

EXHIBIT A

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

In re:

Chapter 11

FLEMING COMPANIES, INC., et al.

Case No. 03 - 10945 (MFW)

Debtors

Jointly Administered

**FOURTH MONTHLY APPLICATION OF KPMG LLP AS ACCOUNTANTS
AND RESTRUCTURING ADVISORS
FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JULY 1, 2003 THROUGH JULY 31, 2003**

Name of Applicant: KPMG LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: April 14, 2003

Period for which Compensation and
Expense Reimbursement is sought: July 1, 2003 through July 31, 2003

Amount of Compensation sought as actual, reasonable and
necessary: \$ 280,317

Amount of Expense Reimbursement sought as actual, reasonable
and necessary: \$26,438

This is an: X interim ____ final application

The total time expended for fee application preparation is approximately 29.9 hours and the corresponding compensation requested is approximately \$10,014.¹

If this is not the first application filed, disclose the following for each prior application:

Application	Date Filed	(fees)	Requested	(exp)	(fees)	Paid	(exp)
April 14, 2003 - April 30, 2003	15-Aug-03	\$	187,644	\$	17,785	\$	168,880
May 1, 2003 - May 31, 2003	19-Aug-03	\$	208,902	\$	14,673		17,785
June 1, 2003 - June 30, 2003	19-Aug-03	\$	339,642	\$	25,720		

¹ KPMG has not previously sought any fees in connection with the preparation of monthly statements and/or interim fee applications. The above referenced hours and fees applies to the production, review, and submission of the first three monthly statements as well as the First Quarterly Fee Application.

EXHIBIT A

Fleming Companies, Inc., et al.
Summary by Professional
July 1, 2003 through July 31, 2003

Name of Professional Person	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
DaSilva, Tony	Partner	\$600	7.3	\$ 4,380
Lattig, Larry	Partner	\$570	66.1	\$ 37,677
Barker, Nathaniel	Director	\$510	113.1	\$ 57,681
Nygard, David	Director	\$510	19.9	\$ 10,149
Pike, William	Director	\$510	37.5	\$ 19,125
Senecoff, Dan	Director	\$510	5.5	\$ 2,805
Davies, Brian	Director	\$450	152.6	\$ 68,670
Johnson, Brent	Manager	\$360	31.1	\$ 11,196
Dean, Jason	Senior Associate	\$330	115.9	\$ 38,247
Mathews, Cassandra	Senior Associate	\$330	134.9	\$ 44,517
Kelkar, Purva	Associate	\$210	17.4	\$ 3,654
Rychalsky, David	Business Analyst	\$120	7.3	\$ 876
Less: 50% Travel				\$ (18,660)
Grand Total:			<u>708.6</u>	<u>\$ 280,317</u>
Blended Rate:		<u>\$ 396</u>		

EXHIBIT B

Fleming Companies, Inc., et al.
Compensation by Project Category
July 1, 2003 through July 31, 2003

Category	Attachment	Hours	Amount
Cash Collateral/DIP Financing Issues	C1	51.1	\$ 19,683
Court Hearings and Committee Meetings	C2	40.9	\$ 21,315
Financial and Company Analysis	C3	412.1	\$ 167,220
Key Employee Retention Program (KERP)	C4	91.6	\$ 43,425
Fee Applications	C5	29.9	\$ 10,014
Travel	C6	83.0	\$ 18,660
Total hours and fees		<u>708.6</u>	<u>\$ 280,317</u>

Expense Summary
July 1, 2003 through July 31, 2003

Category	Attachment	Amount
Airfare	D1	\$ 17,045
Ground Transportation	D1	\$ 2,876
Lodging	D1	\$ 5,354
Meals	D1	\$ 1,096
Miscellaneous	D1	\$ 67
Total expenses		<u>\$ 26,438</u>

EXHIBIT C1

Fleming Companies, Inc., et al.
Cash Collateral/DIP Financing Issues
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	03-Jul-03	Analyze and prepare comments on the budget versus actual cash flows for the week ended June 28, 2003.	1.4	\$ 330	\$ 462
Dean, Jason	03-Jul-03	Review and analyze the borrowing base report for the week ended June 28, 2003.	1.2	\$ 330	\$ 396
Dean, Jason	03-Jul-03	Discuss budget v. actual cash flows with L. Leonard, K. Percy, T. Kreatschman (all of Alix Partners), and D. Wills (A&M).	0.6	\$ 330	\$ 198
Dean, Jason	03-Jul-03	Prepare comments regarding budget versus actual cash variance discussed in the cash meeting.	2.1	\$ 330	\$ 693
Davies, Brian	07-Jul-03	Review debtor's liquidity/borrowing base analysis.	0.9	\$ 450	\$ 405
Barker, Nathaniel	08-Jul-03	Review cash flow and liquidity issues.	0.8	\$ 510	\$ 408
Barker, Nathaniel	08-Jul-03	Review cash flow issues.	0.6	\$ 510	\$ 306
Davies, Brian	10-Jul-03	Review the latest borrowing base calculation.	0.9	\$ 450	\$ 405
Johnson, Brent	16-Jul-03	Review and analyze presentation prepared by Alix Partners, dated July 8, 2003.	2.3	\$ 360	\$ 828
Johnson, Brent	16-Jul-03	Draft cash forecast section of interim report to Creditors' Committee based upon presentation prepared by Alix Partners, dated July 8, 2003.	2.1	\$ 360	\$ 756
Johnson, Brent	16-Jul-03	Summarize cash forecast for purposes of presenting certain data as part of interim report to Committee.	2.3	\$ 360	\$ 828
Johnson, Brent	16-Jul-03	Meet with Alix Partners to discuss underlying assumptions of revised model.	0.8	\$ 360	\$ 288
Johnson, Brent	16-Jul-03	Revise report to insert certain data from cash forecast meeting.	2.7	\$ 360	\$ 972
Davies, Brian	16-Jul-03	Provide guidance on the new budget cash flow schedule analysis for use in the committee presentation.	1.1	\$ 450	\$ 495
Barker, Nathaniel	16-Jul-03	Review cash flow forecast and assumptions.	2.6	\$ 510	\$ 1,326
Johnson, Brent	17-Jul-03	Revise cash forecast section of interim report to the Creditors' Committee.	2.1	\$ 360	\$ 756
Johnson, Brent	17-Jul-03	Compare actual results for three weeks of forecast period to budgeted results.	2.8	\$ 360	\$ 1,008
Johnson, Brent	17-Jul-03	Receive guidance with respect to status of cash forecast section of interim report to the Committee.	1.4	\$ 360	\$ 504
Johnson, Brent	17-Jul-03	Modify cash forecast section of interim report to the Committee to reflect comments received.	3.1	\$ 360	\$ 1,116
Davies, Brian	17-Jul-03	Meet with debtor's advisors to discuss weekly cash disbursement and liquidity analysis.	0.6	\$ 450	\$ 270

EXHIBIT C1

Fleming Companies, Inc., et al.
Cash Collateral/DIP Financing Issues
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Davies, Brian	17-Jul-03	Meet with debtor's advisors to review assumptions in the latest 16 week cash flow.	0.5	\$ 450	\$ 225
Davies, Brian	17-Jul-03	Meet with debtor's advisors to discuss questions in relation to assumptions within the cash flow analysis.	0.7	\$ 450	\$ 315
Barker, Nathaniel	17-Jul-03	Review cash flow summary slides for presentation and provide comments.	2.0	\$ 510	\$ 1,020
Davies, Brian	18-Jul-03	Review and edit cash flow analysis to be presented to the committee.	1.4	\$ 450	\$ 630
Davies, Brian	21-Jul-03	Review latest weekly cash report.	0.2	\$ 450	\$ 90
Dean, Jason	24-Jul-03	Review and analyze the borrowing base information submitted by Fleming for the week ended July 19, 2003.	1.5	\$ 330	\$ 495
Dean, Jason	24-Jul-03	Review and analyze the weekly budget v. actual cash flow information for the week ended July 18, 2003.	1.7	\$ 330	\$ 561
Dean, Jason	24-Jul-03	Attend meeting with T. Kreatschman and K. Percy (Alix Partners) to discuss the budget v. actual cash flows for the week ended July 18, 2003	0.4	\$ 330	\$ 132
Dean, Jason	28-Jul-03	Analyze the 16-week CoreMark cash forecast ending November 7, 2003.	1.8	\$ 330	\$ 594
Pike, William A	29-Jul-03	Review weekly cash flow budget v actuals and borrowing bases.	1.3	\$ 510	\$ 663
Pike, William A	31-Jul-03	Review borrowing base detail and CoreMark financial information for liquidation analysis.	0.9	\$ 510	\$ 459
Dean, Jason	31-Jul-03	Analyze the CoreMark 16-week cash forecast through the week ended November 14, 2003.	1.9	\$ 330	\$ 627
Dean, Jason	31-Jul-03	Read and analyze the borrowing base information submitted by Fleming for the week ended July 26, 2003.	1.5	\$ 330	\$ 495
Dean, Jason	31-Jul-03	Read and analyze the weekly budget v. actual cash flow information for the week ended July 25, 2003.	1.7	\$ 330	\$ 561
Dean, Jason	31-Jul-03	Attend meeting with T. Kreatschman and K. Percy (Alix Partners) to discuss the budget v. actual cash flows for the week ended July 25, 2003	0.4	\$ 330	\$ 132
Dean, Jason	31-Jul-03	Prepare comments regarding the budget versus actual cash flow variances discussed in the cash flow meeting.	0.8	\$ 330	\$ 264
Total			51.1		\$ 19,683

