EXHIBIT A

November 25, 2003

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

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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

Inv.# 2715625

IN THE MATTER OF **Adversary Proceedings & Contested Matter**
File No. 40575-0003

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	$ 290,526.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	$ 15,966.74
Total for legal services rendered and expenses incurred	$ 306,493.24

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Janet S Baer	.20	625.00	125.00
Richard S Berger	28.20	625.00	17,625.00
Steven E Bledsoe	9.30	500.00	4,650.00
Damian D Capozzola	146.10	410.00	59,901.00
Shirley S Cho	17.40	445.00	7,743.00
J Drew Diamond	61.00	375.00	22,875.00
Melissa M Dulac	4.00	345.00	1,380.00
Christopher Frost	46.20	395.00	18,249.00
Evan R Gartenlaub	2.40	385.00	924.00
Marjon E Ghasemi	2.20	385.00	847.00
William H Grignon	.50	225.00	112.50
Bryan D Hull	6.60	225.00	1,485.00
Steven R Kotarba	11.00	420.00	4,620.00
Peter J Leeson, IV	18.80	345.00	6,486.00
Eric C Liebeler	73.70	525.00	38,692.50
Sydne J Michel	78.80	420.00	33,096.00
Andrew E Paris	.30	455.00	136.50
Haleh Rahjoo	1.90	345.00	655.50
Geoffrey A Richards	3.50	460.00	1,610.00
Andrew R Running	.50	510.00	255.00
Romana O Samad	3.00	225.00	675.00
Laura Thomas	87.30	345.00	30,118.50
Becca Wahlquist	29.30	310.00	9,083.00
Richard L Wynne	9.40	670.00	6,298.00
James M Celeski	20.50	105.00	2,152.50
Frank A Chavez	1.00	90.00	90.00
Andrew J Groesch	6.60	190.00	1,254.00
Antoinette Huerta	107.10	90.00	9,639.00
Michael Najjarpour	5.70	105.00	598.50
Denise Wymore	11.30	210.00	2,373.00
Edgar I Yep	46.20	90.00	4,158.00
Julia Galyen	2.80	255.00	714.00
Eric V Stone	5.00	165.00	825.00
James R Strohl	7.20	150.00	1,080.00
Total	855.00		$ 290,526.50

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Description of Legal Services

Date	Hours	Name	Description
10/01/03	.80	Shirley S Cho	Office conference with S. Bledsoe re pending adversary action (.5); telephone conference with S. Bledsoe, R. Wynne, and L. Jones re same (.3).
10/01/03	.70	James R Strohl	Retrieve and circulate memorandum to G. Richards and J. Baer re memorandum discussing similar issues raised in Fleming bankruptcy.
10/01/03	.40	James R Strohl	Review Ellis adversary re complaint (.3); e-mail correspondence with D. Diamond re same (.1).
10/01/03	.20	Laura Thomas	Conference with S. McFarland re entry in docket on DSD appeal.
10/01/03	.60	Laura Thomas	Correspond with V. Buchanan, R. Cobb and M. Benedict re discovery and scheduling for BHB and Memorial (.3); revise discovery schedule (.3).
10/01/03	.50	Laura Thomas	Correspond with S. Cho re jurisdiction in PriceChoppers case (.3); correspond with R. Cobb re PriceChoppers and C&S' note (.2).
10/01/03	.20	Richard S Berger	Telephone conference with R. Wynne re Creditors' Omnibus Motion.
10/01/03	5.30	Steven E Bledsoe	Review and analyze fraudulent transfer claims by Dunigan Fuels' creditors and formulate strategy for responding to same.
10/01/03	2.50	Damian D Capozzola	Correspond and analyze deduction and collection issues with M. Scott (.7); analyze and correspond re Oklahoma retailers (.3); analyze American Greetings settlement issues and revise settlement agreement (.8); analyze Wilbur Rock motion to lift stay (.7).

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Date	Hours	Name	Description
10/01/03	2.50	J Drew Diamond	Analyze pleadings in preparation for motion to dismiss the Manis Kentucky action.
10/01/03	2.40	Geoffrey A Richards	Prepare for and participate in securities litigation telephone conference.
10/01/03	1.20	Sydne J Michel	Draft and revise K3RD/5 Rivers agreements.
10/01/03	1.40	Sydne J Michel	Draft and revise release sections in C&S settlement agreements.
10/01/03	.30	Sydne J Michel	Review and analyze agenda items for October 2, hearing (.2); draft correspondence to R. Berger re Certain Retailers Omnibus motion (.1).
10/01/03	1.40	Sydne J Michel	Draft and revise Fox Foods settlement agreement with K. Richesson and B. Folse revisions.
10/01/03	.60	Sydne J Michel	Draft correspondence to B. Folse re K3RD/5 Rivers settlement agreements (.4); draft correspondence to J. Grey re same (.1); draft memorandum to M. Toyloy re same (.1).
10/01/03	.80	Sydne J Michel	Draft and respond to correspondence from D. Clark re Fox Foods settlement agreement revisions.
10/02/03	.50	Edgar I Yep	Prepare Pro Hac Vice application for Chris Frost and send it via email to Pachulski for court filing (.2); review/edit stipulations prepared by L. Thomas (.3).
10/02/03	.20	Janet S Baer	Review Stop & Go 9019 motion.
10/02/03	.40	Shirley S Cho	Research re Dunigan Fuels adversary complaint (.3); review email correspondences from C. Birchette and D. Capozzola re adversary complaints (.1).

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Date	Hours	Name	Description
10/02/03	.20	Laura Thomas	Review DSD appeal file and send information to S. McFarland.
10/02/03	.90	Laura Thomas	Revise and send out stipulations on BHB and Memorial (.6); correspond with counsel re same (.3).
10/02/03	7.00	Damian D Capozzola	Review and revise Target complaint and review Target documents (4.8); correspond with B. Folse and J. Tisch re Target issues (.2); review and revise memorandum re offset issues (.4); analyze American Farm Produce issues and correspond with B. Cooper re same (.8); correspond with Sidley re Hegenbarth issues (.1); analyze Fleming adversary proceedings and prepare and revise charts re same (.7).
10/02/03	2.90	J Drew Diamond	Review pleadings and outline alternatives for Manis motion to dismiss.
10/02/03	1.30	Sydne J Michel	Plan and prepare for telephone conference with M. Toloy, D. Clark, B. Folse re Fox Foods' settlement issues (.8); participate in telephone conference re same (.5).
10/02/03	1.90	Sydne J Michel	Review and analyze Fox Food's contract documents re personal guarantees and sublease issues (1.2); draft memorandum to B. Folse and J. Ruder re same (.7).
10/02/03	.30	Sydne J Michel	Draft memorandum to S. Cho re non-disclosure agreement.
10/02/03	1.10	Sydne J Michel	Draft memorandum to J. Ruder and B. Folse re security agreement issues in Fox Foods.
10/03/03	1.20	Christopher Frost	Analyze issues re license agreement demand letters against Gorman.
10/03/03	.50	Shirley S Cho	Voicemail to R. McBride re state court litigation (.1); telephone conference with R. McBride re same (.2); email

Date	Hours	Name	Description
			correspondence to C. Birchette re same (.2).
10/03/03	2.00	Damian D Capozzola	Review and revise Target complaint (.5); analyze Target documents (1.0); analyze Farris motion to compel and related communications (.5).
10/03/03	7.60	J Drew Diamond	Research issues related to Manis motion to dismiss (4.2); draft pleadings for Motion to Dismiss (3.4).
10/04/03	6.70	J Drew Diamond	Research case law re dismissal (2.7); gather facts re Manis causes of action (2.0); draft pleadings (2.0).
10/05/03	3.10	Damian D Capozzola	Analyze M. Scott collection letters (.3); analyze Farris motion to compel and prepare written response (2.8).
10/05/03	5.50	J Drew Diamond	Research and draft motion to dismiss for the Manis Kentucky action.
10/06/03	5.00	Edgar I Yep	Compile documents for upcoming meetings.
10/06/03	1.70	Christopher Frost	Conference with D. Capozzola, E. Liebeler, and P. Leeson re upcoming deadlines and strategy.
10/06/03	.90	Christopher Frost	Analyze issues re license agreement demand letters, and review documents re same.
10/06/03	7.30	Christopher Frost	Analyze issues re Givorns and Rock motions for relief from stay (.5), review same (.5), correspond with Givorns' counsel re same (.2), research re same (2.1); draft opposition to Rock motion (4.0).
10/06/03	.70	Becca Wahlquist	Attend portion of team meeting re collections strategies.
10/06/03	.20	Shirley S Cho	Review correspondence from Hegenbarth's counsel (.1); telephone conference with R. Tilley re vendor settlement process

Date	Hours	Name	Description
			(.1).
10/06/03	.60	Denise Wymore	Review email correspondence from D. Capozzola re litigation(.3); email correspondence to D. Capozzola re same (.3).
10/06/03	1.70	Peter J Leeson, IV	Conference with E. Liebeler, D. Capozzola and C. Frost re litigation strategy and deadlines.
10/06/03	2.30	Peter J Leeson, IV	Review and analyze local rules (.5); research deadlines (.4); conference with S. Cho re same (.5); research and analyze statutes of limitations in Minnesota (.9).
10/06/03	.30	Peter J Leeson, IV	Review and analyze relief from stay pleadings.
10/06/03	.90	Laura Thomas	Review DSD filings related to motion to compel and SJ (.7); communicate with D. Capozzola re same (.2).
10/06/03	.90	Laura Thomas	Correspond with E. Liebeler and D. Capozzola re status of DSD appeal (.3); telephone conference with S. McFarland re same (.4); review appellate rules for timing of appeal (.2).
10/06/03	.30	Laura Thomas	Correspond with R. Hawk and Pachulski re Marigold settlement strategy.
10/06/03	.60	Laura Thomas	Office conference with E. Liebeler, D. Capozzola and C. Frost re status of litigation cases.
10/06/03	.50	Richard S Berger	Review and analyze of Lapowsky proposed scheduling order.
10/06/03	.20	Richard S Berger	Conference S. Michel re Lapowsky proposed scheduling order.
10/06/03	.80	Richard S Berger	Memorandum to R. Wynne and other counsel re Lapowsky proposed scheduling order.

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Date	Hours	Name	Description
10/06/03	11.50	Damian D Capozzola	Prepare for and participate in conference call re Target issues (1.9); analyze Farris discovery and motion to compel issues, review Farris documents, and revise written response (5.3); analyze Farris appellate issues (.4); correspond re deduction issues (.8); prepare for and participate in strategy meeting with E. Liebeler, C. Frost, B. Wahlquist, L. Thomas, and P. Leeson (1.5); analyze new adversary proceedings filed against Debtors (1.8).
10/06/03	6.50	J Drew Diamond	Research and prepare Manis motion to dismiss; prepare pro hac vice applications.
10/06/03	3.60	Eric C Liebeler	Conference with vendor deductions team for overall strategy discussion (1.0); analyze document re DSD class action appeal (1.0); review German Foods complaint (1.0); review status of Berry/Hawaii proceedings (.4); review agenda for omnibus (.2).
10/06/03	.20	Sydne J Michel	Review updated calendars for October-December.
10/06/03	2.00	Sydne J Michel	Review and analyze letter from D. Clark re sublease and indemnification issues with Fox Foods (.8); draft and revise agreement re same (1.2).
10/06/03	1.50	Sydne J Michel	Review and respond to correspondence from R. Cobb re Certain Retailers stipulation and retailer settlement agreements.
10/06/03	1.30	Sydne J Michel	Office conference with R. Berger re Certain Retailers Motion re integration issues (.3); review and analyze memorandum from R. Berger re same (1.0).
10/07/03	1.10	Christopher Frost	Review and analyze work product and case law on setoff and recoupment.

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Date	Hours	Name	Description
10/07/03	.40	Shirley S Cho	Review and reply to email of L. Thomas re Marigold settlement (.1); telephone conference with L. Thomas re same (.1); telephone conference with C. Birchette re pending litigation (.1); email to C. Birchette re same (.1).
10/07/03	.50	Richard L Wynne	Telephone conference with D. Capozzola, E. Liebeler and A. Running re litigation review and preparation.
10/07/03	1.20	Denise Wymore	Retrieve materials for S. Cho's meeting with litigators.
10/07/03	.80	Denise Wymore	Conference with S. Cho re precedent needed (.2); email correspondence to P. Perez re same (.3); review responses (.3).
10/07/03	1.30	Peter J Leeson, IV	Review and analyze personal injury complaints proceedings and potential stipulations (.8); conference with C. Frost and email correspondence to client re same (.5).
10/07/03	.50	Laura Thomas	Correspond with BHB and Memorial counsel (.2); finish stipulations on same and send out for filing (.2); correspond with AWG and C&S re same (.1).
10/07/03	2.50	Laura Thomas	Review notes and make calculations from Marigold file for settlement purposes (1.0); review setoff/recoupment memorandum (.6); correspond with E.Liebeler and D. Capozzola re same (.2); telephone conference with R. Hawk re same (.2); telephone conference with M. Scott re same (.3); telephone conference with J. Skidmore of committee re status of Marigold and BHB/Memorial (.2).
10/07/03	.70	Laura Thomas	Participate in legal issues telephone conference.

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Date	Hours	Name	Description
10/07/03	7.00	Damian D Capozzola	Prepare for and participate in agenda telephone conference (.9); correspond with M. Scott and E. Liebeler re collection efforts (.2); correspond with opposing counsel re Scozio's and Hegenbarth matters (.1); review pro hac vice application in Kentucky (.1); review and revise letter to Farris counsel (.4); analyze DSD retailer issues and correspond with D. Alexander re same (.2); prepare for and participate in telephone conference with M. Scott and C. Birchette re military contract issues (.7); analyze military claims (1.2); correspond re Oklahoma retailers' lift stay motions (.1); review and revise table re open adversary proceedings and claims, and correspond with A. Groesch, C. Birchette, R. Wynne, E. Liebeler, and others re same (2.7); review and revise American Greetings settlement and correspond re same (.4).
10/07/03	7.50	J Drew Diamond	Research and prepare Manis motion to dismiss.
10/07/03	2.80	Eric C Liebeler	Telephone conference re collection strategy (.8); telephone conference with C. Hernandez re T. Gaillard (.4); review Manis complaint and discuss with D. Diamond (.4); outline response for same (1.2).
10/07/03	.50	Andrew R Running	Participate in telephone conference with R. Wynne, E. Liebeler and others to review status of litigation matters (.5).
10/07/03	.20	Sydne J Michel	Draft and respond to correspondence re Cavendish Farms settlement issues.
10/07/03	.50	Sydne J Michel	Draft memorandum to correspondence from D. Capozzola re status of Hays Foods.
10/07/03	.40	Sydne J Michel	Draft memorandum to D. Capozzola re status of Fox Foods.

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Date	Hours	Name	Description
10/07/03	1.70	Sydne J Michel	Research filing of UCC statements upon termination of security interests.
10/07/03	3.20	Sydne J Michel	Draft confidentiality agreement for lift stay and motion to compel settlements.
10/07/03	.30	Sydne J Michel	Review and analyze revised Omnibus hearing chart.
10/08/03	5.00	Edgar I Yep	Prepare evidentiary documents to send to client re Target matter.
10/08/03	.40	Shirley S Cho	Review and return email of L. Mandel re Dunigan adversary (.1); review letter from T. Hogan re MOR (.1); telephone conference with D. Capozzola re same (.2).
10/08/03	.40	Denise Wymore	Review email from S. Cho re precedent needed (.2); email to P. Perez re same (.2).
10/08/03	.80	Denise Wymore	Revise code section list (.5); email to S. Cho re same (.3).
10/08/03	2.30	Denise Wymore	Retrieve code sections from Westlaw (1.5); prepare document for exhibit to Opposition (.8).
10/08/03	.50	Peter J Leeson, IV	Research and analyze section 108(c) and tolling of statute of limitations (.3); conference with C. Frost re same (.2).
10/08/03	1.00	Michael Najjarpour	Research and print cases from Westlaw.
10/08/03	4.00	James M Celeski	Research docket for precedent on antitrust litigation (2.0); print and read docket for antitrust litigation (2.0).
10/08/03	2.40	Laura Thomas	Telephone conference with S. McFarland re scheduling issues with hearing (.6); correspond with E. Liebeler and D. Capozzola re same (.3); review documents for production in discovery

Date	Hours	Name	Description
			(.8); correspond with W. White re additional documents (.3); correspond with B. Folse re arbitration (.2); correspond with E. Liebeler re same (.2).
10/08/03	.20	Laura Thomas	Review draft omnibus agenda and communicate with A. Groesch.
10/08/03	.80	Laura Thomas	Correspond with D. Capozzola and E. Liebeler re settlement with Marigold (.2); correspond with R. Hawk re same (.2); review documents related to recoupment (.4).
10/08/03	.40	Richard S Berger	Review and analyze correspondence from R. Cobb re Retailers' Omnibus Motion and scheduling order and memorandum to R. Wynne re same.
10/08/03	4.60	Damian D Capozzola	Correspond re Suntrust issues (.1); correspond with C. Birchette, J Tisch, and J. Herfel re Target issues, review and revise complaint, and select documents for witness review (1.8); analyze and correspond re conflict issues (.2); review agenda and critical dates list (.2); correspond re BHB matter (.2); correspond with S. Bledsoe and L. Mandel re Dunigan Fuels matter (.2); analyze and correspond re staffing issues (.4); prepare for October 9 meeting with M. Scott (.2); analyze positions re Marigold (.3); correspond re Hegenbarth and Scozio's discovery matters (.4); correspond with K. Brown and M. Scott re vendor collection issues (.3); correspond with S. Cho re inventory and military issues (.3).
10/08/03	6.00	J Drew Diamond	Review and revise Manis motion to dismiss (5.0); complete ALAS claim form (1.0).
10/08/03	.60	Eric C Liebeler	Correspond with D. Erie and D. Diamond re Manis complaint (.2); research

