare for and attend OCC meeting	1.00	Aronzon, Paul S.
9233312	9/11/2003	Conf. call w/L. Mandel, J. Lewis and creditors committee meeting re case status and report from debtors (2.0).	2.00	Hazy, Michael
9255397	9/11/2003	Prepare for and attend committee meeting (2.2)	2.20	Lewis, Joshua C.
9236920	9/18/2003	Prepare for and attend committee meeting (1.7); Confs w/ B. Spector and P. Aronzon thereafter (0.6).	2.30	Dunne, Dennis F.
9243709	9/18/2003	Review pending motions to prepare for committee call (.8); committee meeting conf. call w/D. Dunne, J. Lewis, Pepper and committee members re hearing (1.4)	2.20	Hazy, Michael
9243712	9/18/2003	Prepare for (.2) and attend cte meeting (1.5)	1.70	Lewis, Joshua C.
9248316	9/23/2003	Prepare for and attend meeting of committee re CoreMark liquidity issues.	0.50	Dunne, Dennis F.
9248317	9/25/2003	Prepare for and attend meeting of committee (0.8); Review issues raised at same (1.3).	2.10	Dunne, Dennis F.
9248318	9/25/2003	Prepare for and attend committee call re status (2.0)	2.00	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COURT HEARINGS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9213667	9/2/2003	Review 9/4 hearing agenda (.5); conf. w/ co-counsel & debtor re same (.5).	1.00	Mandel, Lena
9233308	9/2/2003	Review outstanding motions for 9/4 hearing (.8); meet w/L. Mandel and J. Lewis re same (.3); conf. call w/L. Mandel, J. Lewis and debtors' advisors re same (.6).	1.70	Hazy, Michael
9233313	9/2/2003	Review list of matters scheduled for hearing on 9/4 omnibus hearing (.4); Conference with S.MacFarland, L.Mandel and M.Hazy re matters for hearing on 9/4 (1.4)	1.80	Lewis, Joshua C.
9216078	9/3/2003	Prepare for tomorrow's hearing	0.60	Mandel, Lena
9216079	9/4/2003	Prepare for and attend court hearing.	3.30	Mandel, Lena
9300591	9/5/2003	Correspond w/ team re preparing summaries for 9/18 hearing (.3).	0.30	Mandel, Lena
9222666	9/8/2003	Conferences with J. Lewis re summarizing pleadings (.3); review & markup same (.4); review & markup M. Hazy's summaries (.4); conference with same re same (.3).	1.40	Mandel, Lena
9233310	9/8/2003	Review pending motions re 9/18 hearing (3.3); summarize same for committee review (1.7); t/c W. Disse re same (.2).	5.20	Hazy, Michael
9224096	9/9/2003	Conference with J. Lewis re next omnibus hearing (.3).	0.30	Mandel, Lena
9301845	9/9/2003	Conf. w/ L. Mandel re 9/18 hearing.	0.50	Lewis, Joshua C.
9226015	9/11/2003	Conference with J. Lewis re next omnibus hearing (.5); review joinder in debtors objection (.1); Teleconference with M. Hazy re same (.1); correspond with S. McFarland re status for 9/18 hearing (.3).	1.00	Mandel, Lena
9243713	9/16/2003	Review agenda for 9/18 hearing (1.1); Draft list of Milbank matters for D. Dunne (.6)	1.70	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/COURT HEARINGS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9243714	9/17/2003	Conference with M.Hazy re status of certain motions scheduled for hearing on 9/18 (.3); Prepared hearing binder for 9/18 hearing (2.3); Conference with J.Skidmore re status of motions for 9/18 hearing (.2)	2.80	Lewis, Joshua C.
9243715	9/22/2003	Review and markup pleadings summaries prepared by J. Lewis and M. Hazy (.4); conferences with same re same (.2).	0.60	Mandel, Lena
9245384	9/23/2003	Review all new pleadings scheduled for 10/2 hearing (.4).	0.40	Mandel, Lena
9255394	9/24/2003	Review debtors' motion to waive 345 bond requirements (.3), Global Interface Solutions motion (.4) and Santa Fe motion (.2). Draft correspondence to S. Cho (K&E) re same (.2)	1.10	Hazy, Michael
9248319	9/25/2003	Conferences with J. Lewis and M. Hazy re responses to filed pleadings (.5); review and markup same (.4).	0.90	Mandel, Lena
9255395	9/25/2003	Draft email to J. Stang (Pachulski) re Santa Fe objection (.1); review Santa Fe objection (.2); draft joinder objection to same (.2).	0.50	Hazy, Michael
9300593	9/25/2003	T/c W. Disse and S. McFarland (Pachulski) re status of pending motions re upcoming hearing (.2).	0.20	Hazy, Michael
9255396	9/29/2003	Conf. call w/committee re pending motions (.1) (partial attendance); follow up meeting w/L. Mandel and J. Lewis re same (.3).	0.40	Hazy, Michael
9255399	9/29/2003	Conference call with debtor and co-counsel re matters scheduled for the 10/2 hearing (1.0); conferences with Mike Hazy and J. Lewis re same (.5).	1.50	Mandel, Lena
9276670	9/29/2003	Follow-up with S.Cho, S.MacFarland, W.Disse, H.Rajoo on status of various motions scheduled for 10-2-03 hearing	0.70	Lewis, Joshua C.
9256697	9/30/2003	Review agenda for next omnibus hearing (.4); correspond w/co-counsel re same (.2); prepare for same (.4).	1.00	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/DEBTOR-IN-POSSESION MEETINGS & COMMUNICA

