

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			with C. Wong re same (.2).
10/24/03	1.00	Richard L Wynne	Telephone conference with G. Richards re board meeting preparation (.4); telephone conference with A. Dykes case status (.3); preparation of memorandum to clients (.3).
10/24/03	1.50	Richard L Wynne	Telephone conference with S. Cho re bank update cal (.1); revise board presentation (.5); telephone conference with committee re update (.9).
10/24/03	2.00	Willard G Fraumann, P.C.	Telephone conferences G. Richards, R. Wynne and R. Eubanks (.3); review minutes and press reports (.7); review and respond to voicemails and e-mails (.5); review PWC report and Audit Committee issues (.5).
10/26/03	.20	Shirley S Cho	Review information from C. Wan re trust accounts.
10/26/03	4.50	Richard L Wynne	Attend board meeting and meetings with individual board members on all agenda items and meetings with M. Walsh.
10/26/03	.50	Richard L Wynne	Telephone conference with W. Fraumann and J. Sprayregen and others re corporate governance protections.
10/27/03	5.00	Richard L Wynne	Attend Fleming audit committee meeting (1.0); attend Fleming board meeting (4.0).
10/27/03	.20	Richard L Wynne	Telephone conference with W. Fraumann re settlement status issues and reply.
10/27/03	1.00	Willard G Fraumann, P.C.	Telephone conferences S. Gerson and G. Richards re corporate governance matters (.4); review and draft memoranda re same (.6).
10/28/03	.30	Shirley S Cho	Telephone conference with K. Fuhrman re bond motion (.1); telephone conference with J. McMahon re same (.2); telephone conference with D. Ginsberg re pay down

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			motion (.2); email correspondence with D. Ginsberg re pay down motion (.1); telephone conference with A. Running re same (.1).
10/28/03	.80	Richard L Wynne	Telephone conference with C. Hernandez, A. Dykes, J. Kernes, B. Collins and N. Lemon re investigating insured issues and investigation/audit.
10/28/03	.20	Richard L Wynne	Telephone conference with W. Fraumann re audit committee advice (.1); telephone conference with S. Cho re 345 motion (.1).
10/28/03	1.60	Willard G Fraumann, P.C.	Telephone conferences S. Gerson, R. Eubanks, R. Wynne and G. Richards re corporate governance issues (.8); review brand materials re same (.6); review and respond to voicemails and e-mails re same (.2).
10/29/03	.80	Shirley S Cho	Draft email to J. McMahon re 345(b) waiver motion (.7); telephone conference with M. Scott re same (.1).
10/29/03	.70	Richard L Wynne	Telephone conference with S. Cho re 345(b) motion (.1); analyze response to retailers omnibus motion (.3); telephone conference with K. Richesson, T. Stenger and F. Huffard re revisions to screening memoranda (.3).
10/29/03	2.00	James M Celeski	Research and create chart of Monthly operating reports.
10/30/03	.50	Janet S Baer	Review memo on Core-Mark Majestic Bond issue (.3); analyze matters re same (.2).
10/30/03	.30	Shirley S Cho	Email correspondence to J. McMahon re 345(b) motion (.1); email correspondence with C. Wan re same (.2).
10/30/03	.90	Seth J Gerson	Review and edit multiple drafts of corporate governance memoranda and

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			review comments of various parties to same (.7); conference with R. Eubanks re same (.2).
10/30/03	2.30	Willard G Fraumann, P.C.	Telephone conference S. Gerson and R. Eubanks re screening memo and resolutions (1.0); telephone conference J. Sprayregen (.3); review Asset Purchase Agreement changes (1.0).
10/30/03	.90	Geoffrey A Richards	Participate in telephone conference with committee re case issues.
10/31/03	.20	Richard L Wynne	Telephone conference with C. Hernandez re issues for SEC call.
10/31/03	.30	Richard L Wynne	Telephone conferences with W. Fraumann (three calls) re screening memoranda and tax issues with stock issuance.
10/31/03	.10	Richard L Wynne	Telephone conference with A. Dykes re government memoranda.
10/31/03	1.10	Richard L Wynne	Telephone conference with R. Hamada re service on board committee (.3); telephone conferences with C. Hernandez (two calls) re obtaining board committee final approval (.3); telephone conference with Rebekah E. re screening memoranda (.2); telephone conferences with S. Gerson re BK and changes to make (two calls) (.3).
10/31/03	1.60	Willard G Fraumann, P.C.	Conference call re Board issues and memos (1.0); telephone conference S. Gerson re McLane (.6).
	101.50		TOTAL HOURS

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Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/10/03	Telephone call to: S SAN,CA 650-589-9445	1.96
7/10/03	Telephone call to: DOWNTN LA,CA 213-248-1212	2.36
7/12/03	Telephone call to: LB AREA,CA 310-729-3054	.59
7/12/03	Telephone call to: LB AREA,CA 310-729-3054	2.16
9/22/03	West Publishing-TP,Database Usage 9.03	18.97
9/22/03	West Publishing-TP,Database Usage 9.03	22.61
10/03/03	Telephone call to: CHICAGO,IL 312-543-5435	.75
10/03/03	Scanned Images	2.40
10/07/03	Telephone call to: STATE OF,DE 302-778-6405	2.24
10/07/03	Telephone call to: E CENTRAL,FL 561-866-6654	1.00
10/08/03	Telephone call to: S SAN,CA 650-833-2159	1.43
10/09/03	Telephone call to: DALLAS NE,TX 972-906-2264	1.25
10/09/03	Telephone call to: S SAN,CA 650-833-2159	.80
10/10/03	Telephone call to: ALEXANDRIA,VA 703-578-3165	5.23
10/10/03	Telephone call to: S SAN,CA 650-269-2304	1.30
10/10/03	Scanned Images	2.25
10/14/03	Telephone call to: DALLAS NE,TX 972-906-8122	2.74
10/14/03	Telephone call to: WILMINGTON,DE 302-573-6492	1.74
10/14/03	Telephone call to: NEWYORKCTY,NY 212-623-6080	1.99
10/14/03	Telephone call to: DALLAS NE,TX 972-906-8122	3.49
10/14/03	Telephone call to: WILMINGTON,DE 302-573-6492	.50
10/14/03	Telephone call to: NEWYORKCTY,NY 212-819-8398	2.99
10/15/03	Telephone call to: NEWYORKCTY,NY 212-819-8303	1.74
10/15/03	Telephone call to: WILMINGTON,DE	2.49

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
	302-573-6492	
10/15/03	West Publishing-TP,Database Usage 10.03	2.61
10/17/03	Telephone call to: WILMINGTON,DE	1.74
	302-573-6492	
10/22/03	Telephone call to: DALLAS NE,TX	.50
	972-906-8122	
10/22/03	Telephone call to: DALLAS NE,TX	4.48
	972-906-8122	
10/23/03	Telephone call to: DALLAS NE,TX	1.74
	972-906-8122	
10/24/03	Telephone call to: DALLAS NE,TX	.50
	972-906-1429	
10/24/03	Telephone call to: RICHMOND,BC	5.59
	604-244-4630	
10/28/03	Telephone call to: DALLAS NE,TX	.79
	972-906-8122	
10/28/03	Telephone call to: DALLAS NE,TX	2.55
	972-906-2177	
10/28/03	Telephone call to: WILMINGTON,DE	1.37
	302-573-6492	
10/28/03	Telephone call to: GAITHERSBG,MD	3.24
	301-926-0381	
10/28/03	Telephone call to: DALLAS NE,TX	1.49
	972-906-2264	
10/28/03	Telephone call to: DALLAS NE,TX	.50
	972-906-8125	
10/28/03	Telephone call to: 856-914-7555	.50
10/28/03	Telephone call to: DALLAS NE,TX	3.24
	972-906-2264	
10/29/03	Telephone call to: DALLAS NE,TX	.50
	972-906-8122	
10/29/03	Standard Copies	2.10
10/29/03	Scanned Images	1.05
10/29/03	Scanned Images	1.05
10/29/03	Scanned Images	1.05
10/29/03	Scanned Images	1.05
10/30/03	Telephone call to: APPLETON,WI	.50
	414-841-1004	
10/30/03	Telephone call to: APPLETON,WI	1.25
	414-841-1004	
10/30/03	Telephone call to: S SAN,CA	1.19
	650-833-2159	
10/30/03	Telephone call to: CHICAGO,IL	.50
	312-853-4603	
10/30/03	Telephone call to: COASTALBND,TX	.50
	361-991-5300	