EXHIBIT C2

Fleming Companies, Inc., et al.
Court Hearings and Committee Meetings
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Barker, Nathaniel	02-Jul-03	Conference call meeting of the Creditors' Committee.	2.0	\$ 510	\$ 1,020
Lattig, Larry	09-Jul-03	Conference call meeting of the Creditors' Committee.	2.4	\$ 570	\$ 1,368
Lattig, Larry	10-Jul-03	Conference call with a subcommittee of the Creditors' Committee to discuss the proposed KERP plan.	1.4	\$ 570	\$ 798
Davies, Brian	10-Jul-03	Conference call with the committee and its advisors.	1.4	\$ 450	\$ 630
Barker, Nathaniel	10-Jul-03	Prepare notes in preparation for conference call meeting of the Creditors' Committee.	1.6	\$ 510	\$ 816
Barker, Nathaniel	10-Jul-03	Conference call meeting of the Creditors' Committee.	1.4	\$ 510	\$ 714
Lattig, Larry	15-Jul-03	Conference call with counsel and investment bankers for the Creditors' Committee.	0.6	\$ 570	\$ 342
Lattig, Larry	16-Jul-03	Conference call with counsel to and investment bankers for the Creditors' Committee.	0.8	\$ 570	\$ 456
Lattig, Larry	16-Jul-03	Discuss with the subcommittee and counsel the construction of a settlement on KERP issues.	1.6	\$ 570	\$ 912
Lattig, Larry	23-Jul-03	Attend meeting of the Creditors' Committee and its advisors.	6.5	\$ 570	\$ 3,705
Davies, Brian	23-Jul-03	Meet with committee advisors to discuss CoreMark.	1.1	\$ 450	\$ 495
Davies, Brian	23-Jul-03	Attend meeting of the unsecured creditors committee and its advisors.	6.5	\$ 450	\$ 2,925
Barker, Nathaniel	23-Jul-03	Attend meeting of the unsecured creditors committee and its advisors.	6.5	\$ 510	\$ 3,315
Pike, William A	25-Jul-03	Professionals conference calls to discuss options based on the presentations at the Committee meeting.	0.6	\$ 510	\$ 306
Lattig, Larry	25-Jul-03	Professionals conference calls to discuss options based on the presentations at the Committee meeting.	0.6	\$ 570	\$ 342
Davies, Brian	25-Jul-03	Conference call with committee advisors to discuss the proposed CoreMark strategy.	1.1	\$ 450	\$ 495
Pike, William A	31-Jul-03	Conference call with M. Genereaux, F. Hufford, (Blackstone), T. Kreatschman (Alix Partners), B. Kaufmann, H. Tepner, and N. Gottdiener (Compass) regarding Blackstone recovery analysis and strategic alternatives.	1.0	\$ 510	\$ 510

EXHIBIT C2

Fleming Companies, Inc., et al.
Court Hearings and Committee Meetings
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Lattig, Larry	31-Jul-03	Conference call with potential special counsel to discuss possible litigation.	1.4	\$ 570	\$ 798
Lattig, Larry	31-Jul-03	Conference call with trade members of the Creditors' Committee to discuss the Debtors plan for reclamation.	1.5	\$ 570	\$ 855
Lattig, Larry	31-Jul-03	Conference call with the Debtor, Debtor's financial advisors, Debtor's counsel and counsel to the Creditors' Committee to discuss reclamation.	0.9	\$ 570	\$ 513
Total			<u>40.9</u>		<u>\$ 21,315</u>

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	01-Jul-03	Analyze and prepare comments on Westlake Hardware lease motion.	1.4	\$ 330	\$ 462
Mathews, Cassandra	01-Jul-03	Analyze and prepare comments on Boyd lease motion.	1.2	\$ 330	\$ 396
Mathews, Cassandra	01-Jul-03	Analyze and prepare comments on Plymouth lease motion.	1.5	\$ 330	\$ 495
Mathews, Cassandra	01-Jul-03	Discuss request for information for preference analysis by Pepper Hamilton, with T Kretchman (Alix Partners).	0.4	\$ 330	\$ 132
Mathews, Cassandra	01-Jul-03	Discuss lease motions with B lake (Fleming).	0.9	\$ 330	\$ 297
Mathews, Cassandra	01-Jul-03	Discuss potential asset sales with B. Kaufman (Compass).	0.6	\$ 330	\$ 198
Barker, Nathaniel	02-Jul-03	Prepare for Fleming committee call.	0.8	\$ 510	\$ 408
Barker, Nathaniel	02-Jul-03	Review motion on leases.	0.5	\$ 510	\$ 255
Dean, Jason	02-Jul-03	Discuss several open items with T. Kreatschman (Alix Partners) including the Stay Program, CoreMark Pension Plan, and C&S Supply Agreement.	0.4	\$ 330	\$ 132
Dean, Jason	02-Jul-03	Discuss lease information with R. Stovall (Alix Partners).	0.3	\$ 330	\$ 99
Mathews, Cassandra	02-Jul-03	Analyze and prepare comments on Citicorp and Citisecurity motions.	1.8	\$ 330	\$ 594
Mathews, Cassandra	02-Jul-03	Discuss Citicorp and Citisecurity motions with T. Kretchman (Alix Partners).	0.6	\$ 330	\$ 198
Mathews, Cassandra	02-Jul-03	Analyze and prepare comments on information for preference analysis by Pepper Hamilton.	2.1	\$ 330	\$ 693
Mathews, Cassandra	02-Jul-03	Update summary of lease motions.	0.9	\$ 330	\$ 297
Mathews, Cassandra	02-Jul-03	Update summary of Citicorp motions.	0.6	\$ 330	\$ 198
Mathews, Cassandra	03-Jul-03	Discuss lease motions with J. Skidmore (Pepper Hamilton).	0.7	\$ 330	\$ 231
Mathews, Cassandra	03-Jul-03	Analyze and prepare comments on Elm Grove motion.	1.3	\$ 330	\$ 429
Mathews, Cassandra	03-Jul-03	Analyze and prepare comments on a number of Facility Standby Agreements motions.	2.1	\$ 330	\$ 693
Mathews, Cassandra	03-Jul-03	Analyze CoreMark week end fill rates.	0.9	\$ 330	\$ 297
Barker, Nathaniel	07-Jul-03	Analyze CoreMark fill rate detail provided information.	1.3	\$ 510	\$ 663
Davies, Brian	07-Jul-03	Review various real property lease motions.	1.7	\$ 450	\$ 765

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Lattig, Larry	07-Jul-03	Read and review the pleadings summary prepared by counsel to the Creditors' Committee.	1.2	\$ 570	\$ 684
Mathews, Cassandra	07-Jul-03	Respond to outstanding Attorney's queries on motions.	2.3	\$ 330	\$ 759
Mathews, Cassandra	07-Jul-03	Analyze and prepare comments on lease rejection motion.	2.1	\$ 330	\$ 693
Mathews, Cassandra	07-Jul-03	Update summary of lease motions.	0.6	\$ 330	\$ 198
Barker, Nathaniel	08-Jul-03	Call with B. Kaufman (Compass) on claims and recovery.	0.7	\$ 510	\$ 357
Barker, Nathaniel	08-Jul-03	Review summary of asset meeting with debtor and provide guidance on further analysis required.	1.2	\$ 510	\$ 612
Barker, Nathaniel	08-Jul-03	Review motions on lease rejections.	0.4	\$ 510	\$ 204
Davies, Brian	08-Jul-03	Meet with debtor advisors to discuss customer defections.	0.7	\$ 450	\$ 315
Davies, Brian	08-Jul-03	Meet with the debtor advisor to discuss pension funding.	1.1	\$ 450	\$ 495
Davies, Brian	08-Jul-03	Review the pleading summary received from committee council.	1.7	\$ 450	\$ 765
Dean, Jason	08-Jul-03	Analyze motion containing several non-residential real property leases to be rejected by Fleming.	1.7	\$ 330	\$ 561
Dean, Jason	08-Jul-03	Review and analyze customer defection report.	0.9	\$ 330	\$ 297
Dean, Jason	08-Jul-03	Prepare a status summary concerning recent activity at Fleming including inventory levels, customer defections, and vendor activity.	2.9	\$ 330	\$ 957
Dean, Jason	08-Jul-03	Review and analyze motion summaries compiled by legal counsel for items to be heard on July 17, 2003.	1.1	\$ 330	\$ 363
Dean, Jason	08-Jul-03	Review and analyze motion concerning Citicorp equipment and vehicle leases.	1.2	\$ 330	\$ 396
Dean, Jason	08-Jul-03	Review and analyze motion concerning the rejection of leases related to the Fleming retail operations.	1.4	\$ 330	\$ 462
Lattig, Larry	08-Jul-03	Conference call with T. Stenger (Alix Partners) to discuss the C&S deal.	1.3	\$ 570	\$ 741
Mathews, Cassandra	08-Jul-03	Attend weekly asset meeting with M Sharp (Alix Partners).	1.5	\$ 330	\$ 495
Mathews, Cassandra	08-Jul-03	Prepare summary and items for the committee from weekly asset meeting.	0.9	\$ 330	\$ 297

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	08-Jul-03	Discuss debtors position on various motions with T Kretchman (Alix Partners).	0.6	\$ 330	\$ 198
Mathews, Cassandra	08-Jul-03	Analyze leases proposed for rejection and assumptions.	1.7	\$ 330	\$ 561
Mathews, Cassandra	08-Jul-03	Discuss leases proposed for rejection and the rejection assumptions with B. Lake (Fleming).	0.8	\$ 330	\$ 264
Barker, Nathaniel	09-Jul-03	Meet with T. Kreatschman and T. Morrow (Alix Partners), and R. Campagna (A&M) on CoreMark status.	1.1	\$ 510	\$ 561
Barker, Nathaniel	09-Jul-03	Meet with B. May (FLM) and T. Kreatschman (Alix Partners) on status of wholesale business.	0.6	\$ 510	\$ 306
Barker, Nathaniel	09-Jul-03	Prepare memo on status of wholesale and convenience businesses for Committee.	1.3	\$ 510	\$ 663
Barker, Nathaniel	09-Jul-03	Prepare summary of motions, analyze and prepare recommendations for counsel.	0.8	\$ 510	\$ 408
Barker, Nathaniel	09-Jul-03	Provide guidance on lease rejection motion issues.	1.3	\$ 510	\$ 663
Davies, Brian	09-Jul-03	Review surety bond program summary data received from Alix Partners.	1.8	\$ 450	\$ 810
Davies, Brian	09-Jul-03	Meet with R. Stovall (Alix Partners) to discuss bonds required to cover various cigarette taxes and licensing.	0.6	\$ 450	\$ 270
Davies, Brian	09-Jul-03	Receive update on Avalon surety bond program.	0.5	\$ 450	\$ 225
Davies, Brian	09-Jul-03	Prepare for committee conference and review agenda items.	1.9	\$ 450	\$ 855
Davies, Brian	09-Jul-03	Review excluded receivables that will be left behind from the C&S agreement.	1.5	\$ 450	\$ 675
Lattig, Larry	09-Jul-03	Meetings with representatives of Alix Partners, Blackstone, and the Company regarding the key employee retention plan and the proposed sale to C&S.	6.6	\$ 570	\$ 3,762
Mathews, Cassandra	09-Jul-03	Analyze and prepare comments on the Keen Consulting motion to employ.	0.9	\$ 330	\$ 297
Mathews, Cassandra	09-Jul-03	Analyze and prepare comments on CoreMark customer retention.	1.3	\$ 330	\$ 429