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9239461	9/21/2003	Prepare for and attend call with R. Wynne, T. Stenger, F. Huffard, P. Aronzon, B. Cohen re case issues and timetable.	1.40	Dunne, Dennis F.
9248321	9/25/2003	Prepare for and attend meeting w/ debtors professionals and committee re: plan issues (1.30).	1.30	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/DIP AND EXIT FINANCING

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9243717	9/22/2003	Conferences with D. Dunne and D. Kayes re banks' position re Coremark.	0.30	Mandel, Lena
9245385	9/23/2003	Emergency conference call with committee and debtors re banks' position on funding (2.0).	2.00	Mandel, Lena
9248320	9/23/2003	Prepare for and attend meeting with Debtors re bank issues.	0.90	Dunne, Dennis F.
9248322	9/23/2003	Review cash collateral and related issues.	1.30	Dunne, Dennis F.
9248326	9/23/2003	Review Order (FINAL) Authorizing (I) Post-Petition Financing; (II) Use of Cash Collateral; (III) Grant Adequate Protection and; (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Signed in Court 5/6/2003.	0.80	Bulow, Alessandra
9246839	9/24/2003	Review Final DIP Order & DIP Agreement to ascertain reserve requirements.	0.70	Mandel, Lena
9248323	9/25/2003	Conference with co-counsel and debtors' professionals re banks' paydown issues.	0.50	Mandel, Lena
9250195	9/26/2003	Review memos from financial advisors re exit financing options.	0.40	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/EXCLUSIVITY ISSUES

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9248324	9/25/2003	Review co-exclusivity precedent and legal issues re same.	0.90	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/EXECUTORY CONTRACTS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9300590	9/4/2003	T/c debtors counsel re pending motions to compel rejection (.3).	0.30	Hazy, Michael

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/FEE APPLICATIONS - OTHER

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9222673	9/8/2003	Review UST's motion re extending time to object to first interim fee applications (.3); correspond w/ D. Dunne re same (.2).	0.50	Mandel, Lena
9243718	9/15/2003	Review UST objection to Blackstone fee apps (.2); Email summary of same to D.Dunne (.1)	0.30	Lewis, Joshua C.
9243738	9/22/2003	Review KPMG's report re admin claims.	0.30	Mandel, Lena
9255400	9/23/2003	Review docket for J.Alix retention application (.2); Email same to certain creditor (.2)	0.40	Lewis, Joshua C.
9301842	9/23/2003	Review UST's objections to first interim fee applications (.4); conference with J. Lewis re implications of same (.3).	0.70	Mandel, Lena
9255401	9/24/2003	Review UST objection to Debtors' fee applications (.6)	0.60	Lewis, Joshua C.
9255410	9/29/2003	Correspond w/ KPMG and Compass re fee apllications hearing.	0.30	Mandel, Lena
9256700	9/30/2003	Review responses of debtors' counsel to UST's fee objections.	0.30	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/FILE, DOCKET & CALENDAR MAINTENANCE