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/30/03	Telephone call to: GAITHERSBG,MD 301-926-0381	1.74
10/31/03	Telephone call to: NEWYORKCTY,NY 212-819-8311	.50
10/31/03	Telephone call to: JORDAN,MN 612-492-7054	.50
10/31/03	Telephone call to: S SAN,CA 650-833-2159	.50
10/31/03	Telephone call to: S SAN,CA 650-833-2159	.50
10/31/03	Telephone call to: DALLAS NE,TX 972-906-2264	.50
10/31/03	Telephone call to: 985-898-2022	.50
10/31/03	Telephone call to: CHICAGO,IL 312-853-4608	3.49
	Total Expenses	\$ 134.79

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.# 2715628

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IN THE MATTER OF            Case Administration  
                                 File No. 40575-0006

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 28,065.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 18,160.82
Total for legal services rendered and expenses incurred	\$ 46,226.32

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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	3.70	625.00	2,312.50
Shirley S Cho	1.70	445.00	756.50
Marjon E Ghasemi	1.00	385.00	385.00
Steven R Kotarba	14.50	420.00	6,090.00
Sydne J Michel	.10	420.00	42.00
Haleh Rahjoo	6.70	345.00	2,311.50
Geoffrey A Richards	11.50	460.00	5,290.00
Laura Thomas	1.00	345.00	345.00
Richard J Tilley	.50	310.00	155.00
Richard L Wynne	5.30	670.00	3,551.00
Frank A Chavez	8.00	90.00	720.00
Andrew J Groesch	1.70	190.00	323.00
David Hernandez	11.50	150.00	1,725.00
Denise Wymore	8.40	210.00	1,764.00
Stephanie D Frye	5.50	165.00	907.50
Eric V Stone	1.50	165.00	247.50
James R Strohl	7.60	150.00	1,140.00
<b>Total</b>	<b>90.20</b>		<b>\$ 28,065.50</b>



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### Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	2.80	James R Strohl	Create and edit spreadsheet re bankruptcy attorneys assigned to the Fleming matter.
10/02/03	.70	Geoffrey A Richards	Review and revise email to J. McMahon re 341 questions (.3); telephone conference with L. Jones re same (.2); telephone conference with S. Cho re same (.2).
10/03/03	.30	Shirley S Cho	Review entered orders and distribute accordingly.
10/06/03	.20	Richard L Wynne	Telephone conference with S. Cho re revised ruling papers for Canadian case.
10/06/03	.50	Denise Wymore	Review multiple emails re case status.
10/07/03	2.50	Steven R Kotarba	Review and respond to email and voicemail re Fleming matters while on vacation.
10/07/03	.20	Shirley S Cho	Review pleadings from G. Richards and distribute appropriately.
10/07/03	2.80	Haleh Rahjoo	Review docket for latest filings (1.3); review agenda for next hearing (.5); telephone conference with team re same (1.0).
10/07/03	2.90	Geoffrey A Richards	Review pleadings filed in case.
10/08/03	.10	Shirley S Cho	Review Sankaty request re committee.
10/08/03	.50	Denise Wymore	Review emails re case status.
10/08/03	1.40	Haleh Rahjoo	Review revised agenda for next hearing (.4); review and reply to emails from V. Wales and A. Groesch re same (.3); review and reply to emails from G. Richards, S. Cho and D. Cappazola re various motions and objections for next

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			hearing (.7).
10/09/03	.50	Richard J Tilley	Telephone conference with T. Wales re TSA (.2); review letter re option expenses (.3).
10/09/03	1.30	Geoffrey A Richards	Prepare for and participate in legal issues call.
10/10/03	.20	Denise Wymore	Review email from F. Chavez re docket entries.
10/10/03	1.50	David Hernandez	Edit pleadings, store documents, and discard duplicates and copies.
10/10/03	1.00	Frank A Chavez	Prepare and distribute document package re petitions and first day pleadings.
10/10/03	.20	Frank A Chavez	Review Fleming calendar of events.
10/12/03	4.00	Steven R Kotarba	Review and respond to communications and pleadings.
10/13/03	1.50	Eric V Stone	Research parents in D&B for Project Falcon Litigation list part 5.
10/13/03	.30	Steven R Kotarba	Review and update critical dates list.
10/13/03	.50	Frank A Chavez	Prepare and distribute electronic case database re all motions filed with bankruptcy court.
10/13/03	.90	Geoffrey A Richards	Telephone conference with R. Wynne re open issues.
10/14/03	1.00	Richard L Wynne	Telephone conference with legal issues team.
10/14/03	.50	Denise Wymore	Review email from S. Cho re Fleet request for special notice (.2); review docket re same (.3).
10/14/03	.60	James R Strohl	Update Fleming bankruptcy contact list.
10/14/03	.50	Frank A Chavez	Locate, retrieve and distribute various documents re pro hac vice applications filed by various parties.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/14/03	.50	Frank A Chavez	Maintain and distribute electronic case database re claims by committee members.
10/14/03	.50	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re disposition of property leases.
10/14/03	1.00	Laura Thomas	Participate in legal issues call.
10/14/03	1.30	Richard S Berger	Prepare for legal issues/agenda conference and conference call re agenda.
10/15/03	.50	Shirley S Cho	Telephone conference with G. Richards re status of case (.2); review and circulate pleadings and objections received (.3).
10/15/03	1.20	Denise Wymore	Review voicemail from S. Cho re statements of financial affairs (.2); review docket re same (.8); conference with F. Chavez re same (.2).
10/15/03	1.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re statements of financial affairs of Fleming debtors.
10/15/03	1.60	Haleh Rahjoo	Review agenda for next hearing (.4); telephone conference with team re same (.9); review and reply to emails from A. Groesch re several matters on agenda (.3).
10/15/03	1.50	Geoffrey A Richards	Prepare for and participate in team call re agenda review.
10/16/03	1.50	Steven R Kotarba	Participate in legal issues conference call.
10/16/03	.50	Denise Wymore	Review multiple emails from team.
10/16/03	1.10	James R Strohl	Update Fleming bankruptcy contact list.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/16/03	7.50	David Hernandez	Input documents into electronic database.
10/17/03	1.10	Steven R Kotarba	Review daily pleadings and correspondence and respond as appropriate.
10/17/03	1.50	Denise Wymore	Review court docket and retrieve multiple pleadings.
10/17/03	1.50	David Hernandez	Review central files database for proof of claim re KMart bankruptcy (.4); locate document, retrieve from source, duplicate and to team (1.1).
10/17/03	.20	Frank A Chavez	Review electronic case database re filed pleadings and distribute, for attorney review, various documents re notices of appearance filed by various parties.
10/17/03	.40	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re motion to approve Cross-Border insolvency protocol.
10/17/03	.70	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re retention of various professionals.
10/17/03	1.70	Andrew J Groesch	Review SEC filings and request that Indenture be obtained from Disclosure (1.0); office conference with J. Strohl re organizing and completing precedent re motions for setoff filed by creditors (.5); review docket for entered orders (.2).
10/20/03	1.00	David Hernandez	Print, review, and organize electronic messages (.4); bates label documents and prepare for scanning (.6).
10/20/03	1.00	Frank A Chavez	Prepare and distribute electronic case database re hearings for April and May, 2003.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/20/03	.40	Marjon E Ghasemi	Conference with S. Cho re case status.
10/21/03	.90	James R Strohl	Research and draft document motion to appear pro hac vice (.8); e-mail correspondence with S. Michel re same (.1).
10/21/03	.10	James R Strohl	E-mail daily docket update to B. Hall.
10/22/03	.60	Steven R Kotarba	Review and respond to daily correspondence, as required.
10/22/03	.20	James R Strohl	Email correspondence with S. Cho and I. Kharasch re assigning motions to responsible attorney.
10/23/03	2.10	Steven R Kotarba	Participate in weekly call re legal issues (1.5); review and respond to new correspondence and pleadings (.6).
10/23/03	.70	Richard L Wynne	Telephone conference with team re legal issues.
10/23/03	.60	Richard L Wynne	Analyze plan memo.
10/23/03	.60	James R Strohl	Review docket re recently filed motions and objections.
10/23/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, documents re debtors' motion for order extending exclusive periods for filing a plan and soliciting votes.
10/23/03	.60	Marjon E Ghasemi	Prepare for and participate in telephone conference re pending issues.
10/23/03	.80	Richard S Berger	Telephone conference with all attorneys re omnibus hearing matters.
10/23/03	1.20	Geoffrey A Richards	Prepare for and participate in legal issues call.
10/24/03	5.50	Stephanie D Frye	Prepare vendor lists.
10/24/03	2.00	Steven R Kotarba	Review and respond, as appropriate, to daily correspondence and pleadings.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/24/03	.30	Shirley S Cho	Telephone conference with S. McFarland re case issues (.2); voicemail to M. Ghasemi re same (.1).
10/24/03	.30	Richard L Wynne	Telephone conference with L. Jones re omnibus hearing preparation and staffing.
10/24/03	.40	Richard L Wynne	Analyze board agendas (.1); telephone conference with G. Richards re open items agenda and telephone conference with C. Hernandez re same (.3).
10/24/03	.40	James R Strohl	Prepare for and attend telephone conference with A. Groesch re documentation procedures.
10/24/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re debtors' motion to reject scheduled to be heard November 4 2003.
10/27/03	.80	Denise Wymore	Review email from S. Cho re Kmart docket (.1); pacer search re same (.5); correspondence with S. Cho re same (.2).
10/28/03	.10	Shirley S Cho	Telephone conference with M. Ghasemi re case issues.
10/28/03	1.00	Richard L Wynne	Telephone conference re administrative bar date motion and review of same.
10/28/03	1.30	Denise Wymore	Review email from S. Cho (.1); pacer search re Kmart rejection motion (1.0); email to S. Cho forwarding motion and order (.2).
10/28/03	.90	Haleh Rahjoo	Telephone conference with team re Omnibus hearing.
10/28/03	.80	Richard S Berger	Prepare for and participate in conference call re omnibus hearing.
10/28/03	1.50	Geoffrey A Richards	Prepare for and participate in legal issues conference call.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/29/03	.40	Steven R Kotarba	Respond to inquiries re monthly operating reports, including previous filings and upcoming filing.
10/29/03	.20	Shirley S Cho	Review and forward entered orders to appropriate personnel.
10/29/03	.10	Richard L Wynne	Telephone conference with V. Hart re PBGC claim.
10/29/03	1.10	Denise Wymore	Telephone conference with C. Zimmerman re personal injury claim (.3); pacer search re rejection order in Kmart case (.6); email same to S. Cho (.2)
10/30/03	.60	Richard L Wynne	Revise to do list outline for T. Stenger (.4); analyze Morgan Stanley objection by OCC (.2).
10/30/03	.30	Denise Wymore	Email to W. Grignon forwarding cash management motion.
10/30/03	.80	Richard S Berger	Prepare for and participate in legal issues call.
10/30/03	1.00	Geoffrey A Richards	Participate in legal issues call.
10/30/03	.50	Geoffrey A Richards	Teleconference with J. Skidmore re committee issues.
10/31/03	.20	Richard L Wynne	Analyze revised OCC letter to creditors.
10/31/03	.20	Richard L Wynne	Telephone conference with J. Skidmore re OCC letter.
10/31/03	.90	James R Strohl	Review docket re recently filed motion and orders (.7); e-mail correspondence with Fleming bankruptcy team re same (.2).
10/31/03	.10	Sydne J Michel	Review upcoming events calendar.
	90.20		TOTAL HOURS