Date	Hours	Name	Description
			default service rules for directors (.4).
10/08/03	.50	Sydne J Michel	Draft memorandum to M. Toyloy and A. Paris re Ken Kelley settlement.
10/08/03	.50	Sydne J Michel	Review and analyze memorandum from R. Cobb re proposed scheduling order by R. Lapowsky for Certain Retailer Omnibus motion.
10/08/03	1.20	Sydne J Michel	Draft and respond to correspondence from A. Groesch and litigation team re Kelley and Hays Foods stipulations and settlement agreements (1.0); respond to correspondence from S. MacFarland re same (.2).
10/09/03	7.50	Edgar I Yep	Prepare document binders (evidentiary documents, responsive pleadings and July Hearing transcript and exhibits) for attorneys preparing responses to Farris motions due.
10/09/03	7.20	Christopher Frost	Review motion to compel documents in the DSD class action (.7), research re same (2.4), review documents (including correspondence) re same (1.1), and draft same (3.0).
10/09/03	1.50	Becca Wahlquist	Attend portion of meeting with client and D. Capozzola (.7); review self-help setoff law (.8).
10/09/03	.40	Shirley S Cho	Strategize re removal extension (.2); email correspondence with D. Capozzola re T. Hogan letter (.1); email to R. Friedman re removal extension motion (.1).
10/09/03	.80	Denise Wymore	Revise code section chart (.5); email to S. Cho re same (.3).
10/09/03	.30	Denise Wymore	Telephone conference with Shannon at Pro Docs re subpoena.
10/09/03	.40	Peter J Leeson, IV	Review and analyze conflicts search;

Date	Hours	Name	Description
			email to C. Frost.
10/09/03	.50	Peter J Leeson, IV	Review and analyze coupon information and draft email to M. Scott re trip to Texas.
10/09/03	3.70	Michael Najjarpour	Search for specific documents re 3rd circuit law.
10/09/03	.50	Laura Thomas	Office conference with D. Capozzola and M. Scotta re possible DSD settlement.
10/09/03	1.70	Laura Thomas	Telephone conference with M. Scott re possible Marigold settlement (.4); review M. Scott's numbers and compare with filings (.7); correspond with Marigold re continuation and agreement on numbers (.6).
10/09/03	.70	Laura Thomas	Participate in legal issues call.
10/09/03	.30	Laura Thomas	Telephone conference with S. McFarland re status of DSD appeal and docket entry in District Court (.2); correspond with E. Liebeler re same (.1).
10/09/03	.70	Laura Thomas	Draft and forward notice to Price Choppers' counsel of demand for arbitration and information re scheduling problem (.3); conference with E. Liebeler and D. Capozzola re same (.1); review arbitration clause in agreement (.3).
10/09/03	2.60	Laura Thomas	Review Farris injunction motion and begin draft of response.
10/09/03	.50	Laura Thomas	Research filing rules and deadlines in adversary actions (.3); conference with S. McFarland and D. Capozzola re same (.2)
10/09/03	11.20	Damian D Capozzola	Correspond with H. Martyn and D. Werb re Farris issues (.1); prepare for and participate in meeting with M. Scott re vendor collection / deduction issues

Date	Hours	Name	Description
			(4.5); analyze Farris motions and prepare responses re same (3.8); prepare for and participate in interviews with Target witnesses, and review and analyze notes re same (Batenic, Herfel) (1.4); analyze Hawaii software and accounting issues, and correspond re same (1.0); analyze Wuethrich and personal injury lift stay issues (.4).
10/09/03	8.70	J Drew Diamond	Revise and supplement Manis motion to dismiss (5.0); prepare declarations and other supporting documents re same (3.7).
10/09/03	1.50	Eric C Liebeler	Telephone conference with White & Case re Kenney action (1.0); conference with D. Diamond re same (.5).
10/09/03	1.10	Sydne J Michel	Draft email to A. Paris re Kelley Foods (.1); draft memorandum to D. Clark re Fox's settlement agreement (.2); review and revise same (.8).
10/09/03	2.40	Sydne J Michel	Telephone conference with R. Mersky re Hays' settlement agreement and A/R issues (1.2); review and analyze contract documents (1.2).
10/10/03	5.40	Christopher Frost	Research and draft opposition to motion to compel documents in the DSD class action.
10/10/03	1.80	Becca Wahlquist	Review law setoffs.
10/10/03	6.00	Antoinette Huerta	Research and compile documents and information for attorney review re DSD plaintiffs and Price Choppers (3.5); prepare and assist with service of produced documents re Albertson's (2.5).
10/10/03	.10	Shirley S Cho	Telephone conference with L. Thomas re Marigold settlement.
10/10/03	1.50	Richard L Wynne	Telephone conferences with J. Stang re

Date	Hours	Name	Description
			strategy re settlement issues with Miami Foodco (two calls) (.2); telephone conference with J. Sprayregen re to do and task list issues and paydown (.2); revision of paydown motion (.4); telephone conference with D. Ginsberg and A. Denatale re paydown motion issues and changes (.7).
10/10/03	.40	Evan R Gartenlaub	Revise and file Stop N Go 9019 Settlement Motion.
10/10/03	1.00	Michael Najjarpour	Search for briefs re 3rd circuit precedent (.5); copy and distribute new pleading (.5).
10/10/03	2.70	Laura Thomas	Draft response to Farris motion for further injunctive relief.
10/10/03	1.30	Laura Thomas	Research recoupment law relating to supplier agreements with incentive credits.
10/10/03	3.30	Laura Thomas	Telephone conference with W. Disse re Marigold's recoupment motion relating to legal arguments and settlement positions (.4); Telephone conferences with M. Scott re same (.4); correspond with Marigold's counsel re a continuation and resolution of underlying numbers for further discussions (.5); analyze settlement numbers and discuss same with M. Scott (1.0); research case law for draft objection (1.0).
10/10/03	6.40	Damian D Capozzola	Prepare for and participate in negotiations with H. Martyn and other counsel re DSD injunction, discovery, and summary judgment issues (2.4); prepare for and participate in telephone conference with C. Birchette and M. Batenic re same (1.0); correspond with D. Bickford re Target issues (.1); prepare for and participate in meeting with R. Wynne, E. Liebeler, and J. Sloan re preference

Date	Hours	Name	Description
			issues (1.5); review Collier's material on preferences and J. Sloan memorandum re same (1.4).
10/10/03	7.10	J Drew Diamond	Finalize declarations and edits to Manis motion to dismiss (4.0); prepare pleadings and arrange for local counsel (3.1).
10/10/03	5.40	Eric C Liebeler	Review and edit motion to dismiss in Kentucky (3.2); conference with C. Birchette and D. Diamond re same (2.2).
10/10/03	.30	Andrew E Paris	Conference with E. Liebeler regarding upcoming projects.
10/10/03	2.70	Sydne J Michel	Draft interrogatories for Certain Retailer integration motion.
10/10/03	.60	Sydne J Michel	Draft and respond to correspondence from litigation team re Kelley Foods settlement.
10/10/03	1.20	Sydne J Michel	Draft and respond to correspondence from litigation team re Tennessee retailer contracts and related settlements.
10/10/03	.10	Sydne J Michel	Review and analyze Fleming upcoming events calendar.
10/11/03	3.00	Laura Thomas	Finish draft of objection to Marigold's recoupment motion.
10/12/03	5.00	Eric V Stone	Research parents in D&B for Project Falcon Litigation list part 5.
10/13/03	2.10	Christopher Frost	Revise opposition to motion to compel documents, and research re same.
10/13/03	7.00	Antoinette Huerta	Research and compile documents for attorney review re Berry matter (2.0); update main correspondence files and case calendar (3.0); research and compile documents and information for attorney review re Price Choppers and Marigold matter (2.0).

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Date	Hours	Name	Description
10/13/03	.20	Peter J Leeson, IV	Prepare for and participate in conference with D. Capozzola re coupon issues.
10/13/03	.90	Peter J Leeson, IV	Review and analyze file, memoranda and background of vendor issues (.3); review setoff and recoupment memorandum (.3); review and analyze memorandum re 9/11/03 on-site Fleming meeting re creditor collectors (.3).
10/13/03	.40	Peter J Leeson, IV	Correspond with Lori Osley re conference re Fleming vendor (.1); conference with C. Frost re same (.2); conference with M. Scott contact information (.1).
10/13/03	.30	Frank A Chavez	Locate, retrieve and distribute various documents re complaint filed by Jackson Capital Management, L.L.C.
10/13/03	.30	Laura Thomas	Correspond with Marigold's counsel, E. Liebeler and M. Scott in re to continuation (.2); correspond with S. McFarland re same (.1).
10/13/03	8.80	Laura Thomas	Prepare discovery responses for Price Choppers (2.5); review documents for draft answers (2.4); draft objections and answers (2.1); send out draft to client (.2); correspond with E. Liebeler and D. Capozzola re same (.2); draft and send letter to Price Chopper's counsel re arbitration and discovery (.4); correspond with McAfee re arbitration (.2); telephone conference with B. Folse re discovery (.8)
10/13/03	1.80	Richard S Berger	Review materials re Retailer Omnibus Motion.
10/13/03	1.70	Steven E Bledsoe	Analyze issues re Albertson's FSA contracts.
10/13/03	7.80	Damian D Capozzola	Review and analyze C. Frost draft

Date	Hours	Name	Description
			opposition to motion to compel, and correspond re same (.5); correspond with M. Scott and opposing counsel re DSD matters (1.4); analyze AG settlement and preferences (.9); analyze 10/20 hearing agenda (.2); correspond with E. Liebeler and B. Wahlquist re case management and staffing issues (.3); correspond with C. Frost re Gorman Foods matter (.1); correspond re Ventura Foods issues (.1); correspond re Hawaii software issues (1.3); analyze personal injury lift stay motions (.1); analyze case management and scheduling issues, and review and revise litigation calendars (1.1); review and analysis of Price Chopper issues (1.0); review tracking notes (.2); review Target documents (.7).
10/13/03	.30	Eric C Liebeler	Review T. Hogan letter and respond (.2); conference with D. Capozzola re Hawaii strategy (.1).
10/13/03	.70	Eric C Liebeler	Review responsibilities list.
10/13/03	5.10	Eric C Liebeler	Edit and finalize motion to dismiss (3.0); correspond with C. Birchette, D. Erie, local counsel, D. Diamond re same (2.1).
10/13/03	2.00	Sydne J Michel	Review and analyze revised Fox's settlement agreement (.9); draft memorandum to B. Folse re revisions and guarantee issues (1.1).
10/14/03	2.50	Edgar I Yep	Compile and prepare documents (pleadings, cases cited and correspondence) re the Berry Matter for upcoming court hearing.
10/14/03	4.20	Christopher Frost	Revise opposition to motion to compel in DSD class action (1.1), research re same (1.5), analyze issues re same (.6), and draft Frost Declaration re same (1.0).

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Date	Hours	Name	Description
10/14/03	1.00	Christopher Frost	Analyze issues re accounting of ad revenues allegedly owed to Jubilee food group (.8); correspond with M. Beckwith re same (.1).
10/14/03	.90	Becca Wahlquist	Conference with opposing counsel and Fleming team re Suntrust (.6); review PACA provisions (.3)
10/14/03	7.00	Antoinette Huerta	Assist with compiling documents for attorney review re Berry (2.5); research, compile and prepare documents for production re Price Choppers (1.5); research and compile documents for attorney review re DSD plaintiffs (1.0); update pleadings and discovery into main database (2.0).
10/14/03	.50	William H Grignon	Conference with D. Capozzola and J. Sloan re case status (.3); review documents (.2).
10/14/03	4.00	James M Celeski	Research and print precedent from re recoupment and setoff pleadings.
10/14/03	2.00	Laura Thomas	Review new documents sent by W. White for Price Choppers discovery (.8); review all documents for those responsive for discovery (.8); office conference with A. Huerta re same (.4).
10/14/03	.30	Laura Thomas	Telephone conference with S. McFarland re motion for arbitration and the process for same (.2); correspond with E. Liebeler and D. Capozzola re same (.1)
10/14/03	1.30	Laura Thomas	Telephone conference with R. Sprinkle re discovery responses (.4); revise draft Price Choppers discovery responses (.9).
10/14/03	6.40	Damian D Capozzola	Correspond with E. Liebeler and S. McFarland re case management issues (.2); prepare for and participate in conference calls re Target (.8); review

Date	Hours	Name	Description
			Target documents and correspond with witnesses re same (1.3); correspond with B. Wahlquist re Suntrust issues (.2); correspond with E. Liebeler, W. Grignon, and M. Scott re vendor deduction and preference issues (1.2); analysis of Ventura Foods issues (.1); corresdond re Farris / DSD issues (.3); analyze Price Chopper and arbitration issues (.1); review case calendaring issues, and review and revise case management calendars (.3); review and analysis of Hawaiian software pleadings, and prepare for status conference (1.4); review and analysis of accounting issues (.5).
10/14/03	3.50	Eric C Liebeler	Finalize Manis pleading (1.0); review Price Chopper arbitration issues (1.0); review preference background and correct status (1.5).
10/14/03	.60	Sydne J Michel	Draft memorandum to L. Mandel re Save Mart settlement agreement (.5); telephone conference with B. Folse re same (.1).
10/14/03	1.10	Sydne J Michel	Telephone conference with D. Clark re Fox's Food guarantee and payment issues (.5); draft memorandum to B. Folse and D. Clark re same (.6).
10/14/03	.80	Sydne J Michel	Review and analyze memorandum from L. Mandel re Save Mart Supermarket settlement (.3); draft memorandum to litigation team re same (.5).
10/14/03	1.40	Sydne J Michel	Plan and prepare for legal issues telephone conference (.3); participate in legal issues telephone conference (1.1).
10/14/03	1.00	Sydne J Michel	Draft memorandum to L. Mandel re status and draft pleadings of pending retailer settlements.
10/14/03	1.80	Sydne J Michel	Revise Fox's settlement agreement (.9);

Date	Hours	Name	Description
			draft memorandum to M. Toyloy and D. Clark re same (.9).
10/15/03	2.50	Steven R Kotarba	Prepare PAQ designation of record.
10/15/03	.50	Christopher Frost	Analyze issues re notice of the Slome settlement hearing.
10/15/03	8.00	Antoinette Huerta	Assist with preparation of discovery responses re Price Choppers (2.5); research and compile documents for attorney review re Price Choppers and DSD matter (.5); update produced documents sub-files (1.5); update pleadings, discovery and correspondence main files (3.5).
10/15/03	.10	Shirley S Cho	Email to L. Price re setoff memorandum.
10/15/03	1.00	Richard L Wynne	Telephone conference with A. Dykes, C. Hernandez and B. Collins re releases, SEC litigation and D&O insurance.
10/15/03	.20	Peter J Leeson, IV	Conference with M. Scott re coupon program and re telephone conference with L. Osley on 10/16/03.
10/15/03	2.00	James M Celeski	Create precedent binder re recoupment and setoff.
10/15/03	4.80	Laura Thomas	Telephone conferences with R. Sprinkle and J. Charrling re Price Choppers (.8); dictate notes from conversations (.4); review and redraft discovery responses (1.6); office conference with D. Capozzola re discovery responses (1.0); office conference with B. Wahlquist re same (.8); transmit drafts to B. Folse, W. White and R. Sprinkle (.2).
10/15/03	.80	Laura Thomas	Telephone conference with Ted Gaillard re his case (.4); correspond with Coremark personnel and K&E attorneys re status of Gaillard's case (.2); telephone conference with M. Bennet re Gaillard's case (.2).

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Date	Hours	Name	Description
10/15/03	.50	Richard S Berger	Review Taft & McAfee memorandum re insured vs. insured defense.
10/15/03	.20	Richard S Berger	Telephone conference with R. Wynne re D&O issues.
10/15/03	2.40	Richard S Berger	Telephone conference with litigation team re D&O matters.
10/15/03	.80	Richard S Berger	Correspond with C. Hernandez re D&O issues and re Enron opinion.
10/15/03	2.30	Steven E Bledsoe	Analyze issues re potential claims against Albertson's.
10/15/03	8.10	Damian D Capozzola	Draft and send proposed stipulation re Ferris / DSD pleadings (.4); prepare for and participate in telephone conference with M. Scott and W. Disse re Ventura Foods (.7); communications with M. Scott and R. Wick re American Greetings settlement agreement, and review and revise same (2.1); review and analysis of accounting issues (.4); analyze, review, and revise Price Choppers discovery responses, and communications re same (3.4); prepare for and participate in agenda call (1.1).
10/15/03	4.50	Andrew J Groesch	Office conference with S. Kotarba re designation of additional items on record on appeal for PAQ appeal (.5); review docket and draft designation of additional items for record on appeal (3.0); multiple telephone conferences with B. Campbell re compiling courtesy copies of items designated on appeal and confirming receipt of designation (.4); office conference with S. Strohl re emailing pdfs of new items for record on appeal to B. Campbell (.3); review notices of appeal and telephone conference re same with S. Kotarba (.3).