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9213670	9/2/2003	Download recently filed pleadings (6.80).	6.80	Fabsik, Paul
9222669	9/2/2003	Organize working files as of 9/2/03 (.4).	0.40	Bulow, Alessandra
9213671	9/3/2003	Review docket for recently filed pleadings (1.50).	1.50	Fabsik, Paul
9222670	9/3/2003	Organize working files as of 9/3/03 (.20).	0.20	Bulow, Alessandra
9234799	9/3/2003	Organized pleadings (Docket No. 1862 -3177)	2.00	Hooks, Randy
9214954	9/4/2003	Obtained docket for Farris adversary proceeding (.1); Download and circulate pleadings (3.7).	3.80	Fabsik, Paul
9234800	9/4/2003	Organized pleadings (Docket No. 2964 - 3434)	2.00	Hooks, Randy
9216080	9/5/2003	Download pleadings (5.20).	5.20	Fabsik, Paul
9222671	9/5/2003	Organize working files as of 9/5/03 (.40).	0.40	Bulow, Alessandra
9222668	9/9/2003	Review of docket for recently filed pleadings; Downloaded recently filed pleadings (6.3); Updated adversary proceedings binders (1.5).	7.80	Fabsik, Paul
9228344	9/9/2003	Obtain Debtors' Motion for Order Authorizing: (A) Sale of 31 Rainbow Food Retail Grocery Stores' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances; and (B) Assumption and Assignment of Acquired Contracts and Leases (.3); Correspond with L. Mandel re same (.1).	0.40	Bulow, Alessandra
9224097	9/10/2003	Review of docket for recently filed pleadings (.3); Downloaded recently filed pleadings (5.3).	5.60	Fabsik, Paul
9228345	9/10/2003	Organize working files as of 9/10/03.	0.40	Bulow, Alessandra
9226016	9/12/2003	Downloaded recently filed pleadings (7.3).	7.30	Fabsik, Paul
9228342	9/15/2003	Review of docket for recently filed pleadings (.3); Downloaded same (6.4).	6.70	Fabsik, Paul
9233315	9/16/2003	Summarize recent docket activity (6.0).	6.00	Fabsik, Paul

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/FILE, DOCKET & CALENDAR MAINTENANCE

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9239463	9/16/2003	Organize working files of L. Mandel as of 9/16/03.	0.70	Bulow, Alessandra
9234801	9/17/2003	Review of docket for recently filed pleadings (.9); Downloaded recently filed pleadings (5.1).	6.00	Fabsik, Paul
9235701	9/18/2003	Downloaded recently filed pleadings and circulate same (5.4).	5.40	Fabsik, Paul
9236921	9/19/2003	Review of docket for recently filed pleadings (1.1); Downloaded recently filed pleadings (3.7).	4.80	Fabsik, Paul
9239462	9/22/2003	Review of docket for recently filed pleadings (.3); Downloaded same (6.5).	6.80	Fabsik, Paul
9243719	9/23/2003	Downloaded recently filed pleadings (.50).	0.50	Fabsik, Paul
9255402	9/23/2003	Docketing Pleadings in Delaware for Fleming Companies, Inc.	4.50	Melaku, Tsedale M.
9245386	9/24/2003	Review of docket for certain recent filing (.3); Downloaded recently filed pleadings (2.6).	2.90	Fabsik, Paul
9248327	9/24/2003	Organize working files of L. Mandel as of 9/24/03 (.3); Obtain information re Fleming's involvement in the Kmart bankruptcy (2.6).	2.90	Bulow, Alessandra
9255403	9/24/2003	Docketing Pleadings in Delaware for Fleming Company, Inc.	3.20	Melaku, Tsedale M.
9246840	9/25/2003	Downloaded recently filed pleadings onto case database.	1.90	Fabsik, Paul
9255404	9/25/2003	Docketing Pleadings in Delaware for Fleming Company, Inc.	1.50	Melaku, Tsedale M.
9257461	9/25/2003	Docketed pleadings (Docket No. 3568 - 3726)	2.00	Hooks, Randy
9248325	9/26/2003	Downloaded recently filed pleadings onto case database.	6.50	Fabsik, Paul
9257462	9/26/2003	Docketed pleadings (Docket No. 2414 - 3493)	3.50	Hooks, Randy

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/FILE, DOCKET & CALENDAR MAINTENANCE