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6/06/03	Telephone call to: CHICAGO,IL 312-861-2193	.50
6/18/03	Telephone call to: DALLAS,TX 214-590-2500	.72
6/18/03	Telephone call to: NEW YORK,NY 212-446-4800	.72
6/20/03	Telephone call to: HACKENSACK,NJ 201-342-0970	1.49
6/25/03	Telephone call to: VAN NUYS,CA 818-783-2669	4.13
6/25/03	Telephone call to: VAN NUYS,CA 818-783-2669	4.26
7/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., C. Pak, 6/03	113.20
7/02/03	Telephone call to: BOSTON,MA 617-753-1100	.76
7/11/03	Telephone call to: CHICAGO,IL 312-861-2481	1.42
7/11/03	Telephone call to: CHICAGO,IL 312-861-2481	26.86
7/11/03	Telephone call to: NEW YORK,NY 212-446-4800	1.89
7/11/03	Telephone call to: CHICAGO,IL 312-861-2481	1.20
7/11/03	Telephone call to: CHICAGO,IL 312-972-0542	1.00
7/18/03	Telephone call to: NEW YORK,NY 212-446-4800	49.94
7/19/03	Telephone call to: CHICAGO,IL 312-972-0542	.99
7/21/03	Telephone call to: CHICAGO,IL 312-861-2481	1.81
7/21/03	Telephone call to: CHICAGO,IL 312-972-0542	1.00
7/28/03	Telephone call to: CHICAGO,IL 312-972-0542	1.00
7/28/03	Telephone call to: CHICAGO,IL 312-861-2481	3.18
7/28/03	Telephone call to: CHICAGO,IL 312-972-0542	1.00
7/29/03	Telephone call to: CHICAGO,IL	1.41



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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/31/03	312-972-0542 Telephone call to: DALLAS NE,TX 972-906-8109	.75
7/31/03	Telephone call to: NE CELL,IL 630-430-6393	1.25
7/31/03	Telephone call to: SEATTLE,WA 206-499-2169	1.00
7/31/03	Telephone call to: LOSANGELES,CA 213-680-8488	27.79
7/31/03	Telephone call to: LOSANGELES,CA 213-680-8488	16.68
8/08/03	Telephone call to: CHICAGO,IL 312-972-0542	1.02
8/08/03	Telephone call to: CHICAGO,IL 312-972-0542	1.00
8/08/03	Telephone call to: CHICAGO,IL 312-972-0542	1.01
8/15/03	Telephone call to: NEW YORK,NY 917-488-3114	22.23
8/18/03	Telephone call to: NY CITY,NY 917-586-4881	.50
8/18/03	Telephone call to: LOSANGELES,CA 213-680-8488	22.23
8/21/03	Geoffrey Richards, Telephone While Traveling, 8/21/03, 08/21/03, (Telephone Charges)	191.74
8/23/03	Telephone call to: CHICAGO,IL 312-375-2395	1.01
8/23/03	Telephone call to: CHICAGO,IL 312-375-2395	1.02
8/28/03	Telephone call to: ARLINGTON,VA 703-292-2389	1.01
8/28/03	Telephone call to: MINEOLA,NY 516-650-6505	1.19
8/28/03	Telephone call to: MINEOLA,NY 516-650-6505	4.59
8/29/03	Telephone call to: NEWYORKCTY,NY 212-596-3550	.75
9/03/03	Telephone call to: NEWYORKCTY,NY 212-476-4784	.50
9/03/03	Telephone call to: NEWYORKCTY,NY 212-476-4784	.50
9/03/03	Telephone call to: UK,UK 304-420-78168851	2.50
9/03/03	Telephone call to: WILMINGTON,DE 302-778-6401	.76