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	09-Jul-03	Analyze and prepare comments on Debtor's surety bond analysis.	1.1	\$ 330	\$ 363
Mathews, Cassandra	09-Jul-03	Discuss Debtor's surety bond analysis with Rob Stovall (Alix Partners).	0.6	\$ 330	\$ 198
Mathews, Cassandra	09-Jul-03	Discuss Debtor's surety bond analysis and information request letter from the committee with J. Skidmore (Pepper Hamilton).	0.6	\$ 330	\$ 198
Mathews, Cassandra	09-Jul-03	Respond to outstanding queries from Committee council on various motions.	1.5	\$ 330	\$ 495
Barker, Nathaniel	10-Jul-03	Analyze summary of sale.	0.2	\$ 510	\$ 102
Davies, Brian	10-Jul-03	Review C&S/Fleming executed final bid letter.	1.1	\$ 450	\$ 495
Davies, Brian	10-Jul-03	Review and comment on C&S supply agreement.	1.2	\$ 450	\$ 540
Davies, Brian	10-Jul-03	Provide update on C&S supply agreement.	0.6	\$ 450	\$ 270
Davies, Brian	10-Jul-03	Review various motions to be heard on 7/17.	0.9	\$ 450	\$ 405
Davies, Brian	10-Jul-03	Review various real properties lease rejection analysis.	1.2	\$ 450	\$ 540
Davies, Brian	10-Jul-03	Draft memo to files regarding the status of Fleming and CoreMark.	0.9	\$ 450	\$ 405
Mathews, Cassandra	10-Jul-03	Discuss Debtor's surety bond analysis and request for letter from the committee with J Skidmore (Pepper Hamilton).	0.6	\$ 330	\$ 198
Mathews, Cassandra	10-Jul-03	Respond to outstanding queries from Committee council on various motions.	0.9	\$ 330	\$ 297
Mathews, Cassandra	10-Jul-03	Analyze and prepare comments on CoreMark business plan.	2.6	\$ 330	\$ 858
Mathews, Cassandra	10-Jul-03	Analyze and prepare comments on CoreMark 2 year forecast.	1.9	\$ 330	\$ 627
Barker, Nathaniel	11-Jul-03	Analyze issues on Hartford Insurance stipulation.	1.8	\$ 510	\$ 918
Barker, Nathaniel	11-Jul-03	Call with R. Stovall (Alix Partners) regarding insurance issues.	0.5	\$ 510	\$ 255
Davies, Brian	11-Jul-03	Prepare recovery analysis schedule.	2.1	\$ 450	\$ 945
Mathews, Cassandra	11-Jul-03	Prepare CoreMark information package for Compass.	2.2	\$ 330	\$ 726
Mathews, Cassandra	11-Jul-03	Analyze and prepare comments on CoreMark week end fill rate.	0.7	\$ 330	\$ 231
Mathews, Cassandra	11-Jul-03	Analyze and prepare comments on DEC motion.	1.1	\$ 330	\$ 363

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Davies, Brian	13-Jul-03	Conference call with Compass and Blackstone to discuss information needs for valuation analysis.	0.6	\$ 450	\$ 270
Davies, Brian	13-Jul-03	Review valuation analysis data received from debtor's advisor.	0.4	\$ 450	\$ 180
Barker, Nathaniel	14-Jul-03	Call with T. Kreatschman (Alix Partners), A. Hede (A&M) on CoreMark bonuses and accounts receivable.	0.8	\$ 510	\$ 408
Davies, Brian	14-Jul-03	Review the Hartford pleading dealing with its waiver of preference action.	1.1	\$ 450	\$ 495
Lattig, Larry	14-Jul-03	Read, review and analyze the most recent versions of the deposit and indemnity agreements under the C&S purchase agreements.	4.4	\$ 570	\$ 2,508
Mathews, Cassandra	14-Jul-03	Provide and discuss the CoreMark pension information to D. Senicof (KPMG).	0.8	\$ 330	\$ 264
Mathews, Cassandra	14-Jul-03	Discuss Debtor's surety bond analysis and request for letter from the committee with J Skidmore (Pepper Hamilton).	0.4	\$ 330	\$ 132
Mathews, Cassandra	14-Jul-03	Prepare comments on Hartford motion for attorneys.	0.9	\$ 330	\$ 297
Mathews, Cassandra	14-Jul-03	Prepare question list on PACA motions for debtor.	0.7	\$ 330	\$ 231
Mathews, Cassandra	14-Jul-03	Attend meeting with T Kretchman (Alix Partners) regarding accounts receivable and CoreMark.	1.2	\$ 330	\$ 396
Davies, Brian	15-Jul-03	Review CoreMark memo addressing marketing efforts from Compass.	0.4	\$ 450	\$ 180
Davies, Brian	15-Jul-03	Receive update on CoreMark's marketing efforts.	0.7	\$ 450	\$ 315
Dean, Jason	15-Jul-03	Compile tax information related to CoreMark.	0.8	\$ 330	\$ 264
Lattig, Larry	15-Jul-03	Read, review and analyze the proposed cure escrow agreement.	2.1	\$ 570	\$ 1,197
Lattig, Larry	15-Jul-03	Read, review and comment on the proposed Transition Services Agreement under the C&S sale agreement.	3.6	\$ 570	\$ 2,052
Mathews, Cassandra	15-Jul-03	Discuss PACA claims with J Muscovitch (Alix Partners).	1.4	\$ 330	\$ 462

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	15-Jul-03	Analyze and prepare comments on the PACA sample.	2.6	\$ 330	\$ 858
Mathews, Cassandra	15-Jul-03	Discuss debtor's intercompany schedule with V Harding of (Pepper Hamilton).	0.9	\$ 330	\$ 297
Mathews, Cassandra	15-Jul-03	Attend weekly asset meeting with M Sharp (Alix Partners).	1.1	\$ 330	\$ 363
Barker, Nathaniel	16-Jul-03	Meet with T. Kreatschman (Alix Partners) on information requests and analysis.	1.2	\$ 510	\$ 612
Barker, Nathaniel	16-Jul-03	Call with H. Tepner (Compass), L. Mandel (Milbank), P. Aronzon (Milbank), R. Hertzberg and B. Cohen (Pepper) on CoreMark sale issues and taxes.	1.0	\$ 510	\$ 510
Barker, Nathaniel	16-Jul-03	Meet with R. Stovall (Alix Partners) on tax issues.	0.9	\$ 510	\$ 459
Barker, Nathaniel	16-Jul-03	Review detail on tax issues.	2.3	\$ 510	\$ 1,173
Barker, Nathaniel	16-Jul-03	Provide guidance on financial analysis on historical figures to C. Mathews (KPMG).	0.5	\$ 510	\$ 255
Barker, Nathaniel	16-Jul-03	Review performance metrics on fill rates and review summary.	1.2	\$ 510	\$ 612
Davies, Brian	16-Jul-03	Begin preparing draft of the presentation to be presented on 7/22.	2.1	\$ 450	\$ 945
Davies, Brian	16-Jul-03	Meet with debtor advisors to discuss information needs for the presentation.	0.6	\$ 450	\$ 270
Davies, Brian	16-Jul-03	Review CoreMark information packs and draft correspondence outlining additional data needs.	1.1	\$ 450	\$ 495
Davies, Brian	16-Jul-03	Review fill rate daily schedule.	1.4	\$ 450	\$ 630
Davies, Brian	16-Jul-03	Provide guidance on historical CoreMark financial analysis required for the committee presentation.	1.3	\$ 450	\$ 585
Davies, Brian	16-Jul-03	Draft and send correspondence in relation to information/data needs.	0.6	\$ 450	\$ 270
Lattig, Larry	16-Jul-03	Conference call with representatives of Alix Partners to discuss a possible settlement.	0.7	\$ 570	\$ 399
Mathews, Cassandra	16-Jul-03	Analyze and prepare comments on pre-petition taxes.	0.9	\$ 330	\$ 297
Mathews, Cassandra	16-Jul-03	Analyze CoreMark financial data in Balckstone data room.	1.6	\$ 330	\$ 528

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Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	16-Jul-03	Prepare schedule of CoreMark West division 2000 balance sheets by month.	2.3	\$ 330	\$ 759
Mathews, Cassandra	16-Jul-03	Prepare schedule of CoreMark West division 2001 balance sheets by month.	2.1	\$ 330	\$ 693
Mathews, Cassandra	16-Jul-03	Prepare schedule of CoreMark West division 2002 balance sheets by month.	2.4	\$ 330	\$ 792
Mathews, Cassandra	16-Jul-03	Prepare template for presentation to Creditors' Committee.	0.7	\$ 330	\$ 231
Barker, Nathaniel	17-Jul-03	Meet with T. Kreatschman (Alix Partners), A. Head (A&M) on inventory initiatives.	0.8	\$ 510	\$ 408
Barker, Nathaniel	17-Jul-03	Meet with R. Stovall (Alix Partners) on tax issues.	0.7	\$ 510	\$ 357
Barker, Nathaniel	17-Jul-03	Prepare analyses on tax issues for presentation to the Creditors' Committee.	3.6	\$ 510	\$ 1,836
Barker, Nathaniel	17-Jul-03	Review financial analysis on historical figures and provide guidance.	0.6	\$ 510	\$ 306
Barker, Nathaniel	17-Jul-03	Review financial analyses on CoreMark and provide guidance.	1.7	\$ 510	\$ 867
Davies, Brian	17-Jul-03	Draft and send correspondence relating to pension related questions.	2.1	\$ 450	\$ 945
Davies, Brian	17-Jul-03	Meet with R. Stovall (Alix Partners) to discuss cigarette tax and surety bond issues within the Canadian provinces.	0.5	\$ 450	\$ 225
Davies, Brian	17-Jul-03	Meet with R. Stovall (Alix Partners) to discuss cigarette and surety bond issues within the U.S.	0.5	\$ 450	\$ 225
Davies, Brian	17-Jul-03	Provide guidance on a draft of the committee presentation.	3.9	\$ 450	\$ 1,755
Davies, Brian	17-Jul-03	Prepare comments on presentation to the Creditors' Committee.	3.2	\$ 450	\$ 1,440
Dean, Jason	17-Jul-03	Prepare summary of CoreMark operations.	1.2	\$ 330	\$ 396
Dean, Jason	17-Jul-03	Forward various information pertaining to the Fleming pension plan to the appropriate personnel.	0.3	\$ 330	\$ 99
Johnson, Brent	17-Jul-03	Review historical income statement data in the report to Creditors' Committee by comparing it to source documents.	3.2	\$ 360	\$ 1,152
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2000 cash flow statements by month.	2.3	\$ 330	\$ 759