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9250196	9/29/2003	Review of docket for recently filed pleadings (.3); Downloaded recently filed pleadings (2.2).	2.50	Fabsik, Paul
9266206	9/30/2003	Obtain information re testimony of E. Stenger at Fleming hearings (3.9); Obtain hearing transcripts re sale motion (.4).	4.30	Bulow, Alessandra
9270099	9/30/2003	Organized pleadings (Docket No. 3254 - 3720) and correspondence (July/Sept)	2.00	Hooks, Randy

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/GENERAL COMMUNICATIONS WITH CREDITORS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9216084	9/3/2003	Respond to creditors' inquiries.	0.70	Mandel, Lena
9216085	9/4/2003	Respond to creditors' inquiries.	0.30	Mandel, Lena
9218157	9/5/2003	Respond to creditors' inquiries.	0.50	Mandel, Lena
9222672	9/8/2003	Respond to creditors' inquiries.	0.40	Mandel, Lena
9224098	9/9/2003	Respond to creditors' inquiries (Galaxy, Michelle Reiley, M. Tobin, Joe Steinfeld, Jim Devrak, Jim Hunter).	0.60	Mandel, Lena
9224885	9/10/2003	Respond to creditors' inquiries (Credit Suisse; Pamela Feeling).	0.40	Mandel, Lena
9226017	9/11/2003	Respond to creditors' inquiries (J. Schwartz, M. Tuero, R. Major, M. Lewel, L. Wallach, N. Gililand)	0.60	Mandel, Lena
9233318	9/12/2003	Respond to creditors' inquiries (Pioneer Logistics, M. Levin, S. Rashid, K. Enrod)	0.40	Mandel, Lena
9233316	9/15/2003	Confs w/ T. Barns and R. Katz re recent hearings and related issues.	1.40	Dunne, Dennis F.
9243721	9/15/2003	Teleconference with D. Swanson re tax liability issues for former executives	0.20	Lewis, Joshua C.
9243722	9/19/2003	Forwarded letter from certain creditor to Cte per D.Dunne (.2)	0.20	Lewis, Joshua C.
9243723	9/22/2003	Respond to creditors' inquiries (S. Levitt, W. Evanoff, D. Cobb, C. Gottfried).	0.50	Mandel, Lena
9245387	9/23/2003	Respond to creditors' inquiries (J. Devorak, G. Thompson, J. Derringer, R. Katz, H. Kaplan, Goldman, T. Fodell).	1.00	Mandel, Lena
9246841	9/24/2003	Respond to creditors' inquiries (B. Stamm, R. Katz, B. Baltiger, K. Johnston, N. Meyers, I. Pann).	0.80	Mandel, Lena
9248328	9/25/2003	Respond to creditors' inquiries (P. Mien, K. Turkowsky).	0.30	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/GENERAL COMMUNICATIONS WITH CREDITORS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9250197	9/26/2003	Respond to creditors' inquiries (P. Singen, O. Rosen, J. Suferstein)	0.40	Mandel, Lena
9255405	9/29/2003	Respond to creditors' inquiries (P. Sveden, K. Margolis, A. Ponizen, J. Brides).	0.50	Mandel, Lena
9256698	9/30/2003	Respond to creditors' inquiries (N. Petchenikov, D. Duffy, T. Barns, E. Sanchuk).	0.50	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/PREPARATION OF MILBANK FEE APPLICATIONS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9213673	9/2/2003	CFW J. Lewis re monthly fee statement.	0.20	Mandel, Lena
9216086	9/3/2003	Review & markup July time entries.	1.00	Mandel, Lena
9218156	9/7/2003	Review July fee statement.	0.60	Dunne, Dennis F.
9255406	9/12/2003	Review MTHM July time entires	1.50	Lewis, Joshua C.
9245388	9/23/2003	Conference with J. McMahon re compliance with electronic filing requirements (.2).	0.20	Mandel, Lena
9255407	9/24/2003	Draft MTHM Fourth fee application (3.1)	3.10	Lewis, Joshua C.
9250198	9/26/2003	Review and markup July fee application.	0.50	Mandel, Lena
9276677	9/29/2003	Revise fourth montly MTHM fee app per edits by L.Mandel (2.1)	2.10	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/RECLAMATION ISSUES

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9243724	9/16/2003	Draft email to D.Dunne re issues to be heard at 9/18 hearing re reclamation claims (.3); Conference with S.Kotarba re same (.2)	0.50	Lewis, Joshua C.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/REORGANIZATION PLAN