The Fleming Company  
Legal Services for the Period Ending October 31, 2003  
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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/03/03	Telephone call to: NEW YORK,NY 212-583-5847	.76
9/03/03	Telephone call to: NEW YORK,NY 212-819-8303	1.39
9/03/03	Telephone call to: CHICAGO,IL 312-861-2400	1.00
9/03/03	Telephone call to: LEWISVILLE,TX 972-906-1172	.76
9/03/03	Telephone call to: MINEOLA,NY 516-650-6505	.81
9/03/03	Telephone call to: WILMINGTON,DE 302-547-3132	.76
9/04/03	Telephone call to: CHICAGO,IL 312-861-2131	1.24
9/04/03	Telephone call to: WILMINGTON,DE 302-778-6401	3.00
9/04/03	Telephone call to: CHICAGO,IL 312-972-0542	1.00
9/04/03	Telephone call to: NEW YORK,NY 212-446-4800	.98
9/04/03	Telephone call to: NEW YORK,NY 212-446-4800	.92
9/04/03	Telephone call to: CHICAGO,IL 312-972-0542	1.08
9/04/03	Telephone call to: TORONTO,ON 416-597-4107	3.43
9/04/03	Telephone call to: NEW YORK,NY 212-446-4800	4.06
9/04/03	Telephone call to: MINEOLA,NY 516-650-6505	.77
9/04/03	Telephone call to: MINEOLA,NY 516-650-6505	.76
9/04/03	West Publishing-TP,Database Usage 9.03	47.21
9/05/03	Telephone call to: SAN JOSE,CA 408-421-3002	.98
9/06/03	Telephone call to: FLS CHURCH,VA 571-332-6296	.76
9/10/03	Telephone call to: WILMINGTON,DE 302-778-7550	1.48
9/10/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.77
9/10/03	Telephone call to: GRANDPRARI,TX 214-673-2465	.76
9/10/03	Telephone call to: NEW YORK,NY 212-861-9523	2.12
9/12/03	Telephone call to: CHICAGO,IL	1.00

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/12/03	312-861-2481 Telephone call to: CHICAGO,IL	.99
9/12/03	312-972-0542 Tabs/Indexes/Dividers	1.60
9/13/03	Telephone call to: CHICAGO,IL	11.89
9/13/03	312-972-0542 Telephone call to: CHICAGO,IL	1.13
9/13/03	312-861-2481 UPS Dlvry to:Bankruptcy Management Corp.	27.98
9/13/03	,Re: Fleming Companie,El Segundo,CA from:Steven R Kotarba	
9/14/03	Telephone call to: GLENCOE,IL	1.20
9/14/03	847-835-3713 Telephone call to: GLENCOE,IL	3.75
9/14/03	847-835-3713 Telephone call to: NEW YORK,NY	1.69
9/14/03	917-488-3114 GENESYS CONFERENCING, INC. - Telephone	7.79
9/14/03	CONFERENCE CALL 8/26/03 GENESYS CONFERENCING, INC. - Telephone	10.47
9/17/03	CONFERENCE CALL 8/26/03 Telephone call to: STATE OF,DE	2.74
9/17/03	302-778-6401 Geoffrey Richards, Telephone While	182.36
9/18/03	Traveling, 9/17/03, 09/17/03, (Telephone Charges)	
9/18/03	Telephone call to: WILMINGTON,DE	.76
9/18/03	302-778-6401 Telephone call to: CHICAGO,IL	2.20
9/18/03	312-972-0542 Telephone call to: WILMINGTON,DE	2.02
9/18/03	302-778-6401 Telephone call to: CHICAGO,IL	2.38
9/18/03	312-861-2481 Telephone call to: CHICAGO,IL	1.00
9/18/03	312-861-2481 Telephone call to: CHICAGO,IL	1.00
9/20/03	312-861-2481 Geoffrey Richards, Hotel, San Francisco,	397.86
9/21/03	09/20/03 (Client Meeting) Telephone call to: LOSANGELES,CA	1.04
9/21/03	213-680-8242 Geoffrey Richards, Telephone While	29.01
9/21/03	Traveling, 9/21/03, 09/21/03, (Client Meeting)	
9/21/03	Geoffrey Richards, Internet Access,	10.00

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
	09/21/03. (Client Meeting)	
9/22/03	Telephone call to: NORTHRIDGE,CA 818-678-4603	.76
9/24/03	Telephone call to: SYOSSET,NY 516-921-2856	.50
9/24/03	Telephone call to: DALLAS NE,TX 972-906-1429	.50
9/24/03	Geoffrey Richards, Fax, 09/24/03, (Fax Charges)	58.80
9/24/03	Belinda King - Various secretarial	17.77
9/25/03	Telephone call to: LEWISVILLE,TX 972-906-1172	.75
9/25/03	Telephone call to: CHICAGO,IL 312-972-0542	1.48
9/25/03	Telephone call to: NEW YORK,NY 212-446-4800	1.00
9/25/03	Telephone call to: LEWISVILLE,TX 972-906-1172	3.64
9/25/03	Telephone call to: CHICAGO,IL 312-972-0542	1.00
9/25/03	Telephone call to: CHICAGO,IL 312-972-0542	1.02
9/26/03	Telephone call to: E PHOENIX,AZ 480-767-6149	1.00
9/26/03	Telephone call to: NY CITY,NY 917-488-3114	.50
9/26/03	Tabs/Indexes/Dividers	1.00
9/28/03	Telephone call to: GLENCOE,IL 847-835-3713	1.00
9/28/03	Telephone call to: CHICAGO,IL 312-972-0542	1.02
9/28/03	Telephone call to: CHICAGO,IL 312-972-0542	1.02
9/28/03	Geoffrey Richards, Cellular Service, T-Mobile, 9/28/03 - 10/27/03, 09/28/03, (Telephone Charges)	840.22
9/29/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
9/29/03	Geoffrey Richards, Local Service, AT&T, 8-30-03 - 9-29-03, 09/29/03, (Telephone Charges)	14.56
9/29/03	Binding	1.75
9/29/03	West Publishing-TP,Database Usage 9.03	25.08
9/29/03	Belinda King - Printing documents	35.55
9/30/03	Overtime Meals Donna R Amos	12.00
9/30/03	Belinda King - Prepare expense report;	35.55

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
	various sec	
9/30/03	Belinda King - Printing and faxing	17.77
9/30/03	Clinton J Boyd - General Secretarial	195.52
10/01/03	Telephone call to: 763-923-2266	.50
10/01/03	Telephone call to: NORTH WEST,NJ 973-923-2217	.50
10/01/03	Telephone call to: NORTH WEST,NJ 973-597-2312	.50
10/01/03	Telephone call to: WILMINGTON,DE 302-652-4100	.62
10/01/03	Telephone call to: STATE OF,CT 860-716-6289	4.57
10/01/03	Telephone call to: STATE OF,DE 302-778-6401	4.16
10/01/03	Steven Kotarba, Cellular Service, Cingular, 9/1-30/03, 10/01/03, (Telephone Charges)	43.08
10/01/03	Fax phone charge to 302-652-4400	2.29
10/01/03	Fax page charge to 302-652-4400	23.25
10/01/03	Standard Copies	6.50
10/01/03	Standard Copies	.50
10/01/03	Standard Copies	3.20
10/01/03	Standard Copies	2.10
10/01/03	Standard Copies	.20
10/01/03	Standard Copies	.60
10/01/03	Standard Copies	.80
10/01/03	Standard Copies	1.20
10/01/03	Standard Copies	1.40
10/01/03	Standard Copies	.40
10/01/03	Standard Copies	.60
10/01/03	Standard Copies	.40
10/01/03	Standard Copies	.80
10/01/03	Standard Copies	1.90
10/01/03	Standard Copies	2.00
10/01/03	Standard Copies	1.40
10/01/03	Tabs/Indexes/Dividers	.30
10/01/03	Scanned Images	1.65
10/01/03	Scanned Images	.45
10/01/03	Scanned Images	.30
10/01/03	Scanned Images	.30
10/01/03	Scanned Images	.60
10/01/03	Scanned Images	.30
10/01/03	Scanned Images	.75
10/01/03	Fed Exp to:SEE ADDERESS LABEL,BUFFALO GROVE,IL from:MAILROOM	5.69
10/01/03	Fed Exp to:SEE ADDERESS LABEL,LOS	8.33