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Date	Hours	Name	Description
10/15/03	.10	Eric C Liebeler	Update client on Gaillard issues.
10/15/03	.60	Sydne J Michel	Plan and prepare for legal issues telephone conference (.4); participate in legal issues call (.2).
10/15/03	.30	Sydne J Michel	Telephone conference with R. Tilley re security agreements and UCC statements (.1); draft and respond to correspondence from E. Davis and R. Tilley re same (.2).
10/15/03	.40	Sydne J Michel	Telephone conference with M. Toyloy re Fox Foods' agreement.
10/15/03	1.30	Sydne J Michel	Telephone conferences with J. Zimmerman re filing of UCC statements and guarantee issues (1.2); leave voice mail for K. Richesson re same (.1).
10/15/03	.60	Sydne J Michel	Draft memorandum to B. Folse re request from L. Mandel re Save Mart settlement.
10/15/03	1.00	Sydne J Michel	Draft memorandum to D. Clark and J. Zimmerman re UCC statements and CAM and tax payment issues.
10/15/03	1.10	Sydne J Michel	Review and analyze transcript of October 2 hearing re Certain Retailers Omnibus motion to compel.
10/15/03	.70	Sydne J Michel	Review and analyze memorandum from D. Clark re Fox Foods' settlement agreement (.3); draft memorandum to D. Clark re same (.4).
10/15/03	.80	Sydne J Michel	Draft memorandum to K. Richesson re Fox's CAM payments, taxes and UCC statements.
10/15/03	.50	Sydne J Michel	Draft memoranda to R. Wynne, L. Jones and S. McFarland re Fox Foods status.
10/15/03	.50	Sydne J Michel	Review memorandum from M. Toyloy re Kelley Foods agreement (.4); draft and respond to correspondence from A. Paris re same (.1).

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Date	Hours	Name	Description
10/16/03	7.50	Edgar I Yep	Compile pleadings and cases cited (using Westlaw) in preparation for upcoming Fleming v. Berry court hearing.
10/16/03	2.70	Christopher Frost	Revise opposition to DSD class action motion to compel (1.1), and draft declarations of D. Capozzola and P. Scott. (1.6)
10/16/03	4.50	Antoinette Huerta	Compile and assemble exhibits to pleadings and discovery for update into main database for period of 10/01 - 10/15/2003 (3.5); assist with compiling and assembling of documents into binders for hearing re Berry matter (1.0).
10/16/03	.80	Shirley S Cho	Review response to T. Hogan letter from D. Capozzola (.1); review motion to proceed with arbitrations and email to S. McFarland re same (.4); review motion to advance defense costs for directors and officers and email to G. Richards re same (.3).
10/16/03	.60	Denise Wymore	Letter to Prodocs re subpoena.
10/16/03	1.30	Peter J Leeson, IV	Research bankruptcy case law re vendor issues (.7); analyze 3rd circuit case re setoff recoupment and reclamation (.6).
10/16/03	5.50	James M Celeski	Research re recoupment and setoff precedent (2.0); create recoupment and setoff binder of precedent from Kmart (3.5).
10/16/03	.50	Laura Thomas	Several communications with D. Capozzola, B. Wahlquist and A. Huerta re Price Chopper's discovery.
10/16/03	3.30	Damian D Capozzola	Correspond with team members and opposing counsel re Price Chopper discovery issues (.9); review and revise letter re accounting issues

Date	Hours	Name	Description
			(.8); analyze and correspondence re order setting aside C&S default in Hawaii litigation (.3); correspond with S. Cho re 10/20 hearing (.1); correspond with W. Sudell re Scozio's and Hegenbarth matters (.1); correspond with E. Liebeler re case management issues (.3); review and analysis of Suntrust issues, and correspondence re same (.1); correspond with W. Disse and M. Scott re Ventura Foods issue and analyze re same (.7).
10/16/03	.30	Eric C Liebeler	Edit letter to T. Hogan.
10/16/03	.20	Sydne J Michel	Review revised Omnibus Chart for the October 20, 2003 hearing (.1); review updated contact list (.1).
10/16/03	.50	Sydne J Michel	Draft memorandum to D. Clark re revisions to settlement agreement.
10/16/03	1.20	Sydne J Michel	Telephone conference with B. Folse re Fox Foods' settlement agreement (.2); telephone conference with D. Clark re same (.4); review and analyze revised agreement re same (.6).
10/16/03	.40	Sydne J Michel	Review and respond to memorandum from D. Clark re date changes and security issues in settlement agreement.
10/16/03	.20	Sydne J Michel	Review and analyze Exhibit A, the equipment list, as referenced in the settlement agreement.
10/16/03	.20	Sydne J Michel	Draft memorandum to R. Tilley re originally filed UCC statements.
10/16/03	.20	Sydne J Michel	Review and analyze correspondence from M. Toyloy re revised settlement agreement.
10/16/03	.40	Sydne J Michel	Telephone conference with J. Zimmerman re Fox Foods' UCC, guarantee issues and hearing scheduling issues.

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Date	Hours	Name	Description
10/16/03	.20	Sydne J Michel	Draft and respond to correspondence from K. Richesson re Fox Foods' settlement agreement.
10/17/03	4.50	Edgar I Yep	Search and compile from Westlaw internet sight, court cases referred to in W. Berry matter (2.0); print and organize cases for E. Liebeler for upcoming hearing (2.5).
10/17/03	1.00	Christopher Frost	Analyze issues re Jubilee retailers' breach of license agreements (.5); review correspondence and correspond with J. Kaiser re same (.2).
10/17/03	.80	Christopher Frost	Analyze issues re motions for relief from stay (.4); correspond with C. Birchette and D. Williams (W. Rock's counsel) re same (.4).
10/17/03	7.50	Antoinette Huerta	Assist with preparing and service of documents re Albertson's (2.5); assist with preparing documents for attorney review re Berry (3.5); research and compile information and documents re DSD plaintiffs (.5); update case calendar (.5); update correspondence files (.5).
10/17/03	1.20	Richard L Wynne	Telephone conference with R. Lapowsky, R. Berger and AWG counsel R. Cobb re retailer motion settlement.
10/17/03	.50	Peter J Leeson, IV	Research and analyze recoupment cases
10/17/03	.40	Peter J Leeson, IV	Review recent 3rd circuit opinion (.2); conferencewith C. Frost re same (.2).
10/17/03	.20	Peter J Leeson, IV	Review email from J. Han re setting up automated service for 3rd circuit opinions (.1); reply to email from D. Capozolla re same (.1).
10/17/03	.20	Peter J Leeson, IV	Review email from D. Capozzola re recent opinion by 3rd circuit.
10/17/03	1.50	Richard S Berger	Telephone conference with R. Wynne, R.

Date	Hours	Name	Description
			Cobb, M. Benedict, and R. Lapowsky re Retailers Omnibus Motion scheduling order.
10/17/03	.60	Richard S Berger	Review and revise redrafted Retail Omnibus Motion scheduling order (.4) email correspondence with R. Lapowsky re same (.2).
10/17/03	5.20	Damian D Capozzola	Prepare for and participate in telephone conferences with B. Folse, C. Birchette, S. Nicholson, D. Bickford, and J. Tisch re Target issues (1.2); correspond with M. Scott and E. Liebeler re case management and administration matters (.7); analyze American Greetings settlement proposal and correspond re same (.2); prepare and participate in telephone conference re vendor collection efforts (.7); correspond with H. Martyn and team members re Farris DSD issues (.3); review and analyze 3rd circuit case law re recoupment, and correspondence re same (.6); review Hawaii pleadings and select cases for binder (.7); correspond with G. Richards and others re employee severance litigation issues (.5); correspond with B. Wahlquist re PVA and case administration issues (.2); correspond with S. Cho re plan (.1).
10/17/03	3.60	Eric C Liebeler	Review Price Chopper pleadings (1.6); telephone conference with client re communication logs (.4); analyze amendment to pleadings (1.6).
10/17/03	.80	Sydne J Michel	Review and analyze C&S's revisions to settlement agreement (.4); draft memorandum to M. Toyloy, D. Clarke and B. Folse re same (.3); leave voice mail for B. Folse re same (.1).
10/17/03	.50	Sydne J Michel	Draft email to M. Toyloy re Fox Foods agreement (.4); leave voice mail for M. Toyloy re same (.1).

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Date	Hours	Name	Description
10/17/03	.70	Sydne J Michel	Telephone conference with J. Zimmerman, D. Clark re C&S revisions to agreement (.6); leave voice mail for R. Tilley re changes (.1).
10/17/03	.40	Sydne J Michel	Draft memorandum to R. Wynne re revised settlement agreement (.1); draft memoranda to B. Folse and M. Toyloy re same (.3).
10/17/03	.40	Sydne J Michel	Review and analyze correspondence from M. Toyloy re Fox Foods' revised agreement (.1); review and analyze correspondence from D. Clarke re same (.3).
10/18/03	1.10	Steven R Kotarba	Respond to various correspondence re contested matters and to staff contested matters including motion re late filed claim (.4); review recoupment/setoff issues (.5); pending adversary (Cavendish) (.2).
10/18/03	.60	Damian D Capozzola	Review outbound Scozio's discovery and communications re same (.3); review response to Farris motion to compel (.3).
10/18/03	.30	Sydne J Michel	Telephone conference with R. Tilley re status of Fox Foods' agreement (.1); review and respond to correspondence from R. Tilley re same (.2).
10/18/03	.10	Sydne J Michel	Review and respond to correspondence from S. McFarland re orders and stipulations for hearing on Monday.
10/18/03	.20	Sydne J Michel	Review and respond to correspondence from J. Zimmerman re final draft of settlement agreement and execution issues.
10/19/03	.10	Shirley S Cho	Email to G. Richards re arbitration motion.
10/19/03	2.50	Eric C Liebeler	Analyze recoupment issues in light of

Date	Hours	Name	Description
			new Walrath opinion (1.5); review materials related to Ventura (1.0).
10/19/03	.30	Sydne J Michel	Review correspondence from R. Tilley re voice mail message from M. Toyloy re revisions to agreement (.1); review voice mail messages from R. Tilley and M. Toyloy re same (.1); review correspondence from J. Zimmerman re same (.1).
10/19/03	.60	Sydne J Michel	Leave voice mail messages for R. Tilley and R. Wynne re agreement (.2); review and analyze correspondence re agreements (.3); draft memorandum to M. Toyloy re same (.1)
10/20/03	1.00	Edgar I Yep	Compile and send to D. Capozzola requested documents re meetings out of the office.
10/20/03	3.30	Steven R Kotarba	Review Marigold motions (1.7) and precedent from recent cases (1.6) to discuss recoupment issues and strategy.
10/20/03	1.50	Antoinette Huerta	Research and compile documents re arbitration matter (1.0); research and compile information re DSD matter (.5).
10/20/03	.40	Shirley S Cho	Email correspondence with S. Michel re Fox Foods settlement (.2); review Bank of New York complaint (.2).
10/20/03	2.00	James R Strohl	Research other bankruptcy dockets re precluding expert testimony.
10/20/03	.70	James R Strohl	Research docket re Palazole motion (.6); office conference with K. Robling re same (.1).
10/20/03	.70	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re motion to extend time within which debtors may remove actions pursuant to 28 U.S.C. Section 1452 And Fed.R.Bankr.P.9027.

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Date	Hours	Name	Description
10/20/03	1.50	Marjon E Ghasemi	Draft second motion to extend removal period and order re same.
10/20/03	5.00	James M Celeski	Create precedent binder re recoupment and setoff.
10/20/03	.30	Laura Thomas	Correspond with E. Liebeler, D. Capozzola and S. McFarland re DSD appeal and possible motion for clarification.
10/20/03	.60	Laura Thomas	Review Marigold objection and send to S. Kotarba for his review.
10/20/03	.30	Laura Thomas	Correspond with S. Kotarba re recoupment and Kmart.
10/20/03	2.80	Laura Thomas	Revise notes from telephone interview of J. Charrlin and send to E. Liebeler and D. Capozzola (1.0); review and revise draft discovery responses for Price Chopper Foods (1.0); correspond with E. Liebeler and D. Capozzola re revisions to discovery (.8).
10/20/03	1.60	Richard S Berger	Review materials re D&O issues and prepare for conference call.
10/20/03	.30	Richard S Berger	Conference with R. Wynne re D&O issues.
10/20/03	10.50	Damian D Capozzola	Prepare for and participate in meetings and strategy sessions with E. Liebeler, M. Scott, and others re preference collection efforts (8.5); prepare for and participate in hearing re Hawaiian software issues (1.0); analysis and communications re American Greetings and Farris Produce DSD matters (1.0).
10/20/03	1.50	Eric C Liebeler	Review Price Chopper discovery drafts.
10/20/03	.50	Geoffrey A Richards	Telephone conference with K. Richeson re DSI litigation and arbitration issues.
10/20/03	.30	Sydne J Michel	Review correspondence from R. Wynne re assumption and assignment/integration

Date	Hours	Name	Description
			issues in R. Lapowsky motion (.1); review correspondence from D. Capozzola and L. Thomas re same (.2).
10/20/03	.40	Sydne J Michel	Telephone conferences with R. Tilley re Fox Foods' agreements (.1); draft correspondence to A. Stitzer and J. Zimmerman re same (.3).
10/20/03	.40	Sydne J Michel	Draft summary for client of Fox Foods' matter at omnibus hearing.
10/20/03	1.70	Sydne J Michel	Draft and revise stipulation and discovery schedule for certain retailers' motion to compel.
10/20/03	.30	Sydne J Michel	Review notice of withdrawal Fox Foods' motion to compel and objections to sale and related pleadings.
10/20/03	.20	Sydne J Michel	Draft and respond to correspondence from D. Clark and A. Stitzer re motion to reject Fox Foods' FSA.
10/20/03	.30	Sydne J Michel	Draft and respond to correspondence from A. Stitzer re follow-up and filing requirements post settlement of Fox Foods' motion to compel.
10/20/03	.20	Sydne J Michel	Draft memorandum to S. Cho, M. Ghasemi and R. Friedman re motion to reject Fox Foods' FSA and scheduling issues.
10/21/03	1.50	Edgar I Yep	Search for documents related to ConAgra Foods per D. Capozzola re Critical Trade Vendor agreement.
10/21/03	1.00	Christopher Frost	Revise affidavits (Frost, Scott, and Capozzola) in support of opposition to Farris motion to compel, and communicate with P. Scott re same.
10/21/03	2.10	Christopher Frost	Analyze issues re accounting and factual allegations in Gorman adversary proceeding (1.8); correspond with J. Burns and N. Julian re same (.3).

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Date	Hours	Name	Description
10/21/03	1.50	Christopher Frost	Analyze issues re license agreements and Mountain West Store Owners' default on them (.8); review letters re same (.5); correspond with J. Kaiser re same (.2).
10/21/03	7.50	Antoinette Huerta	Research and compile documents for attorney review re Price Choppers, DSD plaintiffs and Marigold (6.0); update correspondence, pleadings files and sub-files (1.5).
10/21/03	.50	Shirley S Cho	Review and revise removal extension motion (.3); email to C. Birchette re same (.1); review and return email of L. Thomas re Marigold settlement status (.1).
10/21/03	.10	Shirley S Cho	Email correspondence with K. Krieger re Best Yet settlement discussion.
10/21/03	.50	Richard L Wynne	Telephone conference with D. Capozzola re Del Monte (.2); conference with C. Combs re injunctions (.3).
10/21/03	.80	Denise Wymore	Prepare Notice of Pendency re Barry litigation.
10/21/03	2.70	Peter J Leeson, IV	Research per C. Frost's request re motion to compel (.8); analyze 3 prong balancing test in all jurisdictions (.8); obtain cases denying relief from stay for creditor's failure to meet one particular prong (.7); forward cases to C. Frost (.2); review email from D. Capozzola recollections database (.2).
10/21/03	1.70	Peter J Leeson, IV	Review voicemail from C. Frost re Fleming meeting (.1); review voicemail from D. Capozzola re change in projects (.1); review and analyze opposition to relief from stay (.5); research supplemental authority per C. Frost's request (1.0)
10/21/03	.30	Laura Thomas	Telephone conference with D. Danielson re business agreement on numbers; and

Date	Hours	Name	Description
			dictate notes from conversation.
10/21/03	1.30	Laura Thomas	Correspond with W. White, A. Hahn and R. Flucke re Price Choppers (.3); telephone conference with R. Sprinkle re discovery responses (.4); revise discovery responses and send to B. Folse (.6).
10/21/03	1.30	Laura Thomas	Research recoupment in the context of supply contracts (.7); review 10/14 Walrath case, and Kmart pleadings (.6).
10/21/03	.80	Laura Thomas	Research Arizona and Oklahoma law on fraud relating to business projections.
10/21/03	9.00	Damian D Capozzola	Analyze American Greetings issues (.5); conference with M. Scott and M. Dawson re military issues (2.0); draft complaint re deduction issues and correspond re same (3.5); analyze Farris Produce issues and correspond re same (2.0); correspond case management and strategy issues (1.0).
10/21/03	.50	Andrew J Groesch	Correspond with D. Wymore re appearances of attorneys at omnibus hearings (.5).
10/21/03	5.80	Eric C Liebeler	Interview M. Holland, K. Sawyer, B. LeFave, K. Welch (3.0); review documents produced by witnesses re preferences, correspond preference strategy with A. Caine (2.6); review preference data produced by client (.2).
10/21/03	.50	Sydne J Michel	Draft email to R. Tilley re Green's settlement (.1); draft email to litigation team re same (.4).
10/22/03	7.50	Edgar I Yep	Compile and organize documents being sent to Oklahoma City, per D. Capozzola (7.2); Prepare and send to local counsel Pro Hac Application for R. Wahlquist for court filing (.30).