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Fleming Companies, Inc., et al.
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Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2001 cash flow statements by month.	2.2	\$ 330	\$ 726
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2002 cash flow statements by month.	2.4	\$ 330	\$ 792
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2003 balance sheets by month.	1.3	\$ 330	\$ 429
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2000 income statements by month.	2.3	\$ 330	\$ 759
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2001 income statements by month.	2.1	\$ 330	\$ 693
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2002 income statements by month.	2.4	\$ 330	\$ 792
Mathews, Cassandra	17-Jul-03	Prepare schedule of CoreMark West division 2003 income statements by month.	1.4	\$ 330	\$ 462
Barker, Nathaniel	18-Jul-03	Call with M. Walsh (CoreMark), T. Kreatschman (Alix Partners), S. Feuerbrandt (Blackstone), B. Kaufman (Compass) on status of CoreMark and strategic vision.	1.1	\$ 510	\$ 561
Barker, Nathaniel	18-Jul-03	Review and edit report for Creditors' Committee.	4.8	\$ 510	\$ 2,448
Barker, Nathaniel	18-Jul-03	Call with T. Morrow (Alix Partners) on tax issues.	0.8	\$ 510	\$ 408
Davies, Brian	18-Jul-03	Update partner on various case related issues and status of committee presentation.	0.4	\$ 450	\$ 180
Davies, Brian	18-Jul-03	Review and edit fill rate analysis to be presented to the committee.	1.6	\$ 450	\$ 720
Davies, Brian	18-Jul-03	Call with debtor, debtor advisors, Compass and Blackstone to discuss the CoreMark sales process.	0.6	\$ 450	\$ 270
Davies, Brian	18-Jul-03	Review draft of the presentation to the Creditors' Committee.	0.8	\$ 450	\$ 360
Johnson, Brent	18-Jul-03	Review historical income statement data in the report to Creditors' Committee by comparing it to source documents.	4.3	\$ 360	\$ 1,548

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Fleming Companies, Inc., et al.
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Name	Date	Description	Time	Hourly Rate	Amount
Kelkar, Purva	18-Jul-03	Prepare schedule for CoreMark US West and Canadian PSCs monthly financial statements for the month of January 2003.	1.5	\$ 210	\$ 315
Kelkar, Purva	18-Jul-03	Prepare electronic schedule for CoreMark US West and Canadian PSCs monthly financial statements for the month of February 2003.	1.2	\$ 210	\$ 252
Kelkar, Purva	18-Jul-03	Prepare electronic schedule for CoreMark US West and Canadian PSCs monthly financial statements for the month of March 2003.	1.3	\$ 210	\$ 273
Kelkar, Purva	18-Jul-03	Prepare electronic schedule for CoreMark US West and Canadian PSCs monthly financial statements for the month of April 2003.	1.1	\$ 210	\$ 231
Kelkar, Purva	18-Jul-03	Prepare electronic schedule for CoreMark US West and Canadian PSCs monthly financial statements for the month of May 2003.	0.9	\$ 210	\$ 189
Kelkar, Purva	18-Jul-03	Prepare a summary schedule of monthly financial statements for CoreMark US West and Canadian PSCs.	1.7	\$ 210	\$ 357
Lattig, Larry	18-Jul-03	Provide guidance on creation of presentation for the meeting of the Creditors' Committee.	2.1	\$ 570	\$ 1,197
Lattig, Larry	18-Jul-03	Review and revise presentation for the meeting of the Creditors' Committee.	3.4	\$ 570	\$ 1,938
Mathews, Cassandra	18-Jul-03	Prepare schedule of CoreMark West division 2003 cash flow statements by month.	1.3	\$ 330	\$ 429
Mathews, Cassandra	18-Jul-03	Prepare summary of CoreMark operations for the presentation to the Creditor's Committee.	1.9	\$ 330	\$ 627
Mathews, Cassandra	18-Jul-03	Provide guidance on preparation of a schedule of CoreMark income statements trailing twelve months by PSC.	1.2	\$ 330	\$ 396
Mathews, Cassandra	18-Jul-03	Analyze and prepare comments on CoreMark week end fill rate.	0.8	\$ 330	\$ 264

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Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	18-Jul-03	Conference call summarizing requests for further information from T Kretchman (Alix Partners) for CoreMark financial analysis.	0.7	\$ 330	\$ 231
Mathews, Cassandra	18-Jul-03	Update largest CoreMark customer summary for presentation to the Creditors' Committee.	0.6	\$ 330	\$ 198
Mathews, Cassandra	18-Jul-03	Update Creditors' Committee presentation for additional summaries.	1.5	\$ 330	\$ 495
Davies, Brian	19-Jul-03	Prepare comments on draft of the Creditors' Committee presentation.	2.9	\$ 450	\$ 1,305
Davies, Brian	19-Jul-03	Edit fill rate analysis within the Creditors' Committee presentation.	1.2	\$ 450	\$ 540
Davies, Brian	19-Jul-03	Draft and send correspondence with questions relating to the committee presentation.	0.4	\$ 450	\$ 180
Mathews, Cassandra	19-Jul-03	Update schedule of CoreMark income statements trailing twelve months by PSC for May 02 data.	2.6	\$ 330	\$ 858
Mathews, Cassandra	19-Jul-03	Update schedule of CoreMark income statements trailing twelve months by PSC Eastern divisions data.	1.4	\$ 330	\$ 462
Mathews, Cassandra	20-Jul-03	Update schedule of CoreMark income statements trailing twelve months by PSC for year to date December 02 data.	2.6	\$ 330	\$ 858
Mathews, Cassandra	20-Jul-03	Update schedule of CoreMark income statements trailing twelve months by PSC Eastern divisions data.	1.4	\$ 330	\$ 462
Barker, Nathaniel	21-Jul-03	Review counsel's summary on motions and analysis requested by counsel and provide guidance.	1.3	\$ 510	\$ 663
Barker, Nathaniel	21-Jul-03	Prepare comments and provide guidance on report for Creditors' Committee.	4.5	\$ 510	\$ 2,295
Davies, Brian	21-Jul-03	Prepare comments on draft of the report to the Creditors' Committee.	2.7	\$ 450	\$ 1,215
Davies, Brian	21-Jul-03	Provide guidance on analysis relating to cigarette taxes by Canadian jurisdiction.	1.0	\$ 450	\$ 450
Davies, Brian	21-Jul-03	Meet with Alix Partners to discuss various covenant waivers.	0.3	\$ 450	\$ 135

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Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	21-Jul-03	Review and analyze CoreMark income statement information for the Coremark US West and Canada.	2.6	\$ 330	\$ 858
Dean, Jason	21-Jul-03	Analyze CoreMark income statement information for the East division.	2.1	\$ 330	\$ 693
Dean, Jason	21-Jul-03	Analyze Blackstone information related to CoreMark.	0.9	\$ 330	\$ 297
Dean, Jason	21-Jul-03	Incorporate the July 11, 2003 cash flow information into the presentation for July 23, 2003 to the Creditors Committee.	0.8	\$ 330	\$ 264
Dean, Jason	21-Jul-03	Incorporate the July 12, 2003 borrowing base information into the presentation for July 23, 2003 to the Creditors Committee.	0.9	\$ 330	\$ 297
Dean, Jason	21-Jul-03	Prepare comments on the July 23, 2003 presentation to the Creditor's Committee.	2.4	\$ 330	\$ 792
Lattig, Larry	21-Jul-03	Provide guidance on an analysis of CoreMark for the report to the meeting of the Creditors' Committee.	3.7	\$ 570	\$ 2,109
Lattig, Larry	21-Jul-03	Prepare comments and provide guidance on the report to the Creditors' Committee.	4.6	\$ 570	\$ 2,622
Mathews, Cassandra	21-Jul-03	Request further information from T Kretchman (Alix Partners) for CoreMark financial analysis.	0.5	\$ 330	\$ 165
Mathews, Cassandra	21-Jul-03	Update schedule of CoreMark income statements trailing twelve months by PSC.	2.8	\$ 330	\$ 924
Mathews, Cassandra	21-Jul-03	Update schedule of CoreMark West division balance sheets, income statements and cash flow statements by month.	3.2	\$ 330	\$ 1,056
Mathews, Cassandra	21-Jul-03	Update presentation to the Creditors' Committee for comments.	2.1	\$ 330	\$ 693
Mathews, Cassandra	21-Jul-03	Prepare selected financials for the presentation to the Creditor's Committee.	1.4	\$ 330	\$ 462
Senecoff, Dan	21-Jul-03	Review actuarial pension report regarding CoreMark's pension plan.	1.6	\$ 510	\$ 816
Senecoff, Dan	21-Jul-03	Review actuarial pension report regarding CoreMark's health & welfare plan.	1.4	\$ 510	\$ 714

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Fleming Companies, Inc., et al.
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Name	Date	Description	Time	Hourly Rate	Amount
Senecoff, Dan	21-Jul-03	Prepare memorandum on pension plan funded status.	1.1	\$ 510	\$ 561
Senecoff, Dan	21-Jul-03	Prepare memorandum on pension issues.	1.4	\$ 510	\$ 714
Barker, Nathaniel	22-Jul-03	Prepare comments and provide guidance on report to the Creditors Committee.	3.0	\$ 510	\$ 1,530
Barker, Nathaniel	22-Jul-03	Review strategy on CoreMark.	1.2	\$ 510	\$ 612
Davies, Brian	22-Jul-03	Review final draft of the presentation to the committee.	1.4	\$ 450	\$ 630
Davies, Brian	22-Jul-03	Provide update on the presentation to the committee.	1.1	\$ 450	\$ 495
Davies, Brian	22-Jul-03	Receive guidance on meeting of the unsecured creditors committee and the KPMG presentation.,	0.9	\$ 450	\$ 405
Davies, Brian	22-Jul-03	Review present and historical CoreMark fill rate data.	1.1	\$ 450	\$ 495
Dean, Jason	22-Jul-03	Prepare comments on the July 23, 2003 presentation to the Creditor's Committee.	2.8	\$ 330	\$ 924
Dean, Jason	22-Jul-03	Read motion related to the Reclamation Claims.	0.9	\$ 330	\$ 297
Dean, Jason	22-Jul-03	Prepare comments on the motion related to the Reclamation Claims.	1.4	\$ 330	\$ 462
Dean, Jason	22-Jul-03	Analyze exhibits attached as part of the Reclamation Claim memo.	1.6	\$ 330	\$ 528
Dean, Jason	22-Jul-03	Prepare comments on the detail related to specific vendor reclamation claims.	1.3	\$ 330	\$ 429
Dean, Jason	22-Jul-03	Reconcile pre-petition tax information provided by the Company.	1.1	\$ 330	\$ 363
Mathews, Cassandra	22-Jul-03	Attend CoreMark financial business plan meeting with S Loretz (CoreMark) and B Loose (Alix Partners).	1.0	\$ 330	\$ 330
Mathews, Cassandra	22-Jul-03	Discuss reclamation claims with J. Mascovitch (Alix Partners).	0.8	\$ 330	\$ 264
Mathews, Cassandra	22-Jul-03	Update schedule of CoreMark income statements trailing twelve months by PSC.	2.2	\$ 330	\$ 726
Pike, William A	22-Jul-03	Prepare comments on the presentation to the Creditors Committee.	0.4	\$ 510	\$ 204