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/03	ANGELES,CA from:MAILROOM Fed Exp to:JACQUELINE BUSH,EL SEGUNDO,CA from:CINDY MITCHELL	6.57
10/01/03	Comet Messenger Services to: KOTARBA RESIDENCE	55.02
10/01/03	Overtime Meals Donna R Amos	12.00
10/01/03	Belinda King - Various secretarial	35.55
10/01/03	Belinda King - Printing/faxing	17.77
10/01/03	Clinton J Boyd - General Secretarial	248.85
10/02/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
10/02/03	Telephone call to: EASTERN,MA 781-952-6000	.50
10/02/03	Telephone call to: LTL ROCK,AK 501-340-8976	.50
10/02/03	Fax phone charge to 707-865-2332	.83
10/02/03	Fax page charge to 513-561-3691	3.00
10/02/03	Fax page charge to 707-865-2332	6.75
10/02/03	Scanned Images	.30
10/02/03	Scanned Images	.30
10/02/03	Geoffrey Richards, Meals, Overtime Meal-Attorney, Chicago, Illinois, 10/02/03, (Overtime Meals)	34.95
10/02/03	Belinda King - Various secretarial	17.77
10/03/03	Telephone call to: LTL ROCK,AK 501-340-8976	1.00
10/03/03	Geoffrey Richards, Telephone While Traveling, 10/3/03, 10/03/03, (Telephone Charges)	837.02
10/03/03	Fax phone charge to 707-865-2332	4.57
10/03/03	Fax page charge to 707-865-2332	41.25
10/03/03	Standard Copies	2.50
10/03/03	Standard Copies	71.30
10/03/03	Fed Exp to:SEE ADDERESS LABEL,MONTE RIO,CA from:MAILROOM	15.88
10/03/03	Belinda King - Printing/faxing	17.77
10/04/03	Geoffrey Richards, Cellular Service, AT&T, 10/04/03, 10/04/03, (Telephone Charges)	474.81
10/06/03	Telephone call to: CHICAGO,IL 773-693-6900	.50
10/06/03	Standard Copies	1.60
10/06/03	Standard Copies	43.80
10/06/03	Scanned Images	1.95
10/06/03	Scanned Images	.30
10/06/03	Belinda King - Various secretarial	35.55

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/07/03	Telephone call to: EASTERN,MA 781-307-1107	.83
10/07/03	Telephone call to: DALLAS NE,TX 972-906-8662	.62
10/07/03	Telephone call to: LOUISVILLE,KY 270-842-1050	4.99
10/07/03	Telephone call to: DALLAS NE,TX 972-906-8082	.83
10/07/03	Telephone call to: BRITTON,OK 405-841-8385	.75
10/07/03	GENESYS CONFERENCING, INC. - Telephone - 09/24/03 Conference call	66.05
10/07/03	Geoffrey Richards, Telephone While Traveling, 10/7/03, 10/07/03, (Telephone Charges)	20.36
10/07/03	Fax phone charge to 818-703-6141	2.08
10/07/03	Fax page charge to 818-703-6141	6.75
10/07/03	Standard Copies	1.20
10/07/03	Standard Copies	3.60
10/07/03	Standard Copies	13.30
10/07/03	Scanned Images	2.25
10/07/03	Scanned Images	.90
10/07/03	Scanned Images	.30
10/07/03	Scanned Images	2.10
10/07/03	Scanned Images	2.70
10/07/03	Scanned Images	1.80
10/07/03	Scanned Images	1.95
10/07/03	Scanned Images	1.35
10/07/03	Scanned Images	.60
10/07/03	Scanned Images	4.65
10/07/03	Fed Exp from:GEOFFREY RICHARDS,CHICAGO,IL	12.85
10/07/03	THE DOCUMENT GROUP - Outside Computer Services, Scanning/PDF of Documents for Concordance database	789.72
10/07/03	THE DOCUMENT GROUP - Outside Computer Services, Scanning documents/PDF for Concordance Database	1,266.36
10/07/03	West Publishing-TP,Database Usage 10.03	22.16
10/07/03	West Publishing-TP,Database Usage 10.03	13.66
10/07/03	Steven Kotarba, cabfare, London, England, 10/07/03, (Overtime Transportation), During Vacation	27.00
10/07/03	Steven Kotarba, cabfare, London, England, 10/07/03, (Overtime Transportation), During Vacation	25.50

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/07/03	Belinda King - Printing documents	35.55
10/07/03	Belinda King - Printing and faxing documents	17.77
10/08/03	Telephone call to: GRD PR, TX 214-647-7606	.75
10/08/03	Geoffrey Richards, Telephone While Traveling, 10/8/03, 10/08/03, (Meeting)	42.38
10/08/03	Geoffrey Richards, Telephone While Traveling, 10/8/03, 10/08/03, (Telephone Charges)	130.50
10/08/03	Geoffrey Richards, Telephone While Traveling, 10/8/03, 10/08/03, (Telephone Charges)	13.50
10/08/03	Scanned Images	2.40
10/08/03	Scanned Images	.45
10/08/03	Scanned Images	1.80
10/08/03	Scanned Images	1.05
10/08/03	Scanned Images	11.40
10/08/03	Scanned Images	5.10
10/08/03	Scanned Images	1.05
10/08/03	PACER SERVICE CENTER - Computer Database Research, Fees for documents retrieved from miscellaneous court dockets, Billing Cycle 7/1/03 to 9/30/03	12.53
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 9/30/03	6.65
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 9/30/03	85.65
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer Service from 07/01/03 to 09/30/03	20.09
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer Service from 07/01/03 to 09/30/03	22.54
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	9.66
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	1.12
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 07/01/03 to 09/30/03	27.23
10/08/03	PACER SERVICE CENTER - Computer Database	3.08



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<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Research, Billing Cycle 7/1/03 to 9/30/03	
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 7/01/03 to 09/30/03	365.61
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 7/01/03 to 09/30/03	636.37
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 7/01/03 to 09/30/03	2.87
10/08/03	West Publishing-TP,Database Usage 10.03	13.87
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 7/01/03 to 09/30/03	75.60
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer Service from 07/01/03 to 09/30/03	18.13
10/08/03	Belinda King - Printing, scanning, faxing	35.55
10/09/03	Telephone call to: DALLAS NE,TX 972-906-2264	1.99
10/09/03	Telephone call to: BRITTON,OK 405-841-8447	1.49
10/09/03	Fax page charge to 972-906-2303	.75
10/09/03	Fax page charge to 612-339-1529	2.25
10/09/03	Standard Copies	1.50
10/09/03	Standard Copies	14.50
10/09/03	Standard Copies	17.90
10/09/03	Fed Exp to:SEE ADDERESS LABEL,LEWISVILLE,TX from:MAILROOM	10.76
10/10/03	Telephone call to: CHICAGO,IL 312-972-0542	.50
10/10/03	Steven Kotarba, Telephone While Traveling, In London-Local Access Charge Only, 10/10/03, 10/10/03, (Telephone Charges), During Vacation	5.00
10/10/03	Geoffrey Richards, Telephone While Traveling, 10/10/03, 10/10/03, (Telephone Charges)	45.98
10/10/03	Fax page charge to 650-696-2655	.75
10/10/03	Geoffrey Richards, Fax, 10/10/03, (Fax Charges)	109.00
10/10/03	Standard Copies	20.10
10/10/03	Standard Copies	.20
10/10/03	Standard Copies	5.90

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/10/03	Tabs/Indexes/Dividers	2.50
10/10/03	Belinda King - Printing and faxing documents	35.55
10/12/03	Geoffrey Richards, Telephone While Traveling, 10/12/03, 10/12/03, (Telephone Charges)	101.66
10/13/03	Telephone call to: DEERFLDBCH,FL 305-695-3299	1.04
10/13/03	Telephone call to: GREAT NECK,NY 516-482-2700	.50
10/13/03	Telephone call to: NEWYORKCTY,NY 212-344-2929	.75
10/13/03	Geoffrey Richards, Telephone While Traveling, 10/13/03, 10/13/03, (Telephone Charges)	96.39
10/13/03	Fax page charge to 305-695-3299	6.00
10/13/03	Fax page charge to 305-695-3299	5.25
10/13/03	Fax page charge to 305-695-3299	12.00
10/13/03	Geoffrey Richards, Fax, 10/13/03, (Fax Charges)	9.00
10/13/03	Standard Copies	1.50
10/13/03	Standard Copies	.80
10/13/03	Standard Copies	.20
10/13/03	Overtime Meals Donna R Amos	12.00
10/13/03	Patricia C Myers - Revise pleadings	88.87
10/13/03	Belinda King - Various secretarial	8.88
10/14/03	Telephone call to: BRITTON,OK 405-751-4664	.50
10/14/03	Telephone call to: NEWYORKCTY,NY 212-546-9072	.83
10/14/03	Telephone call to: SAN DIEGO,CA 619-234-1500	.62
10/14/03	Telephone call to: LB AREA,CA 310-255-4067	.62
10/14/03	GENESYS CONFERENCING, INC. - Telephone conference calls held: 09/15, 09/19, 09/22, 09/23, 09/25, 09/29, 09/30, 10/01, 10/02, 10/03, 10/07, 10/09, 10/10, 10/13 and 10/14, G Richards	1,121.09
10/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 09/17/03	99.07
10/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 09/17/03	9.88
10/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 09/19/03	58.23
10/14/03	GENESYS CONFERENCING, INC. - Telephone -	5.48