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Date	Hours	Name	Description
10/22/03	7.00	Antoinette Huerta	Research and compile documents for attorney review re Price Chopper Foods (2.0); update correspondence 10/06 - 10/09/2003 (3.0); research and compile information and documents re DSD appeal matter and Suntrust (2.0).
10/22/03	.10	Shirley S Cho	Telephone conference with S. McFarland re motion for arbitration (.1).
10/22/03	.50	Denise Wymore	Pacer search re memorandum of opinion.
10/22/03	.20	Peter J Leeson, IV	Correspond with D. Capozzola re arbitration issues and cases (.1); correspond with S. Cho and L. Thomas re setoff case (.1).
10/22/03	.20	James R Strohl	Office conference with J. Celeski re researching conflicts in Fleming matter.
10/22/03	3.20	James R Strohl	Research related bankruptcy docket re similar issue of expert witness raised in Fleming matter.
10/22/03	.40	Marjon E Ghasemi	Review and revise second motion to extend time re removal period.
10/22/03	1.00	Laura Thomas	Draft note to file outlining information obtained in telephone conferences with Folse, Bickford, White and Han.
10/22/03	.50	Laura Thomas	Telephone conference with A. Hahn re discovery responses for Price Chopper Foods.
10/22/03	3.00	Laura Thomas	Incorporate new information into draft discovery (1.5); revise discovery responses (1.3); send same to E. Liebeler and D. Capozzola (.2).
10/22/03	.50	Laura Thomas	Telephone conference with F. Folse, D. Bickford and W. White re discovery responses for Price Chopper Foods.
10/22/03	3.10	Damian D Capozzola	Conference re military issues (1.2);

Date	Hours	Name	Description
			analysis of Farris Produce issues (.8); analyze Price Chopper issues (.4); conference re case management and strategy issues (.7).
10/22/03	.60	Andrew J Groesch	Research Betterman motion and correspond with S. Cho re same (.3); correspond with C. Lhulier and J. Miller re filing motions in Cavendish adversary (.3).
10/22/03	7.40	Eric C Liebeler	Prepare for and conduct interviews with L. Sulayman, E. Lightwine, B. Curtis, Warner, G. Forquer, and M Dawson (2.4); conference with M. Scott and B. Caraway re Ventura motion (.5); determine witnesses and documents pertinent to same (.3); conference with C. Birchette re strategy for W. Berry litigation (.8); conference with C. Hernanadez re Gaillard matter (1.0); review Ventura briefs and outline hearing trial strategy (1.2); review and edit Price Chopper Foods' discovery responses (1.2).
10/22/03	.50	Sydne J Michel	Draft and respond to correspondence re Green's settlement.
10/22/03	.50	Sydne J Michel	Review revised omnibus hearing chart.
10/22/03	1.10	Sydne J Michel	Draft correspondence re Green's County Markets' settlement agreement and review related documents.
10/22/03	.20	Sydne J Michel	Review and revise pro hac vice motion.
10/23/03	1.50	Edgar I Yep	Create and edit Certificate of Service and Notice of Discovery for Price Choppers discovery responses (1.0); search for pleading document regarding SunTrust matter for R. Wahlquist (.5).
10/23/03	.40	Steven R Kotarba	Review and comment on recoupment pleadings and arguments.
10/23/03	1.20	Christopher Frost	Analyze issues re potential lawsuit

Date	Hours	Name	Description
			Lavery v. Core Mark (.8); correspond with D. Park (Lavery's counsel) re same (.2); correspond with C. Birchette re same (.2).
10/23/03	8.80	Antoinette Huerta	Update correspondence from 10/6 - 10/10 into main database (2.0); assist with preparation of discovery response re Price Chopper Foods (5.8); research and compile information and documents re DSD matter (1.0).
10/23/03	1.30	Shirley S Cho	Prepare for and telephone conference with L. Price and B. Folse re arbitration issues (1.2); email to J. Schmidt re Mark-It Place stipulation (.1).
10/23/03	1.20	Richard L Wynne	Telephone conference with L. Price, B. Folse, K. Richesson, J. Kuo, S. Cho and S. McFarland re arbitration proceedings to collect all old accounts receivables (1.0); telephone conference with R. Roof re accounts receivables call issues and arbitration (.2).
10/23/03	2.30	Peter J Leeson, IV	Telephone conference with D. Capozolla re setoff issue (.4); research 3rd Circuit authority re trust relationship (.7); research 3rd Circuit authority re debts and claims (.7); email correspondence with D. Capozzola, E. Liebeler and C. Frost re same (.6).
10/23/03	.20	Peter J Leeson, IV	Email correspondence with B. Walquest re setoff.
10/23/03	.20	Peter J Leeson, IV	Review voicemail from D. Capozzola re results of setoff research and re interofficing case authority to E. Libeler and D. Capozzola (.1); email J. Han case authority (.1).
10/23/03	.90	Laura Thomas	Draft motion for clarification for DSD appeal.
10/23/03	.50	Laura Thomas	Office conference with E. Liebeler re

Date	Hours	Name	Description
			status of discovery and depositions for Price Choppers and status of Marigold recoupment.
10/23/03	3.50	Laura Thomas	Revise Price Chopper discovery and review documents for service (2.0); office conference with A. Huerta and E. Yep re preparing documents for service (1.0); conference with B. Folse and D. Bickford re documents for production and draft answers (.5).
10/23/03	.30	Laura Thomas	Email correspondence with D. Capozzola and C. Frost on research issues relating to setoff/recoupment.
10/23/03	.60	Laura Thomas	Review Marigold objection and transmit objection and new case to M. Scott.
10/23/03	.20	Richard S Berger	Telephone conference with W. Russell re response to Retailer Omnibus Motion.
10/23/03	2.20	Richard S Berger	Prepare response to Retailer Omnibus Motion.
10/23/03	9.40	Damian D Capozzola	Prepare for and participate in meetings with M. Scott and H. Martyn re Farris Produce issues, and analyze settlement strategies (8.3); analyze Target documents and potential litigation strategies (.7); confer re case management and administration matters (.4).
10/23/03	5.70	Eric C Liebeler	Review Ventura Foods documents and briefs (1.0); discuss Hawaii/Berry strategy with D. Capozzola and C. Birchette (1.0); review Price Chopper case documents and discuss strategy with L. Thomas (1.2); review codefendant's email in Manis and respond (.5); review Manis pleadings and associated material (1.0); review and study recoupment/offer issues (1.0).
10/23/03	.20	Sydne J Michel	Review correspondence re UCC

Date	Hours	Name	Description
			Termination issues re Fox Foods.
10/23/03	.90	Sydne J Michel	Plan and prepare for legal issues telephone conference (.4); participate in legal issues telephone conference (.5).
10/23/03	.20	Sydne J Michel	Draft correspondence to M. Ghasemi and R. Friedman re motion to reject Fox Foods' FSA.
10/23/03	.80	Sydne J Michel	Draft and revise Green's settlement agreement.
10/23/03	.10	Sydne J Michel	Review correspondence from W. White re Green's Country Markets A/R issues.
10/23/03	.20	Sydne J Michel	Review summary of October 20, 2003 omnibus hearing.
10/24/03	2.00	Edgar I Yep	Assist in the preparation of discovery documents to be served in the Price Choppers matter (.8); compile motions for injunctive relief in Sara Lee and Farris matters for S. Cho (1.0); identify and copy document requested by D. Capozzola regarding American Greeting (.2).
10/24/03	1.30	Steven R Kotarba	Draft contested matters.
10/24/03	.80	Christopher Frost	Analyze issues re potential Lavery lawsuit, and a forthcoming motion to lift stay, and communicate with the client re same.
10/24/03	1.60	Becca Wahlquist	Participate in calls on employee severance and Suntrust matters; review employee severance complaint and exhibits.
10/24/03	7.50	Antoinette Huerta	Assist with preparation and service of discovery responses re Price Choppers (5.0); research and compile documents for attorney review re DSD matter (1.5); update correspondence main file (1.0).

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Date	Hours	Name	Description
10/24/03	3.10	Shirley S Cho	Telephone conference with D. Capozzola, I. Kharasch and W. Disse re recoupment issues (.2); strategize re and draft outline for motion to compel compliance with APA (2.9).
10/24/03	.50	Richard L Wynne	Conference with E. Liebeler re DSD litigation and preparation for 11/4/03 hearing required.
10/24/03	.50	Richard L Wynne	Analyze arbitration motion.
10/24/03	.10	Peter J Leeson, IV	Review email from D. Capozzola re arbitration motion; review emails re hearing attendance.
10/24/03	.10	Peter J Leeson, IV	Email M. Scott re coupons litigation; telephone conference with M. Scott re same.
10/24/03	.20	Laura Thomas	Conference with S. Miller re Marigold continuation (.1); conference with E. Liebeler and M.Scott re same (.1).
10/24/03	.50	Laura Thomas	Office conference with A. Huerta re service on Price Choppers; review documents and serve.
10/24/03	.20	Richard S Berger	Telephone calls to and from W. Russell re response to Retailers' Omnibus Motion.
10/24/03	.30	Richard S Berger	Memo to K. Richesson re discovery in Retailers' Omnibus Motion.
10/24/03	2.60	Richard S Berger	Prepare proposed response to Retailers' Omnibus Motion.
10/24/03	1.90	Richard S Berger	Review and analysis of evidentiary materials re Retailers' Omnibus Motion.
10/24/03	.20	Richard S Berger	Memo to W. White re missing information re Retailers' Omnibus motion.
10/24/03	5.60	Damian D Capozzola	Conference with D. Bickford and B. Folse re Target (.4); prepare for and

Date	Hours	Name	Description
			participate in telephone conference with banks re recoupment issues (.4); analysis of and attention to personal injury lawsuits (.2); analyze Price Chopper issues (.1); analysis of Farris DSD issues and communications re same (.8); draft and revise proposed scheduling stipulation and order re Ferris (.8); analysis of and communications re Krist Oil (.6); review cases re trust and preference issues (.3); analysis of case management and calendaring issues (.4); analysis of and communications re nonpayment by C&S (1.3); analysis of American Greetings settlement documentation and communications re same (.4).
10/24/03	1.00	Andrew J Groesch	Review and revise spreadsheet of attorneys who have appeared at Omnibus hearings and send to D. Wymore (1.0).
10/24/03	1.50	Sydne J Michel	Review and analyze proposed draft answer to certain retailers' omnibus motion.
10/24/03	.10	Sydne J Michel	Review correspondence from R. Berger to K. Richesson re company witnesses for retailers omnibus motion.
10/24/03	.60	Sydne J Michel	Draft and respond to correspondence from D. Clark re Fox Foods' settlement execution issues and motion to reject FSA (.5); review correspondence from R. Friedman re same (.1).
10/25/03	5.20	Shirley S Cho	Draft complaint, order and emergency motion to compel re transition services agreement (4.2); review and revise motion per comments received (1.0).
10/25/03	.70	Richard L Wynne	Telephone conference with G. Richards re C&S motion (.4); telephone conference with G. Richards and E. Liebeler re C&S issues and Wayne Berry litigation (.3).

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Date	Hours	Name	Description
10/25/03	1.10	Laura Thomas	Draft areas of interest outline for direct exams in Price Chopper Foods.
10/25/03	.60	Geoffrey A Richards	Telephone conference with L. Price re arbitration proceedings update.
10/26/03	.90	Shirley S Cho	Telephone conference with R. Wynne re motion to compel (.1); review Transition Services Agreement (.3); revise complaint and motion accordingly (.5).
10/26/03	1.80	Damian D Capozzola	Draft and revise military template complaint (.8); review draft complaint against C&S and communications re same (.6); communications re Hawaiian software issues (.3); communications re American Greetings settlement (.1).
10/26/03	.40	Sydne J Michel	Draft memorandum to M. Toyloy re APA requirements of official notice from C&S authorizing Fleming to reject FSA (.3); review correspondence from B. Folse re same (.1).
10/27/03	1.00	Steven R Kotarba	Review Warrington Orders and pleadings re October 14, 2003 Memorandum and Order (.4); follow up internally and with Debtors re responding to same (.3); calendar and work with case assistants to pull relevant pleadings (.3).
10/27/03	.90	Steven R Kotarba	Review correspondence re Mannis v. Fleming (.1); review related pleadings and docket re same (.6); confirm coordination of K&E to respond (.2).
10/27/03	2.50	Christopher Frost	Analyze issues re Mountain West Jubilee Store Owners, conduct related research.
10/27/03	4.70	Becca Wahlquist	Plan discovery needs for employee litigation; (3.5) participate in conference call with team (.5); conference with Fleming employees (.2); review bankruptcy discovery procedures

Date	Hours	Name	Description
			(.5).
10/27/03	10.30	Antoinette Huerta	Research and compile information and documents re Price Choppers, DSD matter, and docket research (4.0) prepare documents and fax to send to opposing counsel re Price Choppers (2.3); update correspondence into main files and main database for 10/10 - 10/15/2003 (3.5); update case calendar and distribute (.5).
10/27/03	.60	Shirley S Cho	Telephone conference with R. Tilley re motion to compel (.1); telephone conference with D. Capozzola re same (.1); review emails from K. Richesson re same (.1); review voicemails from D. Capozzola and revise motion to compel and verified complaint accordingly (.3).
10/27/03	.80	Laura Thomas	Telephone conference with J. Bocock from McAfee re arbitration (.2); review practice book to confirminformation from Bocock (.3); conference arbitration information to B. Folse. (.3).
10/27/03	3.80	Laura Thomas	Review discovery received from Price Choppers (1.0); confer with B. Folse re same (.2); confer with D. Capozzola re same (.2); draft and send letter to Price Chopper counsel re failure to provide documents (1.0); review and analyze draft direct (1.2); send out revised pages of production (.2).
10/27/03	3.90	Richard S Berger	Detailed review and analysis of 14 retailer packages in connection with Retailers' Omnibus Motion.
10/27/03	7.60	Damian D Capozzola	Conference re complaint against C&S and research re same (.7); conference and analyze re Target issues, review Target documents, and prepare for October 28 conference (1.7); analyze Price Chopper discovery responses and documents, and

Date	Hours	Name	Description
			conference re deposition issues (2.1); conference re Scozio's discovery and scheduling issues (.4); conference with H. Martyn re Farris DSD issues (.1); analyze arbitration issues (.2); conference with M. Ralston and M. Scott re Dean Foods issues (.5); conference with W. Disse and analysis re Ventura Foods issues (.6); analyze Jubilee Store Owners' objection to motion to pay pre-petition lenders and conference re same (.8); analyze conflict issues (.2); analyze case management and administration issues (.3).
10/27/03	6.80	Eric C Liebeler	Plan Price Choppers discovery (2.8); review employee severance claims documents, study pertinent cases (3.5); conference call re same (.5).
10/27/03	.40	Sydne J Michel	Review correspondence from W. White re accounts receivable and note issues in Green's Country Markets.
10/28/03	.20	Edgar I Yep	Print documents from e-mail sent by D. Capozzola regarding ConAgra Foods (.1); print documents from court docket for D. Capozzola (.1).
10/28/03	6.40	Becca Wahlquist	Participate in conference call with Fleming employees re employee severance litigation (.5); gather and review facts (4.5); follow-up with various employees on specific issues (1.1); participate in CoreMark setoff call (.3).
10/28/03	8.50	Antoinette Huerta	Research and compile documents for attorney review re ConAgra, DSD matter, CoreMark and Price Choppers (4.5); update correspondence and pleadings main files for week beginning 10/17 - 10/27/2003, and case calendar (3.5); update case sub-files (.5).
10/28/03	.30	Shirley S Cho	Telephone conference with K. Richesson re motion to compel (.2); telephone

Date	Hours	Name	Description
			conference with J. Schmidt re Mark-It Place stipulation (.1).
10/28/03	.60	Richard L Wynne	Analyze motion re non-core status of Farms motion (.5); telephone conference with D. Capozzola re integration issues (.1).
10/28/03	1.60	Laura Thomas	Analyze direct for Price Choppers (1.1); office conference with E. Liebeler re same (.2); telephone conference with Y. Golan re research needed re same (.3).
10/28/03	.30	Laura Thomas	Correspondence with C&S and AWG re upcoming discovery schedules for the Oklahoma retailers.
10/28/03	.20	Laura Thomas	Correspondence with S. Kobata re recoupment issues.
10/28/03	.70	Laura Thomas	Conference with C. Lhulier to obtain motion to find proceeding non-core (.2); review motion and conference with litigation team re same (.5).
10/28/03	1.70	Laura Thomas	Draft letter to Georgia prosecutors and revise discovery to be included with letter.
10/28/03	4.90	Damian D Capozzola	Conference with E. Liebeler re case management and status issues (.5); prepare for and participate in telephone conference re Target issues, and follow-up communications re same (1.1); conference with D. Alexander-Burklow and H. Martyn re DSD issues (.6); review correspondence re Hawaiian software issues (.1); analyze ConAgra issues and conference with M. Scott re same (.5); analyze Jubilee Stores issues (.7); conference with W. Sudell re assuming / assigning leases to SuperValu (.2); prepare for and participate in call re setoff issues (.9); revise AG settlement (.3).

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Date	Hours	Name	Description
10/28/03	4.70	Eric C Liebeler	Participate in employee severance claim call (.9); review key employee severance documents (3.0); several telephone conferences with G. Richards, B. Wahlquist re strategy (.8).
10/28/03	1.90	Sydne J Michel	Review and analyze proposed response to R. Lapowsky motion re retailers omnibus motion (1.2); draft memorandum re same (.7).
10/29/03	.50	Steven R Kotarba	Review email from C. Birchette re Warrington ruling (.1); research re same (.3); correspondence to E. Liebeler and L. Thomas re same (.1).
10/29/03	6.70	Becca Wahlquist	Strategize discovery plan for employee severance litigation (1.0); gather information from Fleming employees (5.0); draft and edit document requests (.7).
10/29/03	7.50	Antoinette Huerta	Create production log for tracking of produced documents from the numerous parties (1.5); research and compile information and documents re Price Choppers and DSD matter (1.5); update BHB and Memorial and Bryant sub-files (1.0); update and assemble case files with electronically distributed pleadings and discovery (including exhibits) re Price Choppers, BHB, Memorial and Bryant (2.5); update Los Angeles office's case calendar with new stipulation dates and distribute (1.0).
10/29/03	.10	Shirley S Cho	Review and forward filed arbitration motion.
10/29/03	.10	Richard L Wynne	Analyze A. Dykes memorandum and response to him and C. Hernandez.
10/29/03	.60	Richard L Wynne	Analyze revised 8K and telephone conference with W. Fraumann and S. Gerson re same (.3); analyze Washington appeal re whether to pursue (.3).