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9214955	9/2/2003	Confs w/ P. Aronzon & L. Mandel re status of plan discussins (0.3); Review issues re same (0.7).	1.00	Dunne, Dennis F.
9214956	9/3/2003	Review rights offering and classification issues.	1.30	Dunne, Dennis F.
9228348	9/3/2003	Conference with Apollo regarding Plan issues (.9); conf. w/ Compass regarding Plan issues (.6); conf. w/ Kirkland regarding Plan (.4).	1.90	Aronzon, Paul S.
9228351	9/4/2003	Conf. w/ Kirkland (Sprayregen) regarding Plan (.5); Conf. w/ Milbank team and Pepper Hamilton (.6).	1.10	Aronzon, Paul S.
9218158	9/5/2003	Review status of plan classification/treatment (0.6); Review issues re same (0.7).	1.30	Dunne, Dennis F.
9228353	9/8/2003	Conf. w/ Apollo regarding Plan (.6); conf. w/ Compass regarding Plan issues (1.2); conf. w/ Kirkland regarding plan issues (.4).	2.20	Aronzon, Paul S.
9224099	9/9/2003	Review Blackstone's outline for potential investors' letter of interest (.3); conference call with committee & debtors' professionals re same (1.1); conference with B. Kaufman re same (.3); arrange for a conference call with a potential investor (.4).	2.10	Mandel, Lena
9226018	9/9/2003	Prepare for and attend call w/ F. Huffard, T. Stenger, R. Wynne & P. Aronzon re plan issues and rights offering (1.1); Review issues and timetable re same (0.7).	1.80	Dunne, Dennis F.
9228356	9/9/2003	Conf. w/ Milbank team and Apollo regarding Plan (.5); review plan memos and outlines (1.6).	2.10	Aronzon, Paul S.
9224886	9/10/2003	Attention to arranging conference call with potential investor and committee advisors (.3); conference call (see above) (.6); review precedents of plans incorporating rights offerings (.9).	1.80	Mandel, Lena
9226019	9/10/2003	Confs w/ T. Barns, L. Mandel re Sankaty involvement (0.3); Review plan gating items (0.4); Review liquidity issues (0.6).	1.30	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/REORGANIZATION PLAN

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9228330	9/10/2003	Obtain for Lena Mandel various reorganization plans filed by NCCS (.60).	0.60	Bulow, Alessandra
9226021	9/11/2003	Review rights offering samples (.5); conference with D. Dunne re same (.2); Teleconference with H. Tepner and B. Kaufman re plan strategies (.3).	1.00	Mandel, Lena
9233319	9/12/2003	Confs w/ L. Mandel, T. Barns & P. Aronzon re plan issues (1.3); Review same (0.9).	2.20	Dunne, Dennis F.
9233321	9/12/2003	Conferences with Compass re plan (.3); review B. Kaufman's memo re same (.4); arrange conf. call re same (.3).	1.00	Mandel, Lena
9266209	9/12/2003	Conf. w/ Apollo regarding Plan and Core Mark (1.1); conf. w/ Compass regarding Plan and Core Mark (.60); conf. w/ Kirkland regarding Plan and Core Mark (.3); conf. w/ Milbank team regarding Plan and Core Mark (.5); conf. w/ Pepper regarding Plan and Core Mark (.3); work on Plan and Core Mark (2.0).	4.80	Aronzon, Paul S.
9233320	9/15/2003	Prepare for and attend call with H. Tepner, N. Gottdiener & P. Aronzon re plan issues (0.7); Prepare for and attend meeting w/ F. Huffard, R. Wynne, P. Aronzon, B. Hertzberg, B. Cohen, T. Stenger re plan strategy and open issues (1.4); Review issues re same and re rights offering (0.6).	2.70	Dunne, Dennis F.
9243725	9/15/2003	Conf. w/ Apollo regarding Plan of Reorganization (.9); conf. w/ Compass regarding Plan (1.3); conf. w/ Fleming professionals and OCC professionals regarding Plan of Reorganization (1.0); conf. w/ Milbank team regarding Plan of Reorganization (.4).	3.60	Aronzon, Paul S.
9235702	9/16/2003	Numerous confs w/ B. Spector, H. Tepner, B. Kaufman, P. Aronzon & T. Barns re plan issues (2.4); Review issues re same (0.7).	3.10	Dunne, Dennis F.
9243729	9/16/2003	Conf.w/ Apollo regarding Core Mark and Plan (1.0); conf. w/ Compass regarding Core and Mark Plan (1.9); conf. w/ J. Alix regarding Core and Mark Plan (.7).	3.60	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/REORGANIZATION PLAN