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/14/03	Conference call 09/19/03 GENESYS CONFERENCING, INC. - Telephone -	71.56
10/14/03	Conference call 09/22/03 GENESYS CONFERENCING, INC. - Telephone -	445.94
10/14/03	Conference call 09/23/03 GENESYS CONFERENCING, INC. - Telephone -	.48
10/14/03	Conference call 09/25/03 GENESYS CONFERENCING, INC. - Telephone -	37.03
10/14/03	Conference call 09/29/03 GENESYS CONFERENCING, INC. - Telephone -	61.92
10/14/03	Conference call 10/01/03 GENESYS CONFERENCING, INC. - Telephone -	58.35
10/14/03	Conference call 10/05/03 GENESYS CONFERENCING, INC. - Telephone -	4.29
10/14/03	Conference call 10/07/03 GENESYS CONFERENCING, INC. - Telephone -	16.43
10/14/03	Conference call 10/08/03 GENESYS CONFERENCING, INC. - Telephone -	65.01
10/14/03	Conference call 10/11/03	
10/14/03	Fax page charge to 305-695-3299	17.25
10/14/03	Fax page charge to 305-695-3299	3.00
10/14/03	Fax page charge to 305-695-3299	3.75
10/14/03	Fax page charge to 702-632-5189	.75
10/14/03	Standard Copies	.40
10/14/03	Standard Copies	1.90
10/14/03	Standard Copies	.10
10/14/03	Standard Copies	.80
10/14/03	Standard Copies	8.30
10/14/03	Standard Copies	19.10
10/14/03	Standard Copies	12.10
10/14/03	Scanned Images	.45
10/14/03	Scanned Images	2.40
10/14/03	Scanned Images	5.25
10/14/03	Scanned Images	1.35
10/14/03	Scanned Images	.30
10/14/03	Scanned Images	.45
10/14/03	Scanned Images	7.65
10/14/03	Scanned Images	.60
10/14/03	Scanned Images	.90
10/14/03	Scanned Images	2.55
10/14/03	Scanned Images	.30
10/14/03	Scanned Images	.15
10/14/03	Scanned Images	3.00
10/14/03	Patricia C Myers - Revise pleadings	35.55
10/14/03	Belinda King - Printing, scanning & distributing d	17.77

The Fleming Company  
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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/15/03	Telephone call to: TORONTO,ON 416-597-4107	.84
10/15/03	Telephone call to: LB AREA,CA 310-729-3054	.83
10/15/03	Telephone call to: WILMINGTON,DE 302-594-3100	.83
10/15/03	Standard Copies	207.00
10/15/03	Standard Copies	.80
10/15/03	Standard Copies	.80
10/15/03	Scanned Images	.30
10/15/03	Scanned Images	.30
10/15/03	Scanned Images	.15
10/15/03	Scanned Images	1.35
10/15/03	Scanned Images	.45
10/15/03	Postage	.98
10/15/03	Belinda King - Printing, faxing, scanning	35.55
10/15/03	Belinda King - Printing documents, scanning	17.77
10/16/03	Telephone call to: DALLAS NE,TX 972-906-2177	7.27
10/16/03	Telephone call to: DALLAS NE,TX 972-906-2177	1.04
10/16/03	Telephone call to: LB AREA,CA 310-255-4067	3.12
10/16/03	Telephone call to: CHICAGO,IL 773-388-3393	.50
10/16/03	Standard Copies	.60
10/16/03	Standard Copies	18.80
10/16/03	Standard Copies	7.20
10/16/03	Standard Copies	4.50
10/16/03	Standard Copies	8.60
10/16/03	Scanned Images	.15
10/16/03	Scanned Images	.60
10/16/03	Scanned Images	1.50
10/16/03	Scanned Images	.45
10/16/03	Fed Exp to:RICHARD WYNNE C/O LAURA JONES WILMINGTON,DE from:CINDY MITCHELL	26.89
10/16/03	West Publishing-TP,Database Usage 10.03	50.87
10/17/03	Telephone call to: CHICAGO,IL 773-388-3393	1.49
10/17/03	Fax page charge to 860-249-7146	2.25
10/17/03	Standard Copies	7.70
10/17/03	Standard Copies	7.70
10/17/03	Scanned Images	.45
10/17/03	Scanned Images	3.75

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/17/03	Scanned Images	3.75
10/17/03	Scanned Images	1.65
10/17/03	Scanned Images	.60
10/17/03	Scanned Images	6.00
10/17/03	Fed Exp to: JOSEPH MCMAHON, WILMINGTON, DE from: ANTOINETTE HUERTA	9.97
10/19/03	Telephone call to: MILWAUKEE,WI 414-525-9678	4.57
10/19/03	Geoffrey Richards, Telephone While Traveling, 10/9/03, 10/19/03, (Telephone Charges)	58.50
10/19/03	Scanned Images	.30
10/19/03	Geoffrey Richards, Hotel, Wilmington, DE, 10/19/03, (Hearing)	239.80
10/19/03	Geoffrey Richards, Airfare, Wilmington, DE, 10/19/03 to 10/21/03, (Hearing)	1,133.80
10/19/03	Geoffrey Richards, To/From Airport, Wilmington, DE, 10/19/03, (Hearing)	38.00
10/19/03	Geoffrey Richards, To/From Airport, Wilmington, DE, 10/19/03, (Hearing)	80.42
10/20/03	Telephone call to: JACKSON,MS 601-923-7175	1.99
10/20/03	Standard Copies	21.00
10/20/03	UPS Dlvry to:Steven R. Kotarba,Glen Ellyn,IL from:Steven R Kotarba	33.67
10/20/03	Geoffrey Richards, Hotel, Wilmington, DE, 10/20/03, (Hearing)	246.40
10/20/03	Geoffrey Richards, Travel Meal, Wilmington, DE, 10/20/03, (Hearing)	22.60
10/21/03	Telephone call to: NY CITY,NY 917-940-4413	1.74
10/21/03	Telephone call to: NEWYORKCTY,NY 212-583-5847	11.21
10/21/03	Telephone call to: 229-242-6726	1.00
10/21/03	Telephone call to: NEWYORKCTY,NY 212-583-5847	5.48
10/21/03	Geoffrey Richards, Telephone While Traveling, 10/21/03, 10/21/03, (Telephone Charges)	193.51
10/21/03	Standard Copies	7.70
10/21/03	Standard Copies	5.80
10/21/03	Standard Copies	8.20
10/21/03	West Publishing-TP,Database Usage 10.03	27.12
10/22/03	Telephone call to: HOUSTON,TX 713-221-1227	.83
10/22/03	Telephone call to: NIAGARAFLS,NY	.62

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	716-284-3800	
10/22/03	Telephone call to: LOSANGELES,CA	9.15
	213-680-8221	
10/22/03	Standard Copies	3.10
10/22/03	Standard Copies	.20
10/22/03	Standard Copies	7.90
10/22/03	Standard Copies	19.60
10/22/03	Scanned Images	1.35
10/22/03	Scanned Images	.75
10/22/03	Scanned Images	.30
10/22/03	Scanned Images	.60
10/22/03	Scanned Images	.60
10/23/03	Telephone call to: NEWYORKCTY,NY	12.47
	212-583-5847	
10/23/03	Telephone call to: WORCESTER,MA	3.12
	508-797-0525	
10/23/03	Standard Copies	.10
10/23/03	Standard Copies	1.80
10/23/03	Standard Copies	20.50
10/23/03	Scanned Images	.75
10/23/03	Scanned Images	.15
10/23/03	Scanned Images	1.35
10/23/03	Scanned Images	1.95
10/23/03	Scanned Images	2.10
10/23/03	Scanned Images	.45
10/23/03	Scanned Images	2.10
10/24/03	Telephone call to: HOUSTON,TX	6.98
	713-520-0400	
10/24/03	Telephone call to: DALLAS,TX	2.49
	214-673-2465	
10/24/03	Telephone call to: AROUND DT,MI	3.74
	734-834-2675	
10/24/03	Telephone call to: STATE OF,CT	7.69
	860-249-7142	
10/24/03	Telephone call to: WEST TAMPA,FL	2.49
	727-392-1717	
10/24/03	Color Copies	604.50
10/24/03	Scanned Images	.30
10/24/03	Scanned Images	1.35
10/24/03	Scanned Images	.60
10/24/03	Scanned Images	.30
10/24/03	Scanned Images	1.50
10/24/03	Scanned Images	.30
10/25/03	Telephone call to: DALLAS,TX	7.48
	469-223-7085	
10/25/03	Telephone call to: LA CITY,CA	2.29