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Date	Hours	Name	Description
10/29/03	.50	Richard L Wynne	Telephone conference with E. Liebeler re litigation against Berry's employee severance (.3); telephone conference with R. Berger re Lapowsky litigation (.2).
10/29/03	.30	Laura Thomas	Conference with K. Rooney re recoupment and Kmart (.2); conference with M. Scott re same (.1).
10/29/03	.30	Laura Thomas	Conference with S. Kotarba and W. Disse re possible recoupment strategy.
10/29/03	2.00	Laura Thomas	Draft direct outline for Guest (1.6); conference with R. Sprinkle and B. Folse re upcoming hearing and discovery (.4).
10/29/03	.20	Laura Thomas	Conference with D. Capozzola re Marigold and BHB
10/29/03	1.00	Laura Thomas	Conference with S. McFarland re global motion for arbitration (.2); review motion (.8).
10/29/03	.20	Richard S Berger	Conference with W. Russell and M. Benedict re response to Retailers' Omnibus Motion.
10/29/03	.70	Richard S Berger	Revise response to Retailers Omnibus Motion to include C&S suggested changes.
10/29/03	.20	Richard S Berger	Telephone calls to K. Richesson and C. Birchette re Retailers' Omnibus Motion.
10/29/03	2.80	Eric C Liebeler	Price Chopper - review outgoing discovery and key documents (2.5); conference with L. Thomas re strategy and discovery (.3)
10/29/03	.60	Eric C Liebeler	Review Gaillard discovery (.2); draft and revise letter to Georgia district attorney (.4).
10/29/03	1.10	Eric C Liebeler	DSD - review settlement negotiations, plaintiff's motion for escrow.

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Date	Hours	Name	Description
10/29/03	.30	Sydne J Michel	Draft and revise Green's settlement agreement.
10/29/03	4.00	Sydne J Michel	Draft interrogatories re retailers' omnibus motion (3.7); review scheduling and discovery issues re same (.3).
10/29/03	.20	Sydne J Michel	Review and analyze correspondence from R. Berger re retailers' omnibus motion and settlement issues.
10/30/03	4.00	Melissa M Dulac	Research re preference defenses needed to overcome such defenses.
10/30/03	3.50	Becca Wahlquist	Prepare for and participate in conference call with plaintiffs' counsel on employee severance matter (.5); incorporate edits into document requests (3.0).
10/30/03	5.00	Antoinette Huerta	Research and compile information and documents for attorney review re Price Chopper Foods, DSD plaintiffs matter (4.5); update case calendar for L.A. office (.5).
10/30/03	.60	Shirley S Cho	Review response to retailer motion and email to R. Berger re same (.2); email to L. Price re arbitration list needed (.1); reply to email of R. Tilley re foreclosures (.1); email correspondence with counsel for Best Yet re settlement discussions (.2).
10/30/03	2.20	Denise Wymore	Review email from S. Cho re Stevens & Lee (.2); pacer search re 2019 statement (1.0); pacer search re store closing order (.8); email to S. Cho (.2).
10/30/03	1.20	Evan R Gartenlaub	Review and analyze 9019 Motion and settlement agreement for Tri Star.
10/30/03	2.80	Julia Galyen	Research re letters of credit and turnover actions in preparation for drafting adversary complaint action re

Date	Hours	Name	Description
			same.
10/30/03	.30	Marjon E Ghasemi	Telephone conference with D. Capozzola re Barry litigation and related disclosures (.3).
10/30/03	1.30	Laura Thomas	Revise direct exam of Guest.
10/30/03	.30	Laura Thomas	Conference with V. Buchanan re BHB and continuing the discovery schedule.
10/30/03	.80	Laura Thomas	Conference with Y. Golan re research into SOLs in Arizona and Oklahoma for fraud.
10/30/03	.40	Laura Thomas	Draft and send letter to Price Chopper Food's re outstanding discovery.
10/30/03	.30	Richard S Berger	Conference with R. Wynne and S. Cho re C&S and AWG settlements in Retailers' Omnibus Motion.
10/30/03	.40	Richard S Berger	Telephone conference with C. Birchette re preparation of Retailers' Omnibus Motion for trial and location of witnesses.
10/30/03	.50	Richard S Berger	Finalize response to Retailers' Omnibus Motion and related telephone calls and e-mail to and from C. Lhulier and S. McFarland re filing and service.
10/30/03	.40	Richard S Berger	Review AWG proposed document requests to Retailers and begin modification of same.
10/30/03	.40	Richard S Berger	Telephone conferences and e-mail to and from W. Russell re C&S settlements in Retailers' Omnibus Motion and re response to Motion.
10/30/03	.90	Richard S Berger	Review individual retailer packages re Retailers' Omnibus Motion.
10/30/03	.20	Richard S Berger	Conferences with R. Wynne, G. Richards and S. Cho re response to Retailers' Omnibus Motion.

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Date	Hours	Name	Description
10/30/03	.30	Richard S Berger	Telephone conference with L. Mandel re response to Retailers' Omnibus Motion.
10/30/03	.20	Richard S Berger	Conferences with M. Benedict re Retailers' Omnibus Motion.
10/30/03	.20	Richard S Berger	Review Stevens & Lee pro hac vice application and 2019 statement.
10/30/03	5.20	Damian D Capozzola	Analyze conflict issues and communications with E. Liebeler and E. Thomas re same (1.4); participate in agenda call (.6); analyze DSD data issues and conference with M. Scott, D. Alexander-Burklow, and H. Martyn re same (2.5); conference re Scozio's issues (.1); analyze Price Choppers issues (.2); analyze Scozio's issues (.1); review case management issues and revise case management calendars (.2); conference with M. Ghasemi re Hawaiian software issues (.1).
10/30/03	4.90	Eric C Liebeler	Prepare for and participate in call re severance claims (.5); review severance cases and key documents and proposed discovery (4.1); telephone conferences with B. Wahlquist, G. Richards re severance (.3).
10/30/03	1.00	Eric C Liebeler	Telephone conference with D. Capozzola re DSD claims (.5); telephone conferenc with L. Thomas re PriceChopper(.5).
10/30/03	2.90	Sydne J Michel	Draft and revise K3RD and 5 Rivers' settlement agreements (2.1); draft memorandum to J. Gray re revisions (.7).
10/31/03	1.50	Becca Wahlquist	Begin drafting interrogatories (1.0); review case documents (.5).
10/31/03	3.50	Antoinette Huerta	Update case Suntrust matter sub-files (.5); convert current omnibus hearing ascii files to update Livenote deposition and hearing electronic files

Date	Hours	Name	Description
			(2.0); create and update conflicts files for all matters (1.0).
10/31/03	6.60	Bryan D Hull	Research re payment, collection, and timing issues.
10/31/03	3.00	Romana O Samad	Complete initial legal research to determine what documents needed (2.5); conference with M. Dulac to create a fact development plan (.5).
10/31/03	.80	Evan R Gartenlaub	Review and analyze Tri Star marketing 9019 motion and settlement and oversee filing of same.
10/31/03	1.90	Haleh Rahjoo	Telephone conferences with B. Evinaph, C. Singewald and F. Knowles re Saliterman objection to rejection motion (1.2); review and reply to multiple emails from R. Buday, F. Knowles and G. Richards re same (.7).
10/31/03	.90	Laura Thomas	Conference with Oklahoma retailers re upcoming discovery schedules (.2); telephone conference with M. Segler re same (.2); draft continuation stipulation for Spencer (.5)
10/31/03	1.30	Laura Thomas	Research possible expert witnesses for Market Analysis (.9); office conference with E. Liebeler re screening experts (.2); telephone conference with Dakota Worldwide re possibility of retaining them (.2).
10/31/03	.80	Laura Thomas	Review memorandum on balance of harms in Price Choppers (.6); telephone conference with Y. Golan to discuss same (.2).
10/31/03	2.30	Damian D Capozzola	Conferences re Hegenbarth discovery (.1); review C&S 30(b)(6) topics and correspond re same (.2); correspond re Target matter (.1); correspond with B. Hull re prepetition / postpetition collections (.3); correspond with A. Singer re Wisconsin lawsuit (.1);

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Date	Hours	Name	Description
			prepare for and participate in telephone conferences with Fleming and bank lawyers re paydown motion (1.0); prepare for trip to Dallas next week re preferences (.1); correspond re analyze lease rejection issues (.2); correspond with D. Alexander re DSD issues (.2).
10/31/03	1.40	Eric C Liebeler	Review Berry's 30(b)(6) topic list (.5); edit discovery letter on Price Choppers (.6); discuss motion for clarification with L. Thomas (.3).
10/31/03	1.20	Sydne J Michel	Review and analyze October 20, 2003 omnibus hearing transcript re retailer settlement agreements.
10/31/03	.10	Sydne J Michel	Review correspondence from A. Groesch re filing deadlines.
	855.00		TOTAL HOURS

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Description of Expenses

Date	Description	Amount
7/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., D. Capozzola, 6/03	594.04
7/23/03	Telephone call to: NO CANTON,OH 330-497-0700	1.06
7/23/03	Telephone call to: WASHINGTON,DC 202-861-3840	1.26
7/23/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.88
7/24/03	Telephone call to: LEWISVILLE,TX 972-906-1120	2.19
7/25/03	Telephone call to: HERNDON,VA 703-773-4003	.75
7/25/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.76
7/29/03	Telephone call to: NO CANTON,OH 330-497-0700	.99
7/29/03	Telephone call to: NAVARRE,OH 330-879-3428	.90
8/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., D. Capozzola, 7/03	353.67
8/05/03	Telephone call to: BOSTON,MA 617-262-9600	1.25
8/05/03	Telephone call to: OKLA CITY,OK 405-525-8887	5.82
8/08/03	Telephone call to: LB AREA,CA 310-772-2354	.83
8/08/03	Library Document Procurement - UCC-1 Jerusalem Produce and Fleming Foods - Florida Secretary of State (10/25/02).	10.00
8/11/03	Telephone call to: LB AREA,CA 310-772-2354	1.04
8/11/03	Telephone call to: MEADVILLE,PA 814-724-4540	.62
8/11/03	Telephone call to: WILMINGTON,DE 302-658-9141	1.04
8/11/03	Telephone call to: DALLAS NE,TX 972-906-2264	1.04
8/11/03	Telephone call to: LB AREA,CA 310-772-2354	1.66
8/11/03	Telephone call to: LB AREA,CA 310-772-2354	1.04

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Date	Description	Amount
8/11/03	Telephone call to: BOSTON,MA 617-261-0100	1.25
8/12/03	Telephone call to: LB AREA,CA 310-772-2354	1.45
8/12/03	Telephone call to: OK CITY,OK 405-419-3406	1.87
8/14/03	Telephone call to: LB AREA,CA 310-772-2354	.62
8/14/03	Telephone call to: BOSTON,MA 617-261-0100	.83
8/14/03	Telephone call to: OK CITY,OK 405-419-3406	5.61
8/14/03	Telephone call to: KINGWD EM,TX 713-358-7254	5.48
8/18/03	Telephone call to: STATE OF,DE 302-884-6592	1.25
8/18/03	Telephone call to: STATE OF,DE 302-884-6592	.62
8/18/03	Telephone call to: OK CITY,OK 405-419-3406	.62
8/19/03	Telephone call to: WILMINGTON,DE 302-658-9141	.62
8/20/03	Telephone call to: LA CITY,CA 323-854-5588	2.49
8/26/03	Telephone call to: BOSTON,MA 617-261-0100	2.29
9/01/03	West Publishing-TP,Database Usage 9.03	.72
9/01/03	West Publishing-TP,Database Usage 9.03	33.36
9/02/03	West Publishing-TP,Database Usage 9.03	.72
9/02/03	West Publishing-TP,Database Usage 9.03	7.11
9/02/03	West Publishing-TP,Database Usage 9.03	105.74
9/03/03	West Publishing-TP,Database Usage 9.03	.72
9/04/03	West Publishing-TP,Database Usage 9.03	.72
9/04/03	West Publishing-TP,Database Usage 9.03	243.40
9/05/03	Telephone call to: PITTSBURGH,PA 412-667-7905	.76
9/05/03	Telephone call to: WASHINGTON,DC 202-861-1794	1.23
9/05/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.76
9/05/03	West Publishing-TP,Database Usage 9.03	.72
9/05/03	West Publishing-TP,Database Usage 9.03	54.35
9/06/03	West Publishing-TP,Database Usage 9.03	.72
9/07/03	West Publishing-TP,Database Usage 9.03	.72
9/07/03	West Publishing-TP,Database Usage 9.03	37.33
9/08/03	West Publishing-TP,Database Usage 9.03	.64

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Date	Description		Amount
9/08/03	West Publishing-TP,Database Usage	9.03	13.93
9/08/03	West Publishing-TP,Database Usage	9.03	19.64
9/08/03	West Publishing-TP,Database Usage	9.03	28.76
9/08/03	West Publishing-TP,Database Usage	9.03	29.12
9/08/03	West Publishing-TP,Database Usage	9.03	28.29
9/09/03	Tabs/Indexes/Dividers		.50
9/09/03	West Publishing-TP,Database Usage	9.03	.64
9/09/03	West Publishing-TP,Database Usage	9.03	15.86
9/09/03	West Publishing-TP,Database Usage	9.03	76.55
9/09/03	West Publishing-TP,Database Usage	9.03	113.50
9/10/03	Telephone call to: BERKELEY,CA 510-847-5384		.99
9/10/03	Telephone call to: LEWISVILLE,TX 972-906-1120		1.06
9/10/03	Telephone call to: BERKELEY,CA 510-847-5384		.76
9/10/03	Telephone call to: BERKELEY,CA 510-847-5384		.92
9/10/03	Telephone call to: BERKELEY,CA 510-847-5384		.76
9/10/03	Binding		1.75
9/10/03	Tabs/Indexes/Dividers		4.70
9/10/03	Color Copies		6.00
9/10/03	Color Copies (11 X 17)		18.00
9/10/03	West Publishing-TP,Database Usage	9.03	.64
9/10/03	West Publishing-TP,Database Usage	9.03	10.08
9/10/03	West Publishing-TP,Database Usage	9.03	26.27
9/10/03	West Publishing-TP,Database Usage	9.03	14.76
9/10/03	West Publishing-TP,Database Usage	9.03	77.45
9/10/03	West Publishing-TP,Database Usage	9.03	58.63
9/11/03	Tabs/Indexes/Dividers		7.50
9/11/03	West Publishing-TP,Database Usage	9.03	.64
9/11/03	West Publishing-TP,Database Usage	9.03	24.22
9/11/03	West Publishing-TP,Database Usage	9.03	21.20
9/11/03	West Publishing-TP,Database Usage	9.03	19.21
9/11/03	West Publishing-TP,Database Usage	9.03	55.43
9/11/03	West Publishing-TP,Database Usage	9.03	148.69
9/11/03	West Publishing-TP,Database Usage	9.03	234.61
9/12/03	Telephone call to: DALLAS NE,TX 972-906-7106		.50
9/12/03	Telephone call to: GRD PR,TX 214-647-7627		.50
9/12/03	Binding		1.75
9/12/03	Tabs/Indexes/Dividers		4.00
9/12/03	West Publishing-TP,Database Usage	9.03	28.43
9/12/03	West Publishing-TP,Database Usage	9.03	.64

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Date	Description		Amount
9/12/03	West Publishing-TP,Database Usage	9.03	56.35
9/12/03	West Publishing-TP,Database Usage	9.03	54.40
9/13/03	Tabs/Indexes/Dividers		9.10
9/13/03	West Publishing-TP,Database Usage	9.03	.64
9/13/03	West Publishing-TP,Database Usage	9.03	1.75
9/14/03	West Publishing-TP,Database Usage	9.03	.64
9/15/03	Telephone call to: STATE OF,DE 302-295-2000		.83
9/15/03	West Publishing-TP,Database Usage	9.03	.64
9/15/03	West Publishing-TP,Database Usage	9.03	57.92
9/16/03	Telephone call to: DALLAS NE,TX 972-459-5300		.75
9/16/03	Telephone call to: DALLAS NE,TX 972-929-8400		.50
9/16/03	Telephone call to: DOWNEY,CA 562-441-1513		1.25
9/16/03	Telephone call to: CHICAGO,IL 312-853-4608		3.52
9/16/03	Telephone call to: WILMINGTON,DE 302-778-6406		1.29
9/16/03	West Publishing-TP,Database Usage	9.03	17.74
9/16/03	West Publishing-TP,Database Usage	9.03	.64
9/16/03	West Publishing-TP,Database Usage	9.03	17.67
9/16/03	West Publishing-TP,Database Usage	9.03	82.74
9/17/03	Telephone call to: DALLAS NE,TX 972-906-7106		.50
9/17/03	Telephone call to: DOWNEY,CA 562-441-1513		3.17
9/17/03	West Publishing-TP,Database Usage	9.03	.64
9/18/03	Telephone call to: DALLAS NE,TX 972-586-1100		1.99
9/18/03	Telephone call to: LEWISVILLE,TX 972-906-1120		.75
9/18/03	Binding		5.25
9/18/03	Binding		1.75
9/18/03	Tabs/Indexes/Dividers		6.20
9/18/03	Tabs/Indexes/Dividers		.40
9/18/03	West Publishing-TP,Database Usage	9.03	1.56
9/18/03	West Publishing-TP,Database Usage	9.03	.64
9/18/03	West Publishing-TP,Database Usage	9.03	35.20
9/19/03	Telephone call to: LEWISVILLE,TX 972-906-1120		.76
9/19/03	Telephone call to: LEWISVILLE,TX 972-906-1174		1.21
9/19/03	Telephone call to: LEWISVILLE,TX 972-906-7175		.76