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Name	Date	Description	Time	Hourly Rate	Amount
Pike, William A	22-Jul-03	Review financial information to prepare for discussion with T Kreatschman (Alix Partners) and S Loretz (CoreMark).	1.7	\$ 510	\$ 867
Pike, William A	22-Jul-03	Call with B. Kaufmann (Compass), T. Kreatschman (Alix Partners) and S. Loretz (CoreMark) regarding CoreMark financial projections.	0.9	\$ 510	\$ 459
Pike, William A	22-Jul-03	Call with B. Kaufmann (Compass), T. Kreatschman (Alix Partners) and G. Antholzner (CoreMark) regarding CoreMark historical financials.	0.9	\$ 510	\$ 459
Pike, William A	22-Jul-03	Review analysis on reclamation claims and provide comments.	0.2	\$ 510	\$ 102
Dean, Jason	23-Jul-03	Analyze the revised draft of the Reclamation Claims motion.	1.4	\$ 330	\$ 462
Dean, Jason	23-Jul-03	Research the definition for each of the categories included in the Reclamation Claims exhibits.	1.3	\$ 330	\$ 429
Dean, Jason	23-Jul-03	Prepare a list of Reclamation Claimants from the sample from Alix Partners.	2.6	\$ 330	\$ 858
Dean, Jason	23-Jul-03	Attend meeting with C. Cipione and J. Muskovich (Alix Partners) to discuss the Reclamation Claims process.	0.6	\$ 330	\$ 198
Dean, Jason	23-Jul-03	Analyze additional invoice detail concerning the sample of Reclamation Claimants received from Alix Partners.	2.7	\$ 330	\$ 891
Dean, Jason	23-Jul-03	Discuss several questions with J. Muskovich (Alix Partners) concerning the Reclamation Claims.	0.3	\$ 330	\$ 99
Lattig, Larry	23-Jul-03	Review, read, analyze and make changes to the draft report to the Creditors' Committee.	2.8	\$ 570	\$ 1,596
Lattig, Larry	23-Jul-03	Read, review and comment on draft presentation by Compass to the Creditors' Committee.	1.8	\$ 570	\$ 1,026
Lattig, Larry	23-Jul-03	Read and review the report by Blackstone on behalf of the Debtor, to be made to the Creditors' Committee.	0.9	\$ 570	\$ 513
Mathews, Cassandra	23-Jul-03	Analyze CoreMark June reporting package.	1.2	\$ 330	\$ 396
Mathews, Cassandra	23-Jul-03	Provide guidance on updating CoreMark trailing twelve months calculation for June 03.	1.5	\$ 330	\$ 495

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Name	Date	Description	Time	Hourly Rate	Amount
Mathews, Cassandra	23-Jul-03	Discuss schedule of CoreMark income statements trailing twelve months by PSC with W Loose (Alix Partners).	1.3	\$ 330	\$ 429
Pike, William A	23-Jul-03	Review Compass presentation to Creditors' Committee and compare to prior recovery analysis.	0.9	\$ 510	\$ 459
Davies, Brian	24-Jul-03	Receive status report of potential reclamation claims.	0.9	\$ 450	\$ 405
Davies, Brian	24-Jul-03	Prepare schedule comparing various recovery analyses.	1.8	\$ 450	\$ 810
Davies, Brian	24-Jul-03	Review information received on the U.S. and Canadian tax issue.	1.1	\$ 450	\$ 495
Davies, Brian	24-Jul-03	Review inventory valuation information received from Alix Partners.	1.6	\$ 450	\$ 720
Davies, Brian	24-Jul-03	Review draft summary of proceedings from the August 4 meeting.	1.7	\$ 450	\$ 765
Davies, Brian	24-Jul-03	Provide guidance on M A E calculation information received from the debtor.	1.1	\$ 450	\$ 495
Dean, Jason	24-Jul-03	Discuss additional questions with J. Muskovich (Alix Partners) concerning the Reclamation Claims.	0.6	\$ 330	\$ 198
Dean, Jason	24-Jul-03	Prepare comments regarding Reclamation Claims' detailed information.	2.4	\$ 330	\$ 792
Dean, Jason	24-Jul-03	Create exhibits showing the detailed calculation of the Reclamation Claims as part of the memo.	2.1	\$ 330	\$ 693
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Albuquerque.	0.5	\$ 210	\$ 105
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center Allied Merch Industry Consol.	0.2	\$ 210	\$ 42
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center Arctic Cascade Consolidated.	0.4	\$ 210	\$ 84
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Bakersfield.	0.5	\$ 210	\$ 105
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Corona.	0.5	\$ 210	\$ 105

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Name	Date	Description	Time	Hourly Rate	Amount
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Denver.	0.3	\$ 210	\$ 63
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Fortworth, Grantspass, and Hayward.	1.2	\$ 210	\$ 252
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Las Vegas, Los Angeles, and Portland.	0.9	\$ 210	\$ 189
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Sacramento, Salt Lake City, and Spokane.	1.3	\$ 210	\$ 273
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Chicago, Marshfield, and Altoona.	1.1	\$ 210	\$ 231
Kelkar, Purva	24-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Adel, Lietchfield, and Atlanta.	1.2	\$ 210	\$ 252
Davies, Brian	25-Jul-03	Update recovery analysis schedule.	2.2	\$ 450	\$ 990
Davies, Brian	25-Jul-03	Provide update on the recovery analysis.	0.9	\$ 450	\$ 405
Davies, Brian	25-Jul-03	Draft memo regarding the best interest test assumptions.	1.5	\$ 450	\$ 675
Kelkar, Purva	25-Jul-03	Prepare June 2003 LTM summary for the PSC distribution center located in Plymouth.	0.5	\$ 210	\$ 105
Kelkar, Purva	25-Jul-03	Prepare summary sheet of June LTM figures for all PSC distribution centers.	0.7	\$ 210	\$ 147
Kelkar, Purva	25-Jul-03	Update summary sheet and June LTM figures for comments.	0.4	\$ 210	\$ 84
Mathews, Cassandra	25-Jul-03	Attend weekly asset meeting with M Sharp (Alix Partners).	1.4	\$ 330	\$ 462
Mathews, Cassandra	25-Jul-03	Analyze updated trailing twelve month CoreMark calculation for June 03.	1.6	\$ 330	\$ 528
Pike, William A	25-Jul-03	Review pension valuation summary analysis of CoreMark pension plan.	1.1	\$ 510	\$ 561
Dean, Jason	28-Jul-03	Compile the June 2003 Trailing Twelve Month Income Statement from monthly financial data provided by CoreMark.	2.6	\$ 330	\$ 858
Dean, Jason	28-Jul-03	Analyze monthly financial data provided by CoreMark for the Altoona, Adele and Atlanta Divisions.	1.6	\$ 330	\$ 528

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Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	28-Jul-03	Analyze monthly financial data provided by CoreMark for the Eastern Divisions.	1.2	\$ 330	\$ 396
Dean, Jason	28-Jul-03	Compile a request for additional CoreMark financial information needed to complete the June 2003 trailing twelve month financial statements.	0.8	\$ 330	\$ 264
Dean, Jason	28-Jul-03	Discuss inventory sales with M. Sharp (Alix Partners).	0.3	\$ 330	\$ 99
Dean, Jason	28-Jul-03	Discuss Reclamation Claim procedures with C. Cipione and T. Kreatschman (Alix Partners).	0.4	\$ 330	\$ 132
Dean, Jason	28-Jul-03	Discuss CoreMark financial information with T. Kreatschman (Alix Partners).	0.4	\$ 330	\$ 132
Lattig, Larry	28-Jul-03	Review of Debtors reclamation motion and the supporting documentation regarding submitted claims and reconciliation's.	2.4	\$ 570	\$ 1,368
Pike, William A	28-Jul-03	Discuss reclamation claims analysis with C Cipione and T Kreatschman (Alix Partners).	0.5	\$ 510	\$ 255
Pike, William A	28-Jul-03	Discuss information requests with T Kreatschman (Alix Partners).	0.4	\$ 510	\$ 204
Pike, William A	28-Jul-03	Conference call with M Genereaux, F Hufford, (Blackstone), T Kreatschman (Alix Partners), B Kaufmann, H Tepner, N Gottdiener (Compass) regarding the Blackstone recovery analysis and strategic alternatives.	0.9	\$ 510	\$ 459
Dean, Jason	29-Jul-03	Analyze additional invoice detail concerning the sample of Reclamation Claimants received from Alix Partners.	2.1	\$ 330	\$ 693
Dean, Jason	29-Jul-03	Discuss additional questions with J. Muskovich (Alix Partners) concerning the Reclamation Claims.	0.3	\$ 330	\$ 99
Dean, Jason	29-Jul-03	Analyze additional invoice detail concerning the sample of Reclamation Claimants received from Alix Partners.	1.5	\$ 330	\$ 495
Dean, Jason	29-Jul-03	Analyze the Reclamation Claim listing of 611 Claimants to determine which claims Fleming was unable to find matching purchase order information for.	2.6	\$ 330	\$ 858