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	323-933-4851	
10/26/03	Standard Copies	27.70
10/26/03	Geoffrey Richards, Working Group	20.66
	Meal/K&E & Others, Chicago, IL,	
	10/26/03, (Meeting), Drinks with Mike	
	Walsh, President Core-Mark	
10/27/03	Standard Copies	.10
10/27/03	Standard Copies	.30
10/27/03	Standard Copies	1.90
10/27/03	Standard Copies	14.30
10/27/03	Standard Copies	15.90
10/27/03	Standard Copies	13.10
10/27/03	Standard Copies	13.20
10/27/03	Standard Copies	29.00
10/27/03	Scanned Images	.30
10/27/03	Scanned Images	.75
10/27/03	Scanned Images	.60
10/27/03	Scanned Images	3.00
10/27/03	Scanned Images	2.55
10/27/03	Scanned Images	.60
10/28/03	Telephone call to: STATE OF,RI	1.25
	401-339-7804	
10/28/03	Telephone call to: NY CITY,NY	.50
	917-749-7660	
10/28/03	Telephone call to: LOUISVILLE,KY	8.73
	270-842-1050	
10/28/03	Telephone call to: DALLAS NE,TX	8.73
	972-906-8662	
10/28/03	Telephone call to: EASTERN,MA	2.49
	781-307-1107	
10/28/03	Fax page charge to 270-842-4720	.75
10/28/03	Fax page charge to 302-652-4400	.75
10/28/03	Fax page charge to 270-842-4720	.75
10/28/03	Fax page charge to 212-530-5219	1.50
10/28/03	Fax page charge to 313-259-7926	1.50
10/28/03	Fax page charge to 313-259-7926	1.50
10/28/03	Fax page charge to 213-629-5063	1.50
10/28/03	Fax page charge to 212-583-5707	1.50
10/28/03	Standard Copies	.40
10/28/03	Standard Copies	3.10
10/28/03	Scanned Images	.30
10/29/03	Fax page charge to 212-530-5219	1.50
10/29/03	Fax page charge to 213-629-5063	1.50
10/29/03	Standard Copies	10.60
10/29/03	Scanned Images	.30
10/29/03	Scanned Images	.60

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/29/03	Scanned Images	1.50
10/29/03	Scanned Images	.30
10/29/03	Scanned Images	1.80
10/29/03	Scanned Images	8.25
10/29/03	West Publishing-TP,Database Usage 10.03	5.93
10/29/03	Geoffrey Richards, Overtime	31.65
	Meal-Attorney, Chicago, IL, 10/29/03, (Overtime Meals)	
10/30/03	Telephone call to: NEWYORKCTY,NY 212-603-6573	2.49
10/30/03	Fax page charge to 972-906-2322	1.50
10/30/03	Standard Copies	.20
10/30/03	Scanned Images	.90
10/30/03	Scanned Images	2.55
10/30/03	Scanned Images	2.10
10/30/03	Scanned Images	1.05
10/30/03	Scanned Images	.30
10/30/03	Scanned Images	3.75
10/30/03	Scanned Images	.75
10/30/03	THE DOCUMENT GROUP - Outside Computer Services, Scan and convert to PDF	1,079.16
10/30/03	THE DOCUMENT GROUP - Outside Copy/Binding Services, Scanning of documents for central files database	2,029.08
10/31/03	Telephone call to: DALLAS,TX 214-953-6816	.50
10/31/03	Standard Copies	7.20
10/31/03	Standard Copies	.60
10/31/03	Standard Copies	1.80
10/31/03	Standard Copies	.40
10/31/03	Standard Copies	1.20
10/31/03	Standard Copies	.20
10/31/03	Standard Copies	9.60
10/31/03	Standard Copies	8.30
10/31/03	Scanned Images	.15
10/31/03	Scanned Images	7.80
10/31/03	Scanned Images	13.80
10/31/03	Scanned Images	.30
10/31/03	Scanned Images	.90
10/31/03	Scanned Images	.30
10/31/03	Fed Exp to:JACQUELINE BUSH,EL SEGUNDO,CA from:CINDY MITCHELL	6.64
10/31/03	West Publishing-TP,Database Usage 10.03	7.25
	Total Expenses	\$ 18,160.82



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

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.# 2722344

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IN THE MATTER OF            Cash, Collateral/DIP Financing  
                                 File No. 40575-0007

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 33,497.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 39.79
Total for legal services rendered and expenses incurred	\$ 33,537.29

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	.50	625.00	312.50
Damian D Capozzola	3.70	410.00	1,517.00
Shirley S Cho	15.00	445.00	6,675.00
Andrew M Kaufman, P.C.	.50	635.00	317.50
Steven R Kotarba	4.30	420.00	1,806.00
Geoffrey A Richards	11.20	460.00	5,152.00
Andrew R Running	10.40	510.00	5,304.00
Maureen E Sweeney	5.50	410.00	2,255.00
Richard L Wynne	4.70	670.00	3,149.00
James M Celeski	1.00	105.00	105.00
Frank A Chavez	.50	90.00	45.00
Julia Galyen	26.90	255.00	6,859.50
<b>Total</b>	<b>84.20</b>		<b>\$ 33,497.50</b>

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

# Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	.30	Richard L Wynne	Analyze proposed DIP financing.
10/02/03	1.00	Maureen E Sweeney	Prepare for and participate in various conferences re side letter.
10/03/03	.30	Shirley S Cho	Review DIP order provisions.
10/03/03	.50	Shirley S Cho	Review draft motion re pay down of bank debt.
10/03/03	1.00	Maureen E Sweeney	Review pre-petition debt documents re subrogation issue.
10/06/03	.50	Andrew M Kaufman, P.C.	Conference with M. Sweeney re subrogation issues.
10/07/03	1.50	Maureen E Sweeney	Prepare for and participate in various conferences re subrogation issues.
10/08/03	.50	Richard S Berger	Conferences with J. Ransom, R. Stovall, B. Lebow and L. Dixon re letters of credit underlying surety bonds.
10/09/03	.30	Shirley S Cho	Telephone conference with A. DeNatale, D. Ginsberg, et al. re pay-down motion.
10/09/03	1.00	Richard L Wynne	Revision of bank motion re paydown (.7); telephone conference with M. Scott re paydown motion (.3).
10/09/03	.90	Geoffrey A Richards	Prepare for and participate in teleconference with bank advisers re paydown and reserve reduction issues.
10/10/03	2.20	Shirley S Cho	Review comments from M. Scott and G. Richards re pay-down motion (.3); two telephone conferences with D. Ginsberg re same (.3); strategize re service of pay-down motion (.4); voicemail to C. Lhulier re objection deadline re same (.1); telephone conference with C. Lhulier and M. John re service to same (.5); review proposed order for

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			pay-down motion (.2); email and voicemail to M. Scott re same(.1); review voicemail S. Campbell re additional changes to pay down motion and email C. Lhulier re same (.1); email C. Lhulier re service parties (.2).
10/10/03	.90	Shirley S Cho	Telephone conference with M. Scott re pay down motion (.1); email correspondence with M. Scott re same (.1); coordinate filing of pay down motion (.4); review emails from M. John re status of same (.1); review and respond to email of S. Campbell re same (.1).
10/13/03	.20	Richard L Wynne	Telephone conference with R. Roof re legal issues call preparation and back paydown.
10/13/03	.90	Geoffrey A Richards	Review, revise and comment on paydown motion.
10/17/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re interim debtor in possession financing order.
10/19/03	2.20	Damian D Capozzola	Prepare for preferences meeting and communications with E. Liebeler re same.
10/22/03	.20	Maureen E Sweeney	Prepare for and participate in conference with S. Cho re replacement lenders.
10/23/03	7.60	Julia Galyen	Research re release of letters of credit (2.7); draft and revise motion to release DSI letter of credit (4.9).
10/24/03	6.90	Julia Galyen	Telephone conference with K. Richardson at Fleming re DSI letter of credit issues (.4); review letter of credit and related agreement (1.4); revise motion to release DSI letter of credit (5.1).