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Date	Description	Amount
9/19/03	Telephone call to: LEWISVILLE,TX 972-906-1429	.76
9/19/03	Telephone call to: OKLA CITY,OK 405-235-4100	.76
9/19/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.75
9/19/03	Telephone call to: LEWISVILLE,TX 972-906-7175	1.36
9/19/03	Telephone call to: DALLAS,TX 214-647-7627	1.40
9/19/03	Telephone call to: MIAMI,FL 305-374-5600	.81
9/19/03	West Publishing-TP,Database Usage 9.03	.64
9/19/03	West Publishing-TP,Database Usage 9.03	85.09
9/20/03	West Publishing-TP,Database Usage 9.03	.64
9/21/03	West Publishing-TP,Database Usage 9.03	.64
9/21/03	West Publishing-TP,Database Usage 9.03	89.45
9/22/03	West Publishing-TP,Database Usage 9.03	.64
9/22/03	West Publishing-TP,Database Usage 9.03	3.12
9/23/03	Telephone call to: AUSTIN,TX 512-478-4500	.76
9/23/03	Telephone call to: HONOLULU,HI 808-524-3700	.89
9/23/03	West Publishing-TP,Database Usage 9.03	.64
9/23/03	West Publishing-TP,Database Usage 9.03	21.97
9/23/03	West Publishing-TP,Database Usage 9.03	20.72
9/24/03	Tabs/Indexes/Dividers	15.00
9/24/03	SPHERION - Court Reporter Fee/Deposition Industries on 7/21/03	1,440.89
9/24/03	West Publishing-TP,Database Usage 9.03	.64
9/24/03	West Publishing-TP,Database Usage 9.03	19.76
9/24/03	West Publishing-TP,Database Usage 9.03	48.41
9/24/03	West Publishing-TP,Database Usage 9.03	85.39
9/25/03	Tabs/Indexes/Dividers	6.20
9/25/03	Fed Exp to:LAWRENCE J. BISTANY, ESQ.,PHILADELPHIA PA from:DAMIAN CAPOZZOLA	21.04
9/25/03	West Publishing-TP,Database Usage 9.03	33.72
9/25/03	West Publishing-TP,Database Usage 9.03	.64
9/25/03	West Publishing-TP,Database Usage 9.03	17.23
9/26/03	West Publishing-TP,Database Usage 9.03	.64
9/26/03	West Publishing-TP,Database Usage 9.03	27.08
9/26/03	West Publishing-TP,Database Usage 9.03	52.82
9/27/03	West Publishing-TP,Database Usage 9.03	.64
9/27/03	West Publishing-TP,Database Usage 9.03	84.66
9/27/03	West Publishing-TP,Database Usage 9.03	150.81

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Date	Description	Amount
9/28/03	West Publishing-TP,Database Usage 9.03	.64
9/29/03	Fed Exp to:RICHARD J GROSSMAN,NEW YORK CITY,NY from:LAURA THOMAS	9.87
9/29/03	Fed Exp to:GENERAL COUNSEL,BRATTLEBORO,VT from:LAURA THOMAS ESQ	9.87
9/29/03	Fed Exp to:GENERAL COUSEL,KANSAS CITY,KS from:LAURA THOMA S	9.11
9/29/03	Fed Exp to:KENNETH S ZIMAN,NEW YORK,NY from:LAURA THOMA S	9.87
9/29/03	Fed Exp to:C CHRISTIAN KIRLEY,KANSAS CITY,MO from:LAURA THOMAS	9.11
9/29/03	West Publishing-TP,Database Usage 9.03	6.39
9/29/03	West Publishing-TP,Database Usage 9.03	.64
9/29/03	West Publishing-TP,Database Usage 9.03	35.91
9/29/03	Overtime Meals Donna R Amos	12.00
9/29/03	Patricia C Myers - Revise brief.	35.55
9/29/03	Patricia C Myers - Revise response brief.	151.08
9/30/03	Color Copies	177.00
9/30/03	West Publishing-TP,Database Usage 9.03	71.35
9/30/03	West Publishing-TP,Database Usage 9.03	82.95
9/30/03	West Publishing-TP,Database Usage 9.03	.64
9/30/03	West Publishing-TP,Database Usage 9.03	25.87
10/01/03	Telephone call to: SOUTH EAST,OH 740-354-3600	.50
10/01/03	Telephone call to: STATE OF,DE 302-778-6406	.50
10/01/03	Telephone call to: WILMINGTON,DE 302-652-4100	2.49
10/01/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
10/01/03	Telephone call to: CLVD N,OH 330-455-0173	.50
10/01/03	Fax page charge to 808-528-4997	.75
10/01/03	Fax page charge to 808-528-4997	.75
10/01/03	Standard Copies	36.60
10/01/03	Standard Copies	3.00
10/01/03	Standard Copies	.20
10/01/03	Standard Copies	10.60
10/01/03	Tabs/Indexes/Dividers	16.00
10/01/03	Scanned Images	.30
10/01/03	West Publishing-TP,Database Usage 10.03	.61
10/02/03	Scanned Images	.75
10/02/03	West Publishing-TP,Database Usage 10.03	.61
10/03/03	Tabs/Indexes/Dividers	2.50

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Date	Description	Amount
10/03/03	UPS Dlvry to:Bankruptcy Management Corp. ,Re: Fleming Companie,El Segundo,CA from:Steven R Kotarba	12.23
10/03/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 09/28/03	347.84
10/03/03	West Publishing-TP,Database Usage 10.03	.61
10/03/03	West Publishing-TP,Database Usage 10.03	.08
10/04/03	West Publishing-TP,Database Usage 10.03	.61
10/05/03	VIRTUALDOCKET.COM - TA(7.80) Computer Database Research, 9/15/03 to 9/30/03 Documents Downloaded per A. Groesch.	8.26
10/05/03	West Publishing-TP,Database Usage 10.03	.61
10/05/03	West Publishing-TP,Database Usage 10.03	309.79
10/06/03	Telephone call to: WILMINGTON,DE 302-427-0400	1.00
10/06/03	Telephone call to: DALLAS NE,TX 972-906-1120	.50
10/06/03	Telephone call to: TREMONTON,UT 801-257-1840	1.25
10/06/03	Standard Copies	.20
10/06/03	Standard Copies	1.20
10/06/03	Standard Copies	.10
10/06/03	Standard Copies	13.10
10/06/03	Standard Copies	.70
10/06/03	Scanned Images	1.05
10/06/03	Scanned Images	.30
10/06/03	Scanned Images	.30
10/06/03	Scanned Images	.45
10/06/03	Scanned Images	.30
10/06/03	Scanned Images	.90
10/06/03	Scanned Images	1.35
10/06/03	Scanned Images	2.85
10/06/03	Scanned Images	3.00
10/06/03	Scanned Images	.30
10/06/03	Scanned Images	.30
10/06/03	Scanned Images	.15
10/06/03	Scanned Images	.15
10/06/03	West Publishing-TP,Database Usage 10.03	.61
10/06/03	West Publishing-TP,Database Usage 10.03	11.19
10/06/03	West Publishing-TP,Database Usage 10.03	36.81
10/06/03	West Publishing-TP,Database Usage 10.03	28.44
10/06/03	West Publishing-TP,Database Usage 10.03	44.36
10/07/03	Telephone call to: DALLAS NE,TX 972-906-8078	.50
10/07/03	Telephone call to: GRD PR,TX 214-647-7500	.75

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Date	Description	Amount
10/07/03	Telephone call to: DALLAS NE,TX 972-906-8125	.50
10/07/03	Telephone call to: DETROIT,MI 313-393-7331	1.99
10/07/03	Telephone call to: DALLAS NE,TX 972-906-1120	.50
10/07/03	Telephone call to: WILMINGTON,DE 302-654-8200	1.25
10/07/03	Telephone call to: NORTHEAST,PA 570-344-1266	.75
10/07/03	Telephone call to: 763-923-2270	.50
10/07/03	Telephone call to: BARNWELL,SC 803-259-2759	.50
10/07/03	Telephone call to: MINEAPOLIS,MN 612-339-5863	.50
10/07/03	Telephone call to: WILMINGTON,DE 302-654-8200	.50
10/07/03	Telephone call to: DALLAS NE,TX 972-906-2180	.50
10/07/03	Telephone call to: DALLAS NE,TX 972-906-1120	.50
10/07/03	Telephone call to: LOUISVILLE,KY 502-625-3500	1.25
10/07/03	Fax page charge to 502-625-3880	1.50
10/07/03	Fax page charge to 302-652-1111	3.00
10/07/03	Fax page charge to 212-822-5411	3.00
10/07/03	Fax page charge to 216-861-4703	3.00
10/07/03	Fax page charge to 202-965-3063	3.00
10/07/03	Standard Copies	67.00
10/07/03	Standard Copies	.10
10/07/03	Standard Copies	1.00
10/07/03	Standard Copies	10.00
10/07/03	Standard Copies	.60
10/07/03	Standard Copies	3.20
10/07/03	Standard Copies	1.10
10/07/03	Tabs/Indexes/Dividers	3.50
10/07/03	Scanned Images	.15
10/07/03	Scanned Images	1.20
10/07/03	Scanned Images	.15
10/07/03	Scanned Images	1.50
10/07/03	Scanned Images	2.70
10/07/03	Scanned Images	1.80
10/07/03	Postage	2.49
10/07/03	Postage	1.29
10/07/03	CLERK OF THE COURT - Filing Fees - 10/17/03 Pro Hac Vice Application for J.	65.00

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Date	Description	Amount
	Drew Diamond in USDC, Western District of Kentucky	
10/07/03	CLERK OF THE COURT - Filing Fees - Pro Hac Vice Application for J. Drew Diamond in USDC, Western District of Kentucky	65.00
10/07/03	Calendar/Court Services -Current docket for USDC-WD-KY case# 03cv0578 via Pacer. (L. Prodan)	10.00
10/07/03	West Publishing-TP,Database Usage 10.03	.61
10/07/03	West Publishing-TP,Database Usage 10.03	108.41
10/07/03	Lena R Prodan - SECRETARY SUPPORT	73.09
10/08/03	Telephone call to: NEWYORKCTY,NY 212-530-5412	1.49
10/08/03	Telephone call to: NEWYORKCTY,NY 212-530-5076	.50
10/08/03	Telephone call to: MINEAPOLIS,MN 612-339-5863	.50
10/08/03	Telephone call to: DALLAS NE,TX 972-906-1120	.50
10/08/03	Telephone call to: BARNWELL,SC 803-259-2759	.75
10/08/03	Telephone call to: SAN FRAN,CA 415-263-7000	.56
10/08/03	Telephone call to: DALLAS NE,TX 972-906-2180	1.25
10/08/03	Telephone call to: NEWYORKCTY,NY 212-232-0400	.50
10/08/03	Telephone call to: DALLAS,TX 214-210-2930	.50
10/08/03	Telephone call to: GRD PR,TX 214-647-7500	.75
10/08/03	Standard Copies	.60
10/08/03	Standard Copies	.10
10/08/03	Standard Copies	2.00
10/08/03	Standard Copies	2.80
10/08/03	Standard Copies	.90
10/08/03	Standard Copies	102.00
10/08/03	Standard Copies	19.50
10/08/03	Standard Copies	.60
10/08/03	Standard Copies	.30
10/08/03	Standard Copies	.10
10/08/03	Standard Copies	.10
10/08/03	Binding	3.50
10/08/03	Scanned Images	3.30
10/08/03	Fed Exp to:BARRY FOLSE C/O MARTHA WAGNER LEWISVILLE,TX from:EDGAR I YEP	56.17

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Date	Description	Amount
10/08/03	Fed Exp to:DANA BICKFORD,LEWISVILLE,TX from:EDGAR I YEP	56.17
10/08/03	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 7/1/03 to 9/30/03	9.45
10/08/03	PACER SERVICE CENTER - Computer Database Research, 7/1/03 to 9/30/03	9.80
10/08/03	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 7/1/03 to 9/30/03	71.05
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 9/30/03	27.72
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	.35
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	5.18
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	7.35
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	.07
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	52.43
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 7/01/03 to 09/30/03	.14
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 7/01/03 to 09/30/03	.28
10/08/03	PACER SERVICE CENTER - Computer Database Research, Billing Cycle 7/1/03 to 9/30/03	33.60
10/08/03	West Publishing-TP,Database Usage 10.03	.61
10/08/03	West Publishing-TP,Database Usage 10.03	24.88
10/09/03	Telephone call to: E CENTRAL,FL 407-316-0393	1.00
10/09/03	Telephone call to: NORTHEAST,PA 570-344-1266	.75
10/09/03	Telephone call to: WILMINGTON,DE 302-656-8162	5.48
10/09/03	Telephone call to: WILMINGTON,DE	.50

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Date	Description	Amount
	302-654-8200	
10/09/03	Telephone call to: DALLAS NE,TX 972-906-8122	.50
10/09/03	Telephone call to: DALLAS NE,TX 972-906-8050	1.00
10/09/03	Telephone call to: GRD PR,TX 214-914-9081	1.49
10/09/03	Telephone call to: DALLAS NE,TX 972-906-8122	1.99
10/09/03	Telephone call to: EASTERN,MA 617-504-0253	.50
10/09/03	Telephone call to: DALLAS NE,TX 972-906-8122	1.74
10/09/03	Telephone call to: LOUISVILLE,KY 502-625-3500	.50
10/09/03	Telephone call to: LOUISVILLE,KY 502-625-3500	3.74
10/09/03	Standard Copies	2.80
10/09/03	Standard Copies	.80
10/09/03	Standard Copies	27.90
10/09/03	Standard Copies	4.80
10/09/03	Standard Copies	1.00
10/09/03	Standard Copies	2.50
10/09/03	Standard Copies	6.40
10/09/03	Standard Copies	9.30
10/09/03	Standard Copies	17.20
10/09/03	Standard Copies	84.80
10/09/03	Standard Copies	163.10
10/09/03	Tabs/Indexes/Dividers	1.00
10/09/03	Scanned Images	6.60
10/09/03	Scanned Images	3.45
10/09/03	West Publishing-TP,Database Usage 10.03	.61
10/10/03	Telephone call to: LOUISVILLE,KY 502-589-4200	.75
10/10/03	Fax page charge to 502-587-3695	6.00
10/10/03	Standard Copies	15.70
10/10/03	Standard Copies	.30
10/10/03	Standard Copies	1.80
10/10/03	Scanned Images	13.20
10/10/03	Scanned Images	10.35
10/10/03	Scanned Images	7.50
10/10/03	Scanned Images	7.95
10/10/03	Scanned Images	8.10
10/10/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 10/05/03	676.25
10/10/03	West Publishing-TP,Database Usage 10.03	.61

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Date	Description	Amount
10/10/03	West Publishing-TP,Database Usage 10.03	90.79
10/10/03	West Publishing-TP,Database Usage 10.03	174.49
10/10/03	Lena R Prodan - SECRETARY SUPPORT	109.64
10/11/03	Standard Copies	6.10
10/11/03	UPS Dlvry to:Steven R. Kotarba,Glen Ellyn,IL from:Steven R Kotarba	23.34
10/11/03	West Publishing-TP,Database Usage 10.03	.61
10/12/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 10/12/03	603.13
10/12/03	West Publishing-TP,Database Usage 10.03	.61
10/13/03	Telephone call to: CLEVELAND,OH 216-861-4700	1.99
10/13/03	Telephone call to: DALLAS NE,TX 972-906-8000	.50
10/13/03	Telephone call to: DALLAS NE,TX 972-906-8000	.50
10/13/03	Telephone call to: CLVD N,OH 330-497-0700	.50
10/13/03	Telephone call to: GRD PR,TX 214-647-7500	.75
10/13/03	Telephone call to: NEWYORKCTY,NY 212-530-5189	.50
10/13/03	Telephone call to: DALLAS NE,TX 972-906-1120	.50
10/13/03	Telephone call to: OKLA CITY,OK 405-552-2253	.50
10/13/03	Telephone call to: LOUISVILLE,KY 502-587-3664	1.25
10/13/03	Telephone call to: STATE OF,DE 302-778-6401	.50
10/13/03	Telephone call to: CLVD N,OH 330-497-0700	.50
10/13/03	Telephone call to: EASTERN,MD 410-580-4189	1.49
10/13/03	Telephone call to: DALLAS NE,TX 972-906-2180	.50
10/13/03	Telephone call to: LOUISVILLE,KY 502-587-3664	1.49
10/13/03	Fax page charge to 302-571-1750	.75
10/13/03	Standard Copies	3.20
10/13/03	Standard Copies	4.40
10/13/03	Standard Copies	1.30
10/13/03	Scanned Images	.75
10/13/03	Scanned Images	.45
10/13/03	Scanned Images	.45
10/13/03	Scanned Images	.30

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Date	Description	Amount
10/13/03	Scanned Images	4.80
10/13/03	Scanned Images	4.95
10/13/03	Scanned Images	5.25
10/13/03	Scanned Images	.30
10/13/03	Scanned Images	.30
10/13/03	Scanned Images	.30
10/13/03	Postage	.37
10/13/03	Fed Exp to:JANET P. JAKUBOWICZ, ESQ.,LOUISVILLE KY from:LENA PRODAN	9.97
10/13/03	B.C. CHRISTIE'S - Working Meals/K&E Only - 10/09/03 - Lunch meeting for Damian Capozzola	84.42
10/13/03	West Publishing-TP,Database Usage 10.03	.61
10/13/03	West Publishing-TP,Database Usage 10.03	29.79
10/13/03	West Publishing-TP,Database Usage 10.03	34.21
10/14/03	Telephone call to: BRITTON,OK 405-841-5753	3.74
10/14/03	Telephone call to: E CENTRAL,FL 407-316-0393	2.24
10/14/03	Telephone call to: HARRISBURG,PA 717-233-5731	2.24
10/14/03	Telephone call to: BRITTON,OK 405-841-8057	.50
10/14/03	Telephone call to: GRD PR,TX 214-647-7500	.50
10/14/03	Telephone call to: OKLA CITY,OK 405-552-2275	.75
10/14/03	Telephone call to: 763-221-5898	1.25
10/14/03	Telephone call to: STATE OF,DE 302-778-6406	1.74
10/14/03	Telephone call to: PHLADELPHA,PA 610-805-3400	.50
10/14/03	Telephone call to: DALLAS NE,TX 972-906-2180	.50
10/14/03	Telephone call to: OAHU,HI 808-539-8700	.50
10/14/03	Telephone call to: OAHU,HI 808-524-3700	.50
10/14/03	Standard Copies	18.90
10/14/03	Standard Copies	.20
10/14/03	Standard Copies	.40
10/14/03	Standard Copies	1.90
10/14/03	Standard Copies	.40
10/14/03	Standard Copies	.90
10/14/03	Standard Copies	4.90
10/14/03	Standard Copies	.10