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Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	29-Jul-03	Analyze the Reclamation Claim listing of 611 Claimants to determine which Claimants were Critical Trade Vendors.	1.1	\$ 330	\$ 363
Dean, Jason	29-Jul-03	Analyze the Reclamation Claim listing of 611 Claimants to determine which Claimants were Trade Lien Vendors.	2.1	\$ 330	\$ 693
Pike, William A	29-Jul-03	Meet with M. Scott, T. Kreatschman (Alix Partners) and D. Willis (A&M) regarding proposed settlement of trust fund claim.	0.8	\$ 510	\$ 408
Pike, William A	29-Jul-03	Review analysis of potential claims with respect to proposed settlement of trust fund claim (Sara Lee) and summarize in memorandum.	0.7	\$ 510	\$ 357
Pike, William A	29-Jul-03	Analyze terms of Material Adverse Event with respect to the C&S proposed sale and analysis provided by Debtor.	1.8	\$ 510	\$ 918
Pike, William A	29-Jul-03	Prepare analysis of MAE calculation with respect to the C&S proposed sale.	1.6	\$ 510	\$ 816
Davies, Brian	30-Jul-03	Conference call with Compass and Blackstone to discuss CoreMark.	1.1	\$ 450	\$ 495
Davies, Brian	30-Jul-03	Provide guidance on cigarette tax related issues.	0.8	\$ 450	\$ 360
Davies, Brian	30-Jul-03	Provide comments on recovery assessment with updated assumptions.	1.4	\$ 450	\$ 630
Davies, Brian	30-Jul-03	Review MAE calculations.	0.3	\$ 450	\$ 135
Davies, Brian	30-Jul-03	Review various real property lease rejection motions.	1.5	\$ 450	\$ 675
Dean, Jason	30-Jul-03	Analyze the Reclamation Claim listing of 611 Claimants to determine which 10/20 asserted the greatest amount.	2.3	\$ 330	\$ 759
Dean, Jason	30-Jul-03	Analyze the Reclamation Claim listing of 611 Claimants to determine which 10/20 failed to provide adequate electronic detail.	2.1	\$ 330	\$ 693
Dean, Jason	30-Jul-03	Analyze the Reclamation Claim listing of 611 Claimants to determine which Claimants did not provide an assertion amount.	1.3	\$ 330	\$ 429

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Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	30-Jul-03	Summarize Reclamation Claims for reference at the Creditors' Committee Meeting.	1.8	\$ 330	\$ 594
Dean, Jason	30-Jul-03	Analyze the pre-petition tax information to determine size of payments.	1.3	\$ 330	\$ 429
Dean, Jason	30-Jul-03	Analyze motion to compel Fleming to pay post-petition rental payments to various landlords.	0.4	\$ 330	\$ 132
Pike, William A	30-Jul-03	Call with T. Morrow (CoreMark) regarding status update of tax litigation.	0.5	\$ 510	\$ 255
Pike, William A	30-Jul-03	Review and revise memo regarding analysis of proposed alleged trust fund claim settlement.	1.1	\$ 510	\$ 561
Pike, William A	30-Jul-03	Call with M. Morris (Milbank) regarding proposed settlement of alleged trust fund claim.	0.1	\$ 510	\$ 51
Pike, William A	30-Jul-03	Review analysis of pre-petition taxes owed.	1.4	\$ 510	\$ 714
Pike, William A	30-Jul-03	Review bids for Fleming assets regarding Piggly Wiggly.	1.0	\$ 510	\$ 510
Pike, William A	30-Jul-03	Conference call with Blackstone and Compass regarding draft analysis of creditor recoveries.	1.0	\$ 510	\$ 510
Pike, William A	30-Jul-03	Discussion with J. Skidmore (Pepper) regarding motion to reject lease.	0.2	\$ 510	\$ 102
Pike, William A	30-Jul-03	Discussion with A. Jhavar (Apollo) regarding proposed treatment of parties under draft plan.	0.5	\$ 510	\$ 255
Pike, William A	30-Jul-03	Review comments regarding recoveries under proposed draft plan.	0.2	\$ 510	\$ 102
Pike, William A	30-Jul-03	Review Apollo analysis of potential recoveries under proposed plan.	1.3	\$ 510	\$ 663
Davies, Brian	31-Jul-03	Provide guidance on performance analysis and EBITDA calculation.	1.6	\$ 450	\$ 720
Davies, Brian	31-Jul-03	Prepare P/L summary schedule.	1.4	\$ 450	\$ 630
Davies, Brian	31-Jul-03	Review cash budget to actual analysis and prepare schedule.	1.7	\$ 450	\$ 765
Dean, Jason	31-Jul-03	Analyze the pre-petition tax information to determine where payments fell in the cash flow forecast.	2.1	\$ 330	\$ 693
Dean, Jason	31-Jul-03	Read and analyze the most recent customer defection report for Fleming.	0.7	\$ 330	\$ 231

EXHIBIT C3

Fleming Companies, Inc., et al.
Financial and Company Analysis
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Pike, William A	31-Jul-03	Review and analyze 16 week cash flow (detailed) provided by Blackstone, and review claims listed.	2.1	\$ 510	\$ 1,071
Pike, William A	31-Jul-03	Discuss analysis of reclamation claims with T Kreatschman (Alix Partners).	0.1	\$ 510	\$ 51
Pike, William A	31-Jul-03	Review request list and call agenda prepared by B Kaufmann (Compass).	0.2	\$ 510	\$ 102
Pike, William A	31-Jul-03	Discussion with B Kaufmann regarding cash flow request list and call agenda.	0.6	\$ 510	\$ 306
Pike, William A	31-Jul-03	Review reclamation claim motion and debtors approach to analysis.	0.8	\$ 510	\$ 408
Pike, William A	31-Jul-03	Discuss reclamation claim analysis with J Muscovitch (Alix Partners).	0.7	\$ 510	\$ 357
Pike, William A	31-Jul-03	Review memo and revised analysis of reclamation claims and provide comments.	1.1	\$ 510	\$ 561
Total			<u>412.1</u>		<u>\$ 167,220</u>

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Dean, Jason	01-Jul-03	Analyze the proposed stipulations of the Stay Program for Fleming.	1.9	\$ 330	\$ 627
Dean, Jason	01-Jul-03	Analyze the employees list to be included in the Stay Program.	1.4	\$ 330	\$ 462
Dean, Jason	01-Jul-03	Develop a list of questions regarding the first draft of the Stay Program to be addressed by the Company.	1.3	\$ 330	\$ 429
Dean, Jason	01-Jul-03	Discuss the Stay Program with B. Roof, T. Kreatschman (Alix Partners) and D. Willis (A&M).	0.7	\$ 330	\$ 231
Dean, Jason	01-Jul-03	Discuss the Stay Program with D. Nygard (KPMG).	0.3	\$ 330	\$ 99
Dean, Jason	01-Jul-03	Analyze a draft of the Stay Program motion to be filed with the Bankruptcy Court.	1.2	\$ 330	\$ 396
Dean, Jason	01-Jul-03	Prepare comments from the above meetings regarding the Stay Program.	2.1	\$ 330	\$ 693
Nygard, David	01-Jul-03	Analyze the Stay Bonus Plan.	1.0	\$ 510	\$ 510
Nygard, David	01-Jul-03	Discuss the Stay Program with J Dean (KPMG).	0.3	\$ 510	\$ 153
Barker, Nathaniel	02-Jul-03	Review stay program detail.	0.7	\$ 510	\$ 357
DaSilva, Tony	02-Jul-03	Prepare comments regarding the filing of stay plan objection.	1.0	\$ 600	\$ 600
David M. Nygard	02-Jul-03	Review and analyze the objection filing regarding stay plan.	1.7	\$ 510	\$ 867
David M. Nygard	02-Jul-03	Prepare comments on stay plan.	1.7	\$ 510	\$ 867
Dean, Jason	02-Jul-03	Analyze the second revision of the Company's proposed Stay Program.	2.3	\$ 330	\$ 759
Dean, Jason	02-Jul-03	Develop a list of questions regarding the Company's proposed Stay Program to be addressed.	1.5	\$ 330	\$ 495
Dean, Jason	02-Jul-03	Attend meeting with T. Kreatschman (Alix Partners), B. May, D. Jerome (Fleming), A. Hede and D. Willis (A&M), to discuss the Company's proposed Stay Program.	0.9	\$ 330	\$ 297
Dean, Jason	02-Jul-03	Prepare and send comments regarding the Stay Program.	2.7	\$ 330	\$ 891
David M. Nygard	03-Jul-03	Prepare comments regarding the draft stay bonus report.	2.1	\$ 510	\$ 1,071
David M. Nygard	03-Jul-03	Prepare comments regarding the filing of the stay plan motion.	1.6	\$ 510	\$ 816

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
David M. Nygard	03-Jul-03	Review and revise draft stay bonus report.	2.2	\$ 510	\$ 1,122
David M. Nygard	03-Jul-03	Update analysis and report regarding stay bonus plan.	1.5	\$ 510	\$ 765
Lattig, Larry	06-Jul-03	Work with the Debtor's financial advisors on the proposed KERP plan.	0.9	\$ 570	\$ 513
Barker, Nathaniel	07-Jul-03	Call with T. Kreatschman (Alix Partners) on KERP.	1.0	\$ 510	\$ 510
Barker, Nathaniel	07-Jul-03	Call with D. Nygard and B. Davies (KPMG) on stay program and required analysis.	0.8	\$ 510	\$ 408
Barker, Nathaniel	07-Jul-03	Review stay program detail.	1.2	\$ 510	\$ 612
Barker, Nathaniel	07-Jul-03	Review motion on severance.	0.4	\$ 510	\$ 204
Barker, Nathaniel	07-Jul-03	Call with L. Mandel (Milbank) on stay program.	0.3	\$ 510	\$ 153
DaSilva, Tony	07-Jul-03	Prepare comments regarding stay bonus plan.	1.2	\$ 600	\$ 720
DaSilva, Tony	07-Jul-03	Prepare comments in preparation for Creditors' Committee meeting on stay program.	0.8	\$ 600	\$ 480
David M. Nygard	07-Jul-03	Prepare comments regarding stay bonus plan.	1.2	\$ 510	\$ 612
David M. Nygard	07-Jul-03	Prepare comments in preparation for Creditors' Committee meeting.	1.4	\$ 510	\$ 714
David M. Nygard	07-Jul-03	Review and revise KERP proposal analysis.	1.5	\$ 510	\$ 765
Davies, Brian	07-Jul-03	Telephone call with D. Nygard and N Barker (KPMG) on stay program and required analysis.	0.8	\$ 450	\$ 360
Davies, Brian	07-Jul-03	Review and comment on the debtors' KERP.	1.1	\$ 450	\$ 495
Davies, Brian	07-Jul-03	Conference call with Alix Partners regarding proposed stay program.	0.8	\$ 450	\$ 360
Davies, Brian	07-Jul-03	Review draft of the stay Program presentation.	0.9	\$ 450	\$ 405
Dean, Jason	07-Jul-03	Conference call with Alix Partners regarding the proposed stay program.	0.8	\$ 330	\$ 264
Dean, Jason	07-Jul-03	Prepare comments regarding Stay Program findings.	2.2	\$ 330	\$ 726
Dean, Jason	07-Jul-03	Review and analyze report compiled by KPMG concerning the Stay Program.	1.0	\$ 330	\$ 330