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9243732	9/17/2003	Conf. w/ Apollo and Compass regarding Core Mark and Plan (1.0); conf. w/ Kirkland regarding Plan (.3); conf. w/ OCC professionals regarding Core Mark and Plan (1.0).	2.30	Aronzon, Paul S.
9259505	9/18/2003	Conf. w/ Apollo regarding Plan (1.1); work on Plan (1.6).	2.70	Aronzon, Paul S.
9239464	9/19/2003	Confs w/ T. Stenger, F. Huffard, B. Kaufman, P. Aronzon, H. Tepner & D. Kayes re plan issues (1.9); Review issues re same (0.7).	2.60	Dunne, Dennis F.
9246836	9/19/2003	Conference call with OCC members regarding Plan of Reorganization (1.).	1.00	Aronzon, Paul S.
9246843	9/19/2003	Conference with OCC professionals and Fleming regarding Plan of Reorganization	1.30	Aronzon, Paul S.
9239465	9/21/2003	Review plan issues raised by debtors today (0.8); Outline next steps (0.3).	1.10	Dunne, Dennis F.
9246837	9/21/2003	Conference with Apollo regarding Plan (1.20).	1.20	Aronzon, Paul S.
9246844	9/21/2003	Prepare for and attend conference with Fleming and OCC professionals regarding Plan	1.00	Aronzon, Paul S.
9243735	9/22/2003	Confs w/ T. Barns & N. Gilliland re Blackstone meeting and plan issues (0.8); Review same (0.3).	1.10	Dunne, Dennis F.
9243737	9/22/2003	Conferences with Sankaty and other bondholders re plan strategy (1.0).	1.00	Mandel, Lena
9246838	9/22/2003	Conference with certain OCC members regarding Plan (1.10).	1.10	Aronzon, Paul S.
9246845	9/22/2003	Conf. w/ Blackstone, Fleming and OCC professionals (2.0); conf. w/ Compass regarding Plan (.9); conf. w/ Milbank team and Pepper Hamilton (.5).	3.40	Aronzon, Paul S.
9245389	9/23/2003	Conference with S. Cho re Plan issues.	0.30	Mandel, Lena
9246848	9/23/2003	Prepare for and attend OCC/Fleming meeting regarding Plan and Core Mark (3.9); Conference with Compaass regarding same (.6).	4.50	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/REORGANIZATION PLAN

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9255409	9/23/2003	T/c with S.Siconellfi re indentures (.2)	0.20	Lewis, Joshua C.
9246849	9/24/2003	Review memo re: certain plan issues (0.4); correspond w/ team re: same (0.2); review presentations from plan working group (0.8).	1.40	Mandel, Lena
9248329	9/24/2003	Confs w/ B. Spector & B. Monrad re plan issues (1.2); Review same (0.3); Review KPMG and Compass presentation materials (0.9).	2.50	Dunne, Dennis F.
9248330	9/25/2003	Review plan issues raised on today's call.	0.40	Dunne, Dennis F.
9256699	9/30/2003	Review plan issues (0.4); Confs w/ F. Huffard and P. Aronzon re same (0.3).	0.70	Dunne, Dennis F.
9259494	9/30/2003	Conference with OCC members regarding Plan and Core Mark issues	1.40	Aronzon, Paul S.
9259507	9/30/2003	Conf. w/ Compass regarding Plan and Core Mark issues (1.1); conf. w/ Kirkland regarding Plan and Core Mark issues (.5); conf. w/ Milbank team and Pepper regarding Plan and Core Mark issues (.6).	2.20	Aronzon, Paul S.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/TAX ISSUES

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9213675	9/2/2003	Draft memo to D. Dunne & P. Aronzon re of certain taxes issues.	1.20	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/TRAVEL TIME

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9216087	9/4/2003	Travel to and from Delaware for court hearing.	3.80	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/VOIDABLE TRANSFERS & OTHER POTENTIAL CLA