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Date	Description	Amount
10/14/03	Scanned Images	3.90
10/14/03	Fed Exp to:JANET P. JAKUBOWICZ, ESQ.,LOUISVILLE KY from:LENA PRODAN	9.97
10/14/03	West Publishing-TP,Database Usage 10.03	.61
10/14/03	West Publishing-TP,Database Usage 10.03	2.65
10/14/03	West Publishing-TP,Database Usage 10.03	80.87
10/15/03	Telephone call to: BRITTON,OK 405-841-8008	.50
10/15/03	Telephone call to: GRD PR,TX 214-647-7500	.75
10/15/03	Telephone call to: MEMPHIS,TN 901-525-1800	.50
10/15/03	Telephone call to: HARRISBURG,PA 717-233-5731	.75
10/15/03	Telephone call to: 229-242-6726	.75
10/15/03	Telephone call to: 229-896-7531	.75
10/15/03	Telephone call to: ATLANTA,GA 404-728-8787	.50
10/15/03	Telephone call to: ATLANTA,GA 404-728-8787	6.98
10/15/03	Telephone call to: DALLAS NE,TX 972-906-1172	.50
10/15/03	Telephone call to: DALLAS NE,TX 972-370-4300	.50
10/15/03	Telephone call to: WASHINGTON,DC 202-861-1794	.50
10/15/03	Telephone call to: HARRISBURG,PA 717-233-5731	3.24
10/15/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
10/15/03	Telephone call to: BRATTLEBO,VT 802-257-6804	1.25
10/15/03	Telephone call to: DALLAS NE,TX 972-906-1174	.75
10/15/03	Telephone call to: HARRISBURG,PA 717-233-5731	1.74
10/15/03	Telephone call to: PHLADELPHA,PA 610-805-3400	9.47
10/15/03	Telephone call to: E PHOENIX,AZ 480-706-1196	3.99
10/15/03	Standard Copies	67.20
10/15/03	Standard Copies	57.50
10/15/03	Standard Copies	30.70
10/15/03	Standard Copies	2.60
10/15/03	Standard Copies	1.50
10/15/03	Standard Copies	18.20

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Date	Description	Amount
10/15/03	Standard Copies	.20
10/15/03	Standard Copies	.80
10/15/03	Tabs/Indexes/Dividers	4.00
10/15/03	Scanned Images	.15
10/15/03	Scanned Images	.15
10/15/03	Scanned Images	.15
10/15/03	West Publishing-TP,Database Usage 10.03	.61
10/15/03	West Publishing-TP,Database Usage 10.03	.74
10/15/03	West Publishing-TP,Database Usage 10.03	9.08
10/15/03	West Publishing-TP,Database Usage 10.03	58.45
10/16/03	Telephone call to: STATE OF,DE 302-778-6406	1.49
10/16/03	Telephone call to: OAHU,HI 808-539-8700	.50
10/16/03	Telephone call to: WILMINGTON,DE 302-575-7284	.75
10/16/03	Tabs/Indexes/Dividers	2.00
10/16/03	West Publishing-TP,Database Usage 10.03	.61
10/16/03	West Publishing-TP,Database Usage 10.03	26.49
10/16/03	West Publishing-TP,Database Usage 10.03	39.78
10/16/03	West Publishing-TP,Database Usage 10.03	29.97
10/17/03	Telephone call to: DALLAS NE,TX 972-906-1120	1.99
10/17/03	Telephone call to: E CENTRAL,FL 407-316-0393	.50
10/17/03	Standard Copies	5.80
10/17/03	Standard Copies	17.20
10/17/03	Standard Copies	4.40
10/17/03	Standard Copies	11.50
10/17/03	Standard Copies	2.40
10/17/03	Standard Copies	1.00
10/17/03	Standard Copies	27.80
10/17/03	Standard Copies	.50
10/17/03	Binding	1.75
10/17/03	Tabs/Indexes/Dividers	5.60
10/17/03	Tabs/Indexes/Dividers	4.80
10/17/03	Calendar/Court Services - Online research for selected items. (P. Leeson)	10.00
10/17/03	West Publishing-TP,Database Usage 10.03	.61
10/17/03	West Publishing-TP,Database Usage 10.03	28.02
10/17/03	West Publishing-TP,Database Usage 10.03	3.81
10/17/03	West Publishing-TP,Database Usage 10.03	32.41
10/17/03	West Publishing-TP,Database Usage 10.03	53.12
10/17/03	Patricia C Myers - Prepare docs re adv matter for	17.77
10/18/03	West Publishing-TP,Database Usage 10.03	.61

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Date	Description	Amount
10/19/03	Damian Capozzola, Internet Access, 10/19/03, (Client Meeting)	.54
10/19/03	Eric Liebeler, Telephone While Traveling, 10/19/03, (Client Meeting)	11.34
10/19/03	Comet Messenger Services to: KE-40575-0003	82.53
10/19/03	West Publishing-TP,Database Usage 10.03	.61
10/19/03	Overtime Meals Donna R Amos	12.00
10/19/03	Patricia C Myers - Secretarial overtime	213.30
10/20/03	Damian Capozzola, Internet Access, 10/20/03, (Client Meeting)	3.24
10/20/03	Telephone call to: WILMINGTON,DE 302-575-7284	.50
10/20/03	Telephone call to: 229-242-6726	.50
10/20/03	Eric Liebeler, Telephone While Traveling, 10/20/03, (Client Meeting)	94.74
10/20/03	Tabs/Indexes/Dividers	10.00
10/20/03	Scanned Images	3.45
10/20/03	Damian Capozzola, Working Group Meal/K&E & Others Dallas, TX, 10/20/03, (Client Meeting)	40.00
10/20/03	West Publishing-TP,Database Usage 10.03	.61
10/20/03	West Publishing-TP,Database Usage 10.03	187.64
10/20/03	West Publishing-TP,Database Usage 10.03	75.80
10/20/03	Steven Kotarba, Parking, Chicago, IL, 10/20/03, (Overtime Transportation)	10.00
10/21/03	Damian Capozzola, Internet Access, 10/21/03, (Client Meeting)	2.16
10/21/03	Telephone call to: GRD PR,TX 214-647-7500	.50
10/21/03	Telephone call to: BRITTON,OK 405-858-5854	.50
10/21/03	Telephone call to: WILMINGTON,DE 302-888-6853	.50
10/21/03	Telephone call to: PHLADELPHA,PA 610-805-3400	.50
10/21/03	Telephone call to: PHLADELPHA,PA 610-805-3400	.75
10/21/03	Eric Liebeler, Telephone While Traveling, 10/21/03, (Client Meeting)	156.27
10/21/03	Fax page charge to 972-906-1208	1.50
10/21/03	Standard Copies	1.40
10/21/03	Standard Copies	6.60
10/21/03	Standard Copies	2.70
10/21/03	Standard Copies	2.20
10/21/03	Standard Copies	.10

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Date	Description	Amount
10/21/03	Standard Copies	.10
10/21/03	Standard Copies	.80
10/21/03	Scanned Images	.60
10/21/03	Postage	2.40
10/21/03	Fed Exp to:COURT CLERK - ROBERT D. DENNIS OKLAHOMA CITY,OK from:DENISE WYMORE	9.20
10/21/03	Eric Liebeler, cabfare, Los Angeles, CA, 10/21/03 (Client Meeting)	45.00
10/21/03	West Publishing-TP,Database Usage 10.03	.61
10/21/03	West Publishing-TP,Database Usage 10.03	3.18
10/21/03	West Publishing-TP,Database Usage 10.03	2.79
10/21/03	West Publishing-TP,Database Usage 10.03	15.16
10/21/03	West Publishing-TP,Database Usage 10.03	242.74
10/22/03	Damian Capozzola, Internet Access, 10/22/03, (Client Meeting)	9.95
10/22/03	Telephone call to: E PHOENIX,AZ 480-456-3201	2.74
10/22/03	Telephone call to: DALLAS,TX 214-468-8399	.50
10/22/03	Telephone call to: OKLA CITY,OK 405-552-2275	.50
10/22/03	Telephone call to: DALLAS,TX 214-630-7000	1.00
10/22/03	Telephone call to: DALLAS,TX 214-871-0708	.50
10/22/03	Standard Copies	.30
10/22/03	Standard Copies	.10
10/22/03	Tabs/Indexes/Dividers	3.50
10/22/03	Scanned Images	.75
10/22/03	Scanned Images	.90
10/22/03	Fed Exp to:DEBBIE ALEXANDER-BURKLOW,OKLAHOMA CITY OK from:ED YEP	59.30
10/22/03	Damian Capozzola, cabfare, Dallas, TX, 10/22/03, (Client Meeting)	40.00
10/22/03	West Publishing-TP,Database Usage 10.03	.61
10/22/03	West Publishing-TP,Database Usage 10.03	.69
10/22/03	West Publishing-TP,Database Usage 10.03	1.42
10/22/03	West Publishing-TP,Database Usage 10.03	18.46
10/23/03	Telephone call to: OKLA CITY,OK 405-552-2256	.50
10/23/03	Telephone call to: W PHOENIX,AZ 623-434-1244	1.74
10/23/03	Telephone call to: STATE OF,DE 302-778-6412	.50

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Date	Description	Amount
10/23/03	Telephone call to: GRD PR,TX 214-647-7500	.75
10/23/03	Standard Copies	2.60
10/23/03	Standard Copies	7.80
10/23/03	Standard Copies	.10
10/23/03	Standard Copies	54.90
10/23/03	Standard Copies	32.70
10/23/03	Standard Copies	9.00
10/23/03	Scanned Images	7.35
10/23/03	Scanned Images	.15
10/23/03	Scanned Images	.30
10/23/03	Scanned Images	.30
10/23/03	Scanned Images	11.55
10/23/03	Scanned Images	2.25
10/23/03	Scanned Images	9.15
10/23/03	Scanned Images	14.55
10/23/03	Damian Capozzola, cabfare, OKLAHOMA CITY, OK, 10/23/03, (Client Meeting)	25.00
10/23/03	Damian Capozzola, cabfare, OKLAHOMA CITY, OK, 10/23/03, (Client Meeting)	27.00
10/23/03	West Publishing-TP,Database Usage 10.03	.61
10/23/03	West Publishing-TP,Database Usage 10.03	93.11
10/23/03	Steven Kotarba, Overtime Meal-Attorney, Chicago, IL, 10/23/03, (Overtime Meals)	9.85
10/24/03	Rebecca Wahlquist, Telephone While Traveling, 10/24/03, 10/24/03, (Telephone Charges)	49.11
10/24/03	Telephone call to: WILMINGTON,DE 302-888-6853	.75
10/24/03	Telephone call to: BRITTON,OK 405-841-8057	.50
10/24/03	Telephone call to: DETROIT,MI 313-393-7331	.50
10/24/03	Telephone call to: MADISON,WI 608-251-5000	1.49
10/24/03	Telephone call to: NEWYORKCTY,NY 212-819-8311	1.00
10/24/03	Fax page charge to 330-497-4020	.75
10/24/03	Fax page charge to 216-861-4703	.75
10/24/03	Fax page charge to 302-652-4400	.75
10/24/03	Fax page charge to 415-263-7010	.75
10/24/03	Fax page charge to 410-580-3001	.75
10/24/03	Fax page charge to 216-861-4703	1.50
10/24/03	Fax page charge to 212-530-5219	1.50
10/24/03	Fax page charge to 212-530-5219	.75
10/24/03	Standard Copies	3.60

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Date	Description	Amount
10/24/03	Standard Copies	5.80
10/24/03	Standard Copies	1.30
10/24/03	Scanned Images	3.00
10/24/03	Scanned Images	.30
10/24/03	Scanned Images	2.55
10/24/03	Scanned Images	.30
10/24/03	Scanned Images	.15
10/24/03	Scanned Images	.45
10/24/03	Fed Exp to:BARRY FOLSE,CARROLLTON,TX from:ANTOINETTE HUERTA	29.49
10/24/03	Fed Exp to:CARL KUNZ, III, ESQ.,WILMINGTON,DE from:ANTOINETTE HUERTA	16.45
10/24/03	Fed Exp to:DONALD O. LOEB,SCOTTSDALE,AZ from:ANTOINETTE HUERTA	12.41
10/24/03	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 10/19/03	1,075.34
10/24/03	PARCELS, INC - Information Broker Doc/Svcs, Documents regarding Case #99-554 for J. Strohl, 10/23/03	99.25
10/24/03	West Publishing-TP,Database Usage 10.03	.61
10/24/03	West Publishing-TP,Database Usage 10.03	36.12
10/25/03	UPS Dlvry to:Steven R. Kotarba,Glen Ellyn,IL from:Steven R Kotarba	31.20
10/25/03	West Publishing-TP,Database Usage 10.03	.61
10/25/03	West Publishing-TP,Database Usage 10.03	45.99
10/26/03	Comet Messenger Services to: KE-40575-0003	55.02
10/26/03	West Publishing-TP,Database Usage 10.03	.61
10/27/03	Telephone call to: MONROE,LA 318-387-8000	1.99
10/27/03	Telephone call to: BRITTON,OK 405-841-8214	.50
10/27/03	Telephone call to: DALLAS NE,TX 972-906-1120	.50
10/27/03	Telephone call to: BRITTON,OK 405-841-8214	1.49
10/27/03	Telephone call to: MONROE,LA 318-387-8000	.50
10/27/03	Telephone call to: GRD PR,TX 214-647-7500	.75
10/27/03	Telephone call to: OKLA CITY,OK 405-552-2256	1.00
10/27/03	Telephone call to: CLEVELAND,OH 216-861-4700	.50
10/27/03	Telephone call to: DALLAS,TX	2.24

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Date	Description	Amount
	214-855-7513	
10/27/03	Postage	.37
10/27/03	Fax page charge to 214-647-7503	2.25
10/27/03	Fax page charge to 808-528-4997	.75
10/27/03	Fax page charge to 480-707-5005	1.50
10/27/03	Fax page charge to 972-906-1405	2.25
10/27/03	Fax page charge to 302-571-1750	1.50
10/27/03	Standard Copies	4.20
10/27/03	Standard Copies	2.80
10/27/03	Standard Copies	5.40
10/27/03	Standard Copies	.60
10/27/03	Standard Copies	.20
10/27/03	Standard Copies	1.00
10/27/03	Standard Copies	.10
10/27/03	Standard Copies	.40
10/27/03	Standard Copies	1.90
10/27/03	Standard Copies	3.80
10/27/03	Standard Copies	2.00
10/27/03	Standard Copies	19.40
10/27/03	Standard Copies	.90
10/27/03	Standard Copies	.40
10/27/03	Standard Copies	5.70
10/27/03	Standard Copies	.40
10/27/03	Standard Copies	.20
10/27/03	Standard Copies	24.40
10/27/03	Standard Copies	1.00
10/27/03	Standard Copies	.20
10/27/03	Scanned Images	.75
10/27/03	Scanned Images	.60
10/27/03	Scanned Images	1.20
10/27/03	Scanned Images	1.80
10/27/03	Fed Exp to:CARL N KUNZ III,WILMINGTON,DE from:LAURA A THOMAS	9.97
10/27/03	West Publishing-TP,Database Usage 10.03	.61
10/27/03	West Publishing-TP,Database Usage 10.03	8.13
10/27/03	West Publishing-TP,Database Usage 10.03	38.75
10/27/03	West Publishing-TP,Database Usage 10.03	233.46
10/28/03	Telephone call to: GRD PR,TX 214-647-7626	.50
10/28/03	Telephone call to: GRD PR,TX 214-647-7500	.75
10/28/03	Telephone call to: BRITTON,OK 405-841-8287	1.99
10/28/03	Telephone call to: CLEVELAND,OH 216-861-4700	1.99
10/28/03	Telephone call to: DALLAS NE,TX	12.96