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Nygard, David	07-Jul-03	Discussion of stay program and analysis with N Barker and B Davies (KPMG).	0.8	\$ 510	\$ 408
Barker, Nathaniel	08-Jul-03	Meet with T. Kreatschman (Alix Partners) on stay program plan.	0.8	\$ 510	\$ 408
Barker, Nathaniel	08-Jul-03	Update L Lattig (KPMG) on stay program and recommendations for Committee.	1.2	\$ 510	\$ 612
Barker, Nathaniel	08-Jul-03	Review draft of KPMG severance plan analysis and edit.	1.1	\$ 510	\$ 561
Barker, Nathaniel	08-Jul-03	Revise severance report.	1.7	\$ 510	\$ 867
Davies, Brian	08-Jul-03	Review the PBGC data received from the compensation and benefits group.	1.4	\$ 450	\$ 630
Barker, Nathaniel	09-Jul-03	Edit and finalize stay program report.	1.5	\$ 510	\$ 765
Barker, Nathaniel	09-Jul-03	Review and analyze revised stay program detail.	1.4	\$ 510	\$ 714
DaSilva, Tony	09-Jul-03	Review and analyze stay bonus report.	1.0	\$ 600	\$ 600
David M. Nygard	09-Jul-03	Review and revise analysis and report regarding stay bonus plan.	1.4	\$ 510	\$ 714
David M. Nygard	09-Jul-03	Review and analyze stay bonus report.	0.4	\$ 510	\$ 204
Davies, Brian	09-Jul-03	Edit final draft of the KERP presentation.	1.7	\$ 450	\$ 765
Davies, Brian	09-Jul-03	Receive guidance on the analysis of the KERP and its financial impact on the estate.	0.9	\$ 450	\$ 405
Barker, Nathaniel	10-Jul-03	Prepare for Committee call and presentation on KERP.	1.3	\$ 510	\$ 663
Barker, Nathaniel	10-Jul-03	Review supplemental data on stay program.	1.6	\$ 510	\$ 816
Barker, Nathaniel	10-Jul-03	Prepare document on recommended changes and send to KERP subcommittee.	2.2	\$ 510	\$ 1,122
DaSilva, Tony	10-Jul-03	Prepare comments regarding status of severance and KERP.	1.1	\$ 600	\$ 660
DaSilva, Tony	10-Jul-03	Review and revise stay bonus analysis.	1.4	\$ 600	\$ 840
DaSilva, Tony	10-Jul-03	Review and analyze draft of stay bonus report.	0.8	\$ 600	\$ 480
David M. Nygard	10-Jul-03	Prepare comments regarding status of severance and KERP.	1.1	\$ 510	\$ 561
Davies, Brian	10-Jul-03	Summarize stay program costs.	2.1	\$ 450	\$ 945
Barker, Nathaniel	11-Jul-03	Conference call with KERP subcommittee on stay program recommendations.	0.8	\$ 510	\$ 408

EXHIBIT C4

Fleming Companies, Inc., et al.
Key Employee Retention Plan (KERP)
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Barker, Nathaniel	11-Jul-03	Prepare comments on stay program and forward recommendations to Debtor.	1.5	\$ 510	\$ 765
Davies, Brian	11-Jul-03	Provide guidance on analysis of the service levels.	0.8	\$ 450	\$ 360
Davies, Brian	11-Jul-03	Draft and amend counter proposal memo to the KERP.	1.2	\$ 450	\$ 540
Barker, Nathaniel	14-Jul-03	Call with T. Kreatschman (Alix Partners), and P. Wilmott (FLM) on stay program.	1.0	\$ 510	\$ 510
Barker, Nathaniel	14-Jul-03	Analyze stay program detail and alternatives.	1.8	\$ 510	\$ 918
Barker, Nathaniel	14-Jul-03	Draft correspondence to L. Lattig (KPMG) on stay program and recommendations for Committee.	1.5	\$ 510	\$ 765
Barker, Nathaniel	14-Jul-03	Call with T. Kreatschman on stay program.	0.3	\$ 510	\$ 153
Lattig, Larry	14-Jul-03	Conference call with Company management and representatives of Alix Partners to discuss proposed changes to the proposed KERP.	0.9	\$ 570	\$ 513
Lattig, Larry	14-Jul-03	Prepare comments on agreement on KERP related issues.	2.3	\$ 570	\$ 1,311
Barker, Nathaniel	15-Jul-03	Call with L. Mandel (Milbank) on stay program.	0.3	\$ 510	\$ 153
Barker, Nathaniel	15-Jul-03	Analyze stay program detail and alternatives.	1.2	\$ 510	\$ 612
Lattig, Larry	15-Jul-03	Work with staff and representatives of Alix Partners and counsel to the Creditors' Committee issues surrounding the proposed KERP.	2.7	\$ 570	\$ 1,539
Total			<u>91.6</u>		<u>\$ 43,425</u>

EXHIBIT C5

Fleming Companies, Inc., et al.
Fee Applications
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount
Rychalsky, David	02-Jul-03	Prepare, review, and edit April monthly statement	2.1	\$ 120	\$ 252
Davies, Brian	07-Jul-03	Review April fee statement time detail.	1.8	\$ 450	\$ 810
Davies, Brian	07-Jul-03	Review April fee statement expense detail.	1.8	\$ 450	\$ 810
Dean, Jason	07-Jul-03	Compile time detail for the May 2003 Fleming Fee Application.	2.8	\$ 330	\$ 924
Dean, Jason	07-Jul-03	Compile time detail for the May 2003 Fleming Fee Application.	1.8	\$ 330	\$ 594
Rychalsky, David	07-Jul-03	Prepare, review, and edit May monthly statement	2.4	\$ 120	\$ 288
Mathews, Cassandra	08-Jul-03	Analyze and prepare comments on the April Fee Application.	1.0	\$ 330	\$ 330
Davies, Brian	17-Jul-03	Review first interim fee statement expense schedule.	2.1	\$ 450	\$ 945
Davies, Brian	18-Jul-03	Review and edit the first interim fee statement.	2.6	\$ 450	\$ 1,170
Davies, Brian	21-Jul-03	Edit final draft of the April fee statement.	1.1	\$ 450	\$ 495
Davies, Brian	22-Jul-03	Review the May fee statement.	2.1	\$ 450	\$ 945
Mathews, Cassandra	22-Jul-03	Prepare comments for April Fee Application.	3.0	\$ 330	\$ 990
Rychalsky, David	22-Jul-03	Prepare, review, and edit June monthly statement	2.8	\$ 120	\$ 336
Davies, Brian	25-Jul-03	Review compensation and benefits detailed time for inclusion in the June fee statement.	2.1	\$ 450	\$ 945
Davies, Brian	25-Jul-03	Review compensation and benefits June expense schedule.	0.4	\$ 450	\$ 180
Total			<u>29.9</u>		<u>\$ 10,014</u>

EXHIBIT C6

Fleming Companies, Inc., et al.
Travel
July 1, 2003 through July 31, 2003

Name	Date	Description	Time	Hourly Rate	Amount	
Mathews, Cassandra	03-Jul-03	Travel from Dallas, TX to Chicago, IL	2.0	\$ 330	\$	660 travel
Mathews, Cassandra	07-Jul-03	Travel from Chicago IL to Dallas, TX	2.0	\$ 330	\$	660 travel
Barker, Nathaniel	08-Jul-03	Travel from Hartford, CT to Dallas, TX.	4.0	\$ 510	\$	2,040 travel
Davies, Brian	08-Jul-03	Travel from Boston, MA to Dallas, TX.	5.0	\$ 450	\$	2,250 travel
Barker, Nathaniel	10-Jul-03	Travel from Dallas, TX to Hartford, CT.	4.0	\$ 510	\$	2,040 travel
Davies, Brian	11-Jul-03	Travel from Dallas, TX to Boston, MA	5.0	\$ 450	\$	2,250 travel
Mathews, Cassandra	11-Jul-03	Travel from Dallas, TX to Chicago, IL	2.0	\$ 330	\$	660 travel
Mathews, Cassandra	14-Jul-03	Travel from Chicago, IL to Dallas, TX	2.0	\$ 330	\$	660 travel
Barker, Nathaniel	16-Jul-03	Travel from Hartford, CT to Dallas, TX.	4.0	\$ 510	\$	2,040 travel
Davies, Brian	16-Jul-03	Travel from Boston, MA to Dallas, TX.	4.0	\$ 450	\$	1,800 travel
Johnson, Brent	16-Jul-03	Travel from Chicago, IL to Dallas, TX	2.0	\$ 360	\$	720 travel
Barker, Nathaniel	18-Jul-03	Travel from Dallas, TX to Hartford, CT.	4.0	\$ 510	\$	2,040 travel
Davies, Brian	18-Jul-03	Travel from Dallas, TX to Boston, MA	4.0	\$ 450	\$	1,800 travel
Johnson, Brent	18-Jul-03	Travel from Dallas, TX to Chicago, IL	2.0	\$ 360	\$	720 travel
Mathews, Cassandra	18-Jul-03	Travel from Dallas, TX to Chicago, IL	2.0	\$ 330	\$	660 travel
Barker, Nathaniel	21-Jul-03	Travel to from Hartford, CT to Dallas, TX	4.0	\$ 510	\$	2,040 travel
Davies, Brian	21-Jul-03	Travel from Boston, MA to Dallas, TX.	4.0	\$ 450	\$	1,800 travel
Mathews, Cassandra	21-Jul-03	Travel from Chicago IL to Dallas, TX	2.0	\$ 330	\$	660 travel
Pike, William A	21-Jul-03	Travel from Boston, MA to Dallas, TX.	4.0	\$ 510	\$	2,040 travel
Barker, Nathaniel	22-Jul-03	Travel from Dallas, TX to New York, NY.	3.5	\$ 510	\$	1,785 travel
Davies, Brian	22-Jul-03	Travel from Dallas, TX to New York, NY.	2.5	\$ 450	\$	1,125 travel
Barker, Nathaniel	23-Jul-03	Travel from New York, NY to Springfield, MA.	2.0	\$ 510	\$	1,020 travel
Davies, Brian	23-Jul-03	Travel from New York, NY to Boston, MA.	2.0	\$ 450	\$	900 travel
Mathews, Cassandra	23-Jul-03	Travel from Dallas, TX to Chicago, IL	2.0	\$ 330	\$	660 travel
Pike, William A	28-Jul-03	Travel from Boston, MA to Dallas, TX.	4.0	\$ 510	\$	2,040 travel
Davies, Brian	31-Jul-03	Travel from Dallas, TX to Boston, MA	5.0	\$ 450	\$	2,250 travel
Sub-Total			<u>83.0</u>		\$	37,320
Less: 50% of charges incurred					\$	(18,660)
Total					<u>\$</u>	<u>18,660</u>