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/24/03	.90	Geoffrey A Richards	Participate in telephone conference with D. Ginsberg re bank paydown and adequate protection issues.
10/25/03	.10	Richard L Wynne	Telephone conference with E. Davis re lending issue.
10/27/03	.30	Shirley S Cho	Telephone conference with D. Ginsberg re pay down motion.
10/27/03	1.80	Julia Galyen	Review and analyze letter of credit and related agreements re DSI business relationship with Fleming.
10/28/03	.40	Shirley S Cho	Telephone conference with D. Ginsberg re pay down motion (.2); email correspondence with D. Ginsberg re pay down motion (.1); telephone conference with A. Running re same (.1).
10/28/03	.20	Richard L Wynne	Telephone conference with A. Running re bank view on payment motion and schedule.
10/29/03	.90	Shirley S Cho	Telephone conference with D. Ginsberg re pay down motion (.2); review and revise omnibus reply to pay down motion (.7).
10/29/03	1.20	Shirley S Cho	Attend portions of bank call re pay down motion (1.0); follow-up bank call (.2).
10/29/03	.40	Richard L Wynne	Analyze bank reply to paydown motion objections.
10/29/03	.50	Richard L Wynne	Telephone conference with bank group re paydown motion.
10/29/03	1.00	Damian D Capozzola	E-mails and voicemails with E. Liebeler, G. Richards, S. Cho, and L. Thomas re paydown motion and DSD opposition (.8); conference with H. Martyn, R. Wick, and M. Scott re respective DSD issues (.2).

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/29/03	2.90	Geoffrey A Richards	Review objections to bank paydown motion (1.8); prepare for and participate in telephone conference with A. DeNatale and D. Ginsberg re paydown (1.0).
10/29/03	3.80	Andrew R Running	Participate in telephone conference with A. DeNatale, D. Ginsberg, S. Campbell and G. Richards re preparation for November 4, 2003 hearing of bank pay-down motion (.9); follow-up telephone conference with R. Wynne, M. Scott and White & Case lawyers re same (.3); review objections to bank pay-down motion (2.3); review White & Case's summary of responses to the objections (.3).
10/29/03	1.80	Maureen E Sweeney	Prepare for and participate in conferences re refinancing of DIP agreement.
10/30/03	1.90	Shirley S Cho	Draft motion to pay DIP exit financing costs.
10/30/03	3.80	Julia Galyen	Office conference with S. Kotarba re unclaimed property (.4); review documents re same (3.5).
10/30/03	1.00	James M Celeski	Research and print Final DIP order.
10/30/03	.50	Damian D Capozzola	Analyze paydown motion and communications with M. Scott and E. Liebler re same.
10/30/03	5.60	Geoffrey A Richards	Prepare responses to objections to bank paydown motion (2.1); telephone conference with bank counsel re same (1.5); telephone conference with A. Running and M. Scott re hearing preparation re same (.5); telephone conference with Texas taxing authorities re same (.6); review 545(2) case law re same (.9).
10/30/03	.90	Andrew R Running	Review and respond to e-mails from S. Cho, M. Scott, G. Richards and White &

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Case re hearing preparations for bank pay-down motion.
10/31/03	4.30	Steven R Kotarba	Review Motion (and related Order) to paydown prepetition lenders (including document sections referenced therein) to assist with resolution of objections by reclamation claimants (1.1); review objections and cases cited therein (1.5); discussion with G. Richards re proposed resolution (.3); discussion with I. Kharasch re same (.3); participate in internal call re same (.4); participate in lender call re same (.7).
10/31/03	1.30	Shirley S Cho	Conference with R. Wynne re expense reimbursement motion (.2); revise expense reimbursement motion and draft order (1.0); telephone conference with S. Genereux re same (.1).
10/31/03	4.80	Shirley S Cho	Research and prepare for Texas Taxing authority call (.6); telephone conference with M. Reed and D. Aelveot re Texas taxing authorities objection to pay down (.8); telephone conference with A. Running, E. Liebler et al. re same (.8); telephone conference with A. DeNatale, D. Ginsberg, M. Scott, et al. re same (.8); research case law re Texas taxing authorities and draft proposed stipulation re same (1.8).
10/31/03	1.10	Richard L Wynne	Analyze agents reply memorandum re buyout of loan (.4); telephone conference with M. Genereaux re financing motion to pay fees (.2); analyze motion to pay refinance (.3); conference with S. Cho to refinance expense motion (.2)
10/31/03	.90	Richard L Wynne	Analyze agents reply brief and oppositions filed to paydown motion.
10/31/03	1.00	Julia Galyen	Review and analyze agreements between DSI and Fleming re letter of credit



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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			issues in preparation for drafting adversary action re same.
10/31/03	5.80	Julia Galyen	Research re unclaimed property statutes and effect of bankruptcy on same.
10/31/03	5.70	Andrew R Running	Telephone conversation with M. Scott re his hearing testimony on the bank pay-down motion (.5); write e-mail to G. Richards and R. Wynne re same (.4); participate in internal Kirkland telephone conference with G. Richards, S. Cho, E. Liebeler and S. Kotarba re bank pay-down motion (.9); participate in telephone conference with M. Scott, G. Richards and White & Case lawyers re same (.8); prepare for hearing by reviewing prior hearing transcripts on reclamation issues (1.5); continue review of objections to the motion (1.6).
	84.20		TOTAL HOURS

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

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/13/03	Telephone call to: STATE OF,DE 302-778-6426	.62
8/13/03	Telephone call to: STATE OF,DE 302-778-6433	1.66
8/24/03	Telephone call to: NEW YORK,NY 212-819-8494	1.45
10/01/03	Standard Copies NY	3.15
10/03/03	Scanned Images	1.35
10/09/03	Telephone call to: NEWYORKCTY,NY 212-541-2194	3.24
10/09/03	Binding	1.75
10/20/03	Binding	1.75
10/31/03	Telephone call to: NEWYORKCTY,NY 212-583-5395	.75
10/31/03	West Publishing-TP,Database Usage 10.03	24.07
	Total Expenses	\$ 39.79

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.# 2715630

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IN THE MATTER OF                      Claims Estimate, Objection & Resolution  
File No. 40575-0008

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 49,134.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 403.03
Total for legal services rendered and expenses incurred	\$ 49,537.53

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Janet S Baer	13.00	625.00	8,125.00
Samuel Blatnick	19.20	255.00	4,896.00
Damian D Capozzola	.70	410.00	287.00
Shirley S Cho	1.80	445.00	801.00
Steven R Kotarba	26.30	420.00	11,046.00
Elena Marre	.80	365.00	292.00
Geoffrey A Richards	7.30	460.00	3,358.00
Andrew R Running	18.70	510.00	9,537.00
Richard L Wynne	1.10	670.00	737.00
James M Celeski	5.50	105.00	577.50
Frank A Chavez	2.80	90.00	252.00
Andrew J Groesch	6.60	190.00	1,254.00
Michael Najjarpour	1.00	105.00	105.00
Shannon Roberts	1.00	145.00	145.00
Kenneth Robling	28.40	255.00	7,242.00
James R Strohl	3.20	150.00	480.00
<b>Total</b>	<b>137.40</b>		<b>\$ 49,134.50</b>

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

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	1.10	Steven R Kotarba	Review and circulate as appropriate new secured and administrative claims (.5); conference with G. Richards re same (.2); research issues raised (.4).
10/01/03	.70	Steven R Kotarba	Review and circulate documents re contested materials and discuss with litigation team.
10/01/03	.20	Richard L Wynne	Telephone conference with L. Mandel re PBGC claim.
10/01/03	4.90	Andrew R Running	