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Date	Description	Amount
	972-906-1120	
10/28/03	Fax page charge to 216-861-4703	3.75
10/28/03	Fax page charge to 216-861-4703	3.00
10/28/03	Fax page charge to 212-530-5219	1.50
10/28/03	Fax page charge to 972-906-2322	2.25
10/28/03	Fax page charge to 212-530-5219	3.75
10/28/03	Fax page charge to 405-841-4222	2.25
10/28/03	Fax page charge to 216-861-4703	3.75
10/28/03	Fax page charge to 216-861-4703	3.75
10/28/03	Fax page charge to 972-906-2322	2.25
10/28/03	Fax page charge to 405-841-4222	2.25
10/28/03	Fax page charge to 212-530-5219	3.75
10/28/03	Standard Copies	1.90
10/28/03	Standard Copies	2.40
10/28/03	Standard Copies	2.10
10/28/03	Standard Copies	.70
10/28/03	Standard Copies	14.50
10/28/03	Standard Copies	4.50
10/28/03	Standard Copies	1.60
10/28/03	Standard Copies	2.40
10/28/03	Standard Copies	15.70
10/28/03	Standard Copies	5.10
10/28/03	Standard Copies	4.70
10/28/03	Binding	7.00
10/28/03	Tabs/Indexes/Dividers	.40
10/28/03	Scanned Images	1.80
10/28/03	West Publishing-TP,Database Usage 10.03	.61
10/28/03	West Publishing-TP,Database Usage 10.03	7.18
10/28/03	West Publishing-TP,Database Usage 10.03	60.61
10/29/03	Sydne Michel, Telephone While Traveling, 10/29/03 (Telephone Charges)	16.14
10/29/03	Telephone call to: CHICAGO,IL 312-407-0700	.75
10/29/03	Telephone call to: DALLAS NE,TX 972-906-1120	.75
10/29/03	Telephone call to: GRD PR,TX 214-647-7500	.50
10/29/03	Telephone call to: DALLAS,TX 214-953-6816	1.00
10/29/03	Telephone call to: DALLAS NE,TX 972-906-8168	.75
10/29/03	Telephone call to: DALLAS NE,TX 972-906-8125	2.74
10/29/03	Telephone call to: BRITTON,OK 405-858-5860	.50
10/29/03	Telephone call to: DALLAS,TX	2.24

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Date	Description	Amount
	214-855-3018	
10/29/03	Telephone call to: DALLAS NE,TX	.75
	972-906-8000	
10/29/03	Telephone call to: DALLAS NE,TX	.50
	972-906-8125	
10/29/03	Postage	4.75
10/29/03	Fax page charge to 302-571-1750	.75
10/29/03	Fax page charge to 480-707-5005	.75
10/29/03	Standard Copies	6.00
10/29/03	Standard Copies	.40
10/29/03	Standard Copies	6.70
10/29/03	Standard Copies	1.70
10/29/03	Standard Copies	15.80
10/29/03	Standard Copies	34.20
10/29/03	Standard Copies	8.60
10/29/03	Standard Copies	1.20
10/29/03	Standard Copies	5.60
10/29/03	Scanned Images	1.80
10/29/03	Scanned Images	2.10
10/29/03	Scanned Images	.30
10/29/03	Fed Exp to:MR ROBERT ELLIS MR TIM EIDSON,ADEL,GA from:ERIN WILSON MARCUCCI	11.72
10/29/03	West Publishing-TP,Database Usage 10.03	.61
10/29/03	West Publishing-TP,Database Usage 10.03	1.32
10/29/03	West Publishing-TP,Database Usage 10.03	22.51
10/30/03	Telephone call to: BRITTON,OK 405-841-8057	.75
10/30/03	Telephone call to: CLEVELAND,OH 216-861-4700	2.24
10/30/03	Telephone call to: BRITTON,OK 405-841-8287	4.48
10/30/03	Telephone call to: HOUSTON,TX 713-527-5742	1.99
10/30/03	Telephone call to: GRD PR,TX 214-704-9254	1.49
10/30/03	Telephone call to: HOUSTON,TX 713-527-5742	2.49
10/30/03	Telephone call to: GRD PR,TX 214-704-9254	2.74
10/30/03	Telephone call to: CLEVELAND,OH 216-861-4700	2.24
10/30/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
10/30/03	Fax page charge to 302-571-1750	1.50
10/30/03	Fax page charge to 480-707-5005	1.50
10/30/03	Fax page charge to 610-274-3538	9.75

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Date	Description	Amount
10/30/03	Fax page charge to 952-932-2356	1.50
10/30/03	Fax page charge to 713-426-3741	6.00
10/30/03	Standard Copies	.10
10/30/03	Standard Copies	.60
10/30/03	Standard Copies	.80
10/30/03	Standard Copies	.80
10/30/03	Standard Copies	.10
10/30/03	Standard Copies	.10
10/30/03	Standard Copies	.20
10/30/03	Scanned Images	.60
10/30/03	Scanned Images	.45
10/30/03	West Publishing-TP,Database Usage 10.03	.61
10/30/03	West Publishing-TP,Database Usage 10.03	6.99
10/31/03	Standard Copies	.70
10/31/03	Standard Copies	.90
10/31/03	Standard Copies	1.60
10/31/03	Scanned Images	.30
10/31/03	Eric Liebeler, Airfare, Los Angeles, CA, 11/05/03 to 11/07/03, (Client Meeting)	1,128.04
10/31/03	West Publishing-TP,Database Usage 10.03	.61
10/31/03	West Publishing-TP,Database Usage 10.03	116.07
	Total Expenses	$ 15,966.74

November 25, 2003

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

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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

Inv.# 2715626

IN THE MATTER OF **Avoidance Actions**
File No. 40575-0004

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	$ 30,016.00
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	$ 108.35
Total for legal services rendered and expenses incurred	$ 30,124.35

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Date	Hours	Name	Description
			E. Liebeler re preference issues.
10/16/03	.50	Damian D Capozzola	Correspond with M. Scott re preference issues and analysis.
10/17/03	1.80	William H Grignon	Research re 3rd circuit precedent re debtor-creditor relations during the preference period.
10/17/03	2.00	Eric C Liebeler	Telephone conference with M. Scott re preferences and meetings next week (.4); review and analyze preference material (1.6).
10/19/03	5.00	William H Grignon	Research re 3rd circuit precedent re preferences (2.0); draft rough outline and first draft of memorandum re same (1.5); review and revise memorandum re same (1.5).
10/19/03	1.00	Eric C Liebeler	Prepare for client meetings on preferences.
10/20/03	.30	Richard L Wynne	Conference with E. Liebeler re preference litigation.
10/20/03	.20	Peter J Leeson, IV	Review email from E. Liebeler re preference litigation.
10/20/03	7.80	William H Grignon	Review and revise draft of memorandum re preference standard.
10/20/03	4.70	Eric C Liebeler	Conference with M. Scott re fraudulant conveyance actions (1.0); review and study preference action cases and outline (3.7).
10/20/03	2.70	Sydne J Michel	Review and analyze spreadsheets in preparation for drafting preference complaints. bonding companies.
10/21/03	1.30	Damian D Capozzola	Analyze preference issues and correspond with E. Liebeler re same.
10/22/03	8.60	Damian D Capozzola	Meetings with numerous Fleming employees re preference collection issues, and prepare outlines re

Date	Hours	Name	Description
			preference collection strategies.
10/22/03	2.00	Eric C Liebeler	Review preference claims (.8); conferences with M. Scott re miliatary contract, preference issues, and fraudulant conveyance issues (1.2).
10/23/03	2.10	Damian D Capozzola	Analyze preference collection documents and prepare preference collection strategies.
10/23/03	1.00	Eric C Liebeler	Review Nestle preference documents.
10/24/03	.70	Damian D Capozzola	Conference with M. Scott and E. Liebeler re preferences and recoupment.
10/27/03	.30	Damian D Capozzola	Conference re Krist Oil and preference issues.
10/28/03	.70	Damian D Capozzola	Conference and analysis re preference issues.
10/28/03	1.00	Damian D Capozzola	Conference with M. Scott re fraudulent transfer and administration issues.
10/29/03	1.00	Melissa M Dulac	Research defenses to preferential payments.
10/29/03	.40	Romana O Samad	Read memorandum on preference law in preparation for fact development meeting (.2); read section 547 synopsis (.2).
10/29/03	.80	Richard S Berger	Review and analyze avoidance complaint precedent.
10/29/03	.70	Eric C Liebeler	Review preference materials.
10/30/03	6.50	Romana O Samad	Research on standard for insolvency in 3rd circuit.
10/30/03	.60	Damian D Capozzola	Analyze preference issues and e-mails and documents from client contacts re same.
10/30/03	1.40	Eric C Liebeler	Conference with M. Dulac, O. Samad re preference claims (.4); review

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Date	Hours	Name	Description
			preference materials (.7); telephone conferences with A. Caine, M. Scott re preference claims (.3).
10/30/03	3.70	Sydne J Michel	Draft and revise complaint for recovery of preferential transfers.
10/31/03	3.50	Melissa M Dulac	Research re preference defense standard (2.5); conference with O. Samad re universe of documents to gather to establish preference action (.5); conference with E. Liebeler, D. Capozzola, and O. Samad re interviews to conduct in Oklahoma City and Dallas next week (.5)
10/31/03	.90	Eric C Liebeler	Prepare for preferences interviews.
	74.50		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Description of Expenses

Date	Description	Amount
10/07/03	West Publishing-TP,Database Usage 10.03	1.97
10/21/03	West Publishing-TP,Database Usage 10.03	6.55
10/22/03	West Publishing-TP,Database Usage 10.03	31.35
10/23/03	Standard Copies	7.80
10/23/03	West Publishing-TP,Database Usage 10.03	7.38
10/27/03	Standard Copies	1.40
10/31/03	West Publishing-TP,Database Usage 10.03	51.90
	Total Expenses	$ 108.35

November 25, 2003

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

ATTN: Archie Dykes

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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

Inv.# 2722343

IN THE MATTER OF **Business Operations**
File No. 40575-0005

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	$ 59,167.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	$ 134.79
Total for legal services rendered and expenses incurred	$ 59,302.29

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Summary of Hours Billed

Timekeeper	Hours	Rate	Amount
Janet S Baer	6.90	625.00	4,312.50
Shirley S Cho	9.20	445.00	4,094.00
Eva H Davis	.80	545.00	436.00
Willard G Fraumann, P.C.	20.80	660.00	13,728.00
Seth J Gerson	1.80	430.00	774.00
Robert M Jason	1.00	615.00	615.00
Geoffrey A Richards	17.30	460.00	7,958.00
James H M Sprayregen, P.C.	4.60	730.00	3,358.00
J Garrett Van Osdell	3.00	375.00	1,125.00
Richard L Wynne	33.60	670.00	22,512.00
James M Celeski	2.00	105.00	210.00
Frank A Chavez	.50	90.00	45.00
Total	101.50		$ 59,167.50

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Description of Legal Services

Date	Hours	Name	Description
10/01/03	.80	Richard L Wynne	Telephone conference with A. Dykes, C. Hernandez, L. Price, L. Lemon and J. Horn re corporate governance issues.
10/02/03	.40	Geoffrey A Richards	Telephone conferences with C. Hernandez re A. Dykes compensation.
10/03/03	.30	Shirley S Cho	Review and respond to emails from R. Wynne re bond issue (.1); review email from M. Malone re directors and officers and email to M. Malone re same (.2).
10/03/03	.50	Richard L Wynne	Telephone conference with bank re update.
10/06/03	.60	Shirley S Cho	Review and revise C. Walsh draft vendor letter (.5); telephone conference with C. Walsh re same (.1).
10/06/03	.20	Richard L Wynne	Telephone conference with G. Richards re preparation for OCC meeting.
10/06/03	3.40	Richard L Wynne	Revise reclamation memorandum and summary, set off memorandum and summary, plan term sheet and summary, substantive consolidation memorandum and summary for preparation for UCC meeting (2.5); analyze PBGC claim memorandum (.6); telephone conference with J. Baer re changes to all memoranda needed to prepare for UCC meeting (.3).
10/06/03	.50	J Garrett Van Osdell	Team conference with client re amended cash management motion.
10/07/03	3.10	Geoffrey A Richards	Prepare for and participate in telephone conference with F. Huffard, T. Stenger, T. Morrow J. Sprayregen re committee presentation (2.0); review materials re same (1.1).

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Date	Hours	Name	Description
10/07/03	3.20	Geoffrey A Richards	Prepare for creditors' committee meeting.
10/08/03	.30	Shirley S Cho	Revise C. Walsh vendor letter (.2); email correspondence with C. Walsh re same (.1).
10/08/03	7.00	Richard L Wynne	Prepare for and attend meeting of unsecured creditors committee, including pre-meeting with document review.
10/08/03	.40	J Garrett Van Osdell	Team conference re business operations.
10/08/03	.50	Frank A Chavez	Locate, retrieve and distribute all documents re cash management motion.
10/08/03	9.70	Geoffrey A Richards	Prepare for creditors' committee meeting with client, F. Huffard, T. Stenger, J. Baer and R. Wynne (3.4); participate in same (6.3).
10/08/03	4.60	James H M Sprayregen, P.C.	Prepare for and attend Creditors' Committee meeting.
10/09/03	1.00	Robert M Jason	Participate in Board of Directors meeting by conference call.
10/09/03	.60	Shirley S Cho	Email to C. Walsh re vendor letter (.2); telephone conference with T. Morrow re same (.1); review and revise same (.3).
10/09/03	1.40	Richard L Wynne	Telephone conference to prepare for bank call and conference with S. Cho re same and outline of issues (.5); telephone conference with bank re open issues on agenda (.7); analyze second report of information officer (.2).
10/09/03	.60	J Garrett Van Osdell	Conferences with K&E attorneys and client re amended motion.
10/10/03	.10	Shirley S Cho	Email to R. Stovall re cash management motion.
10/10/03	.60	J Garrett Van Osdell	Conference with S. Cho and K&E

Date	Hours	Name	Description
			attorneys re Motion to Amend and review draft of same.
10/13/03	.70	Shirley S Cho	Voicemail to J. McMahon re objection to 345(b) motion (.1); voicemail to R. Stovall re same (.1); telephone conference with R. Stovall re bond issues (.3); email to M. Sweeney re bond requirement (.2).
10/13/03	.20	J Garrett Van Osdell	Conference with working group re status of Motion to Amend.
10/14/03	.30	J Garrett Van Osdell	Conference with working group re status of Motion to Amend.
10/15/03	1.40	Shirley S Cho	Telephone conference with G. Van Osdell re bond waiver motion (.2); telephone conference with J. McMahon re 345(b) waiver motion (.2); research case law re same (.6); email to J. McMahon re same (.1); telephone conference with A. DeNatale re status of motion (.1); email to D. Ginsberg re same (.1); telephone conference with R. Wynne re same (.1).
10/15/03	.40	J Garrett Van Osdell	Conference with S. Cho re revised Motion to Amend.
10/15/03	.80	Eva H Davis	Telephone conferences with E. Liebeler and meetings with S. Bledsoe re potential litigation with third party purchasers (.5); telephone conference with K. Richesson re same (.3).
10/17/03	3.80	Janet S Baer	Assemble and review materials re Corporate Governance and sales issues (1.0); confer with W. Fraumann several times re same (.5); confer with various attorneys and review corporate governance materials (.3); review drafts of protocols, revise and transmit same to various parties (1.5); further coordinate review and discussion re Corporate Governance issues (.5).

The Fleming Company
Legal Services for the Period Ending October 31, 2003
November 25, 2003

Date	Hours	Name	Description
10/17/03	.30	Shirley S Cho	Telephone conference with J. McMahon re 345(b) waiver motion (.1); emails to R. Wynne and D. Ginsberg re same (.2).
10/17/03	1.00	Richard L Wynne	Telephone conference with S. Cho re 345(b) motion (.3); telephone conference with W. Fraumann re corp. governance (.4); telephone conference with R. Eubanks re corp. governance (.3).
10/17/03	5.50	Willard G Fraumann, P.C.	Draft corporate overnance memo and presentations (3.0); review and respond to voicemails and emails (.5); conference calls (1.5); telephone conference J. Baer, R. Eubanks and R. Wynne (.5).
10/18/03	2.30	Willard G Fraumann, P.C.	Draft Board memoranda re corporate governance (1.5); telephone conference J. Baer and R. Eubanks (.5); review and respond to voicemails and e-mails (.3).
10/19/03	1.90	Janet S Baer	Review drafts re corporate governance (.4); participate in conference re same (1.5).
10/19/03	2.50	Richard L Wynne	Analyze proposed board presentation (.4); telephone conference with J. Sprayregen, W. Fraumann and R. Roof re sales process options for board (1.0); telephone conference with R. Roof re changes to board presentation required (.4); revision of board presentation on sale by Blackstone (.6); analyze retailer motion stipulation revisions (.1).
10/19/03	3.20	Willard G Fraumann, P.C.	Conference calls (1.0); draft memos and protocol (1.5); review drafts (1.5); telephone conference J. Baer and R. Eubanks (.2); review and respond to voicemails and e-mails (.2); review tax slides (.3).
10/20/03	.70	Janet S Baer	Analyze Fleming Board issues including

Date	Hours	Name	Description
			review of final board materials re same (.5); confer with K. Richesson re same (.2).
10/21/03	.40	Shirley S Cho	Review email from D. Ginsberg re 345(b) issue (.2); email correspondence with K. Furhmann re same (.1); email to S. Campbell re meeting with lenders (.1).
10/21/03	.50	Richard L Wynne	Telephone conference with W. Fraumann and F. Huffard re corporate governance issues.
10/21/03	.90	Seth J Gerson	Telephone conference with F. Huffard, R. Wynne, W. Fraumann and R. Eubanks re corporate governance issues related to same (.4); conference with W. Fraumann and R. Eubanks re same (.5).
10/22/03	.40	Shirley S Cho	Voicemail to K. Furhman re 345(b) waiver motion (.1); telephone conference with K. Furhman re 345(b) waiver issues (.3).
10/22/03	1.30	Willard G Fraumann, P.C.	Telephone conference R. Eubanks re corporate governance (.3); telephone conferences R. Wynne, S. Gerson and J. Sprayregen re same (.5); review resolutions (.5).
10/23/03	.80	Shirley S Cho	Participate in committee call (.5); voicemail to R. Wynne re bond waiver (.1); telephone conference K. Furhman re bond issues (.2).
10/23/03	.20	Richard L Wynne	Telephone conference with G. Richards re preparation for OCC call.
10/24/03	1.70	Shirley S Cho	Telephone conference with S. Campbell re agenda for bank call (.1); voicemail to I. Kharasch re same (.1); email to M. Scott re same (.1); telephone conference with W. Disse re same (.2); telephone conference with A. DeNatale, S. Campbell et al. re case issues (.8); telephone conference with K. Furhman re 345(b) issue (.2); telephone conference