EXHIBIT D1

Fleming Companies, Inc., et al.
Summary of Expenses
July 1, 2003 through July 31, 2003

Name	Date	Description	Amount
<i>Air:</i>			
Mathews,Cassandra E	30-Jun-03	Roundtrip coach fare from Chicago, IL to Dallas, TX	\$ 943
Mathews,Cassandra E	07-Jul-03	Roundtrip coach fare from Chicago, IL to Dallas, TX	\$ 951
Davies,Brian	08-Jul-03	Roundtrip coach fare from Boston, MA to Dallas, TX	\$ 1,433
Barker,Nathaniel A	08-Jul-03	Roundtrip coach fare from Hartford, CT to Dallas, TX	\$ 1,385
Mathews,Cassandra E	14-Jul-03	Roundtrip coach fare from Chicago, IL to Dallas, TX	\$ 943
Davies,Brian	16-Jul-03	Roundtrip coach fare from Boston, MA to Dallas, TX	\$ 1,484
Barker,Nathaniel A	16-Jul-03	Roundtrip coach fare from Hartford, CT to Dallas, TX	\$ 1,385
Mathews,Cassandra E	21-Jul-03	Roundtrip coach fare from Chicago, IL to Dallas, TX	\$ 943
Davies,Brian	21-Jul-03	Multi-city coach fare from Boston, MA to Dallas, TX to New York, NY to Boston, MA	\$ 1,524
Barker,Nathaniel A	21-Jul-03	Roundtrip coach fare from Hartford, CT to Dallas, TX	\$ 1,367
Lattig,Larry H.	22-Jul-03	Roundtrip coach fare from Dallas, TX to New York, NY	\$ 1,347
Johnson,Brent E.	26-Jul-03	Roundtrip coach fare from Chicago, IL to Dallas, TX	\$ 642
Pike,William A.	28-Jul-03	Roundtrip coach fare from Boston, MA to Dallas, TX	\$ 1,484
Davies,Brian	30-Jul-03	Roundtrip coach fare from Chicago, IL to Dallas, TX	\$ 1,214

Subtotal - Air

\$ 17,045

Ground Transportation:

Lattig,Larry H.	03-Jun-03	Taxi from airport to home	\$ 56
Lattig,Larry H.	03-Jun-03	Taxi from home to airport	\$ 56
Mathews,Cassandra E	30-Jun-03	Taxi from home to airport	\$ 33
Mathews,Cassandra E	03-Jul-03	Rental car- 4 days	\$ 282
Mathews,Cassandra E	03-Jul-03	Taxi from airport to home	\$ 35
Mathews,Cassandra E	07-Jul-03	Taxi from airport to client site	\$ 30
Mathews,Cassandra E	07-Jul-03	Taxi from home to airport	\$ 34
Davies,Brian	08-Jul-03	Rental Car - 4 days	\$ 270
Barker,Nathaniel A	10-Jul-03	Airport Parking - 3 days	\$ 33
Barker,Nathaniel A	10-Jul-03	Taxi from client site to airport	\$ 28
Mathews,Cassandra E	11-Jul-03	Taxi from airport to home	\$ 35
Davies,Brian	11-Jul-03	Airport Parking - 4 days	\$ 96
Mathews,Cassandra E	14-Jul-03	Taxi from home to airport	\$ 33
Johnson,Brent E.	16-Jul-03	Taxi from airport to client site	\$ 26
Johnson,Brent E.	16-Jul-03	Taxi from home to airport	\$ 38
Davies,Brian	16-Jul-03	Airport Parking - 3 days	\$ 72
Barker,Nathaniel A	16-Jul-03	Taxi from home to airport	\$ 70
Mathews,Cassandra E	18-Jul-03	Taxi from airport to home	\$ 35
Mathews,Cassandra E	18-Jul-03	Rental Car - 5 days	\$ 384
Johnson,Brent E.	18-Jul-03	Taxi from airport to home	\$ 36
Johnson,Brent E.	18-Jul-03	Taxi from client site to airport	\$ 26
Barker,Nathaniel A	18-Jul-03	Taxi from airport to home	\$ 65
Barker,Nathaniel A	18-Jul-03	Rental car- 3 days	\$ 203
Mathews,Cassandra E	21-Jul-03	Taxi from airport to client site	\$ 25

EXHIBIT D1

Fleming Companies, Inc., et al. Summary of Expenses July 1, 2003 through July 31, 2003

Name	Date	Description	Amount
Mathews,Cassandra E	21-Jul-03	Taxi from home to airport	\$ 35
Barker,Nathaniel A	21-Jul-03	Taxi from home to airport	\$ 75
Lattig,Larry H.	22-Jul-03	Taxi from airport to hotel	\$ 30
Lattig,Larry H.	22-Jul-03	Taxi from hotel to meeting with Fleming	\$ 20
Davies,Brian	22-Jul-03	Airport Parking - 3 days	\$ 72
Barker,Nathaniel A	22-Jul-03	Taxi from client site to airport	\$ 28
Pike,William A.	23-Jul-03	Rental car- 3 days	\$ 201
Mathews,Cassandra E	23-Jul-03	Taxi from client site to airport	\$ 30
Mathews,Cassandra E	23-Jul-03	Taxi from airport to home	\$ 35
Barker,Nathaniel A	23-Jul-03	Taxi from train station to home	\$ 42
Barker,Nathaniel A	23-Jul-03	One way train ticket from New York, NY to Springfield, MA	\$ 54
Pike,William A.	24-Jul-03	Airport Parking - 4 days	\$ 96
Davies,Brian	24-Jul-03	One way train ticket from New York, NY to Boston, MA	\$ 128
Davies,Brian	29-Jul-03	Taxi from airport to client site	\$ 29

Subtotal - Ground Transportation

\$ 2,876

Lodging:

Mathews,Cassandra E	03-Jul-03	Lodging for 3 nights in Dallas, TX	\$ 481
Davies,Brian	08-Jul-03	Lodging for 3 nights in Lewisville, TX	\$ 572
Barker,Nathaniel A	08-Jul-03	Lodging for 3 nights in Lewisville, TX	\$ 575
Mathews,Cassandra E	11-Jul-03	Lodging for 4 nights in Dallas, TX	\$ 722
Barker,Nathaniel A	16-Jul-03	Lodging for 2 nights in Grapevine, TX	\$ 321
Mathews,Cassandra E	18-Jul-03	Lodging for 4 nights in Dallas, TX	\$ 641
Johnson,Brent E.	18-Jul-03	Lodging for 2 nights in Dallas, TX	\$ 454
Davies,Brian	22-Jul-03	Lodging for 1 night in Dallas, TX	\$ 205
Barker,Nathaniel A	22-Jul-03	Lodging for 1 night in Grapevine, TX	\$ 169
Pike,William A.	23-Jul-03	Lodging for 2 nights in Dallas, TX	\$ 338
Mathews,Cassandra E	23-Jul-03	Lodging for 2 nights in Dallas, TX	\$ 338
Lattig,Larry H.	23-Jul-03	Lodging for 1 night in New York, NY	\$ 263
Barker,Nathaniel A	23-Jul-03	Lodging for 1 night in New York, NY	\$ 275

Subtotal - Lodging

\$ 5,354

Meals:

Mathews,Cassandra E	02-Jul-03	Out of town dinner expense	\$ 26
Mathews,Cassandra E	03-Jul-03	Out of town dinner expense	\$ 26
Mathews,Cassandra E	07-Jul-03	Out of town dinner expense	\$ 27
Barker,Nathaniel A	08-Jul-03	Out of town dinner for 4 people	\$ 122
Mathews,Cassandra E	09-Jul-03	Out of town dinner expense	\$ 24
Barker,Nathaniel A	09-Jul-03	Out of town dinner for 3 people	\$ 111
Mathews,Cassandra E	10-Jul-03	Out of town dinner for 2 people	\$ 45
Davies,Brian	11-Jul-03	Out of town dinner expense	\$ 22
Mathews,Cassandra E	14-Jul-03	Out of town dinner expense	\$ 24
Mathews,Cassandra E	15-Jul-03	Out of town dinner expense	\$ 26

EXHIBIT D1

Fleming Companies, Inc., et al.
Summary of Expenses
July 1, 2003 through July 31, 2003

Name	Date	Description	Amount
Johnson,Brent E.	16-Jul-03	Out of town dinner expense	\$ 22
Barker,Nathaniel A	16-Jul-03	Out of town dinner for 4 people	\$ 111
Johnson,Brent E.	17-Jul-03	Out of town dinner expense	\$ 13
Barker,Nathaniel A	17-Jul-03	Out of town dinner for 2 people	\$ 47
Mathews,Cassandra E	18-Jul-03	Out of town dinner expense	\$ 10
Johnson,Brent E.	18-Jul-03	Out of town dinner expense	\$ 26
Pike,William A.	21-Jul-03	Out of town dinner for 4 people	\$ 200
Pike,William A.	22-Jul-03	Out of town dinner for 2 people	\$ 41
Lattig,Larry H.	22-Jul-03	Out of town dinner expense	\$ 25
Davies,Brian	22-Jul-03	Out of town dinner for 2 people	\$ 48
Pike,William A.	23-Jul-03	Out of town dinner expense	\$ 14
Lattig,Larry H.	23-Jul-03	Out of town dinner for 3 people	\$ 86
<i>Subtotal - Meals</i>			<u>\$ 1,096</u>
<i>Other:</i>			
Mathews,Cassandra E	03-Jul-03	E-mail connection at hotel	\$ 11
Pike,William A.	23-Jul-03	E-mail connection at hotel	\$ 11
Lattig,Larry H.	23-Jul-03	Fax and printer charges at hotel	\$ 21
Lattig,Larry H.	23-Jul-03	E-mail connection at hotel	\$ 13
Lattig,Larry H.	23-Jul-03	E-mail connection at hotel	\$ 11
<i>Subtotal - Other</i>			<u>\$ 67</u>
Total Expenses			<u><u>\$ 26,438</u></u>