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9228343	9/8/2003	Obtain certain pleadings (.60).	0.60	Bulow, Alessandra
9243704	9/22/2003	Review certain legal issues.	1.40	Dunne, Dennis F.
9250191	9/24/2003	Research legal issues (6.3); t/c Dennis Dunne re: same (.2)	6.50	Roest, Peter R.
9250192	9/25/2003	Research legal issues (6.6)	6.60	Roest, Peter R.
9250193	9/26/2003	Prepare client memorandum on certain legal issues (7.3)	7.30	Roest, Peter R.
9300588	9/26/2003	Review legal memo (1.8); Confs w/ P. Aronzon re same (0.3); Review avoidance claim analysis (0.8).	2.90	Dunne, Dennis F.

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CONSTRUCTIVE TRUST ADVERSARY PROCEEDINGS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9222675	9/3/2003	Review revised Superior Dairy and Nickles' Bakery settlement agreements and proof calculation of settlement payments thereunder (.7) and conf. with K. Brown re: same (.1). Read Farris Product TRO motion on behalf of certified class (.5) and email to D. Capozzola (K&E) re: timing and strategy for responding to same (.1).	1.40	Morris, Matthew P.
9222676	9/4/2003	Draft memo to Committee re: settelements of Superior Dairy and Nickles Bakery (3.3) and further analysis of settlement (.6). Call K. Brown (Pachulski) to discuss Superior Dairy and Nickles Bakery settlement agreements (.2). Calll. to D. Capozzola (K&E) re: status of appeal of Farris Produce class certification order and TRO (.2) and read and respond to D. Capozzola emails re: same (.1) Review pleadings re: Debtors appeal from class certification order (.7)	5.10	Morris, Matthew P.
9222677	9/5/2003	Revise memo to committee re: Superior Dairy and Nickles' Bakery settlements (.5)	0.50	Morris, Matthew P.
9222674	9/8/2003	Review complaint filed by Dunigan Fuel's creditors (.8); correspond with D. Dunne re same (.3); conference with M. Morris re same (.2).	1.30	Mandel, Lena
9233322	9/8/2003	Review settlement amount calculations in Superior Dairy and Nickles Bakery proposed settlements (.4) and voicemail to K. Brown (Pachulski) re: same (.1). conf. w/ K. Brown (Pachulski) and M. Scott (Debtors) re: (.2). Review task list for Fleming adversary proceedings and update for constructive trust adversaries (.5) conf. w/ D. Capozzola (K&E) re: potential settlement of class action and American Greetings adversary proceedings (.2) and review notes of same (.1)	1.50	Morris, Matthew P.
9224100	9/9/2003	Draft and distribute summary of Dunigan Fuel's adversary to the committee (.4); send e-mails and left phone messages to Kirkland &Ellis re same (.3).	0.70	Mandel, Lena

MILBANK, TWEED, HADLEY & McCLOY LLP

Description of Legal Services

FLEMING/CONSTRUCTIVE TRUST ADVERSARY PROCEEDINGS

September 1, 2003 through September 30, 2003

	Date	Description	Hours	Name
9233323	9/12/2003	Conf. with D. Capozzola (K&E) re: settlement issues in American Greetings and class action adversary proceedings and settlement discussins scheduled for 9/17/03.	0.30	Morris, Matthew P.
9243739	9/16/2003	Leave voicemail and email for D. Capozzola (K&E) re: participation in American Greetings settlment conference on 9/17 (.1)	0.10	Morris, Matthew P.
9243740	9/17/2003	Conf. call with D. Capozzola (K&E), Ron Wick (Baker & Hostetler) and M. Scott (Alix Partners) re: settlement issues in American Greetings adversary proceeding (.4). Review summary of settlement points prepared by D.Capozzola (.1) and respond to same (.1) Review Fleming documentation provided by D. Capozzola (K&E) re: American Greetings accounting issues and offset calculations (.6)	1.40	Morris, Matthew P.
9243741	9/19/2003	Voicemail to L. Thomas (K&E) re: status of Debtor's appeal of bankruptcy court's class certification ruling (.1) and conf. with L. Thomas re: same (.2)	0.30	Morris, Matthew P.
9276686	9/29/2003	Review Cavendish complaint (.7); Summarize same in email to L.Mandel (.4)	1.10	Lewis, Joshua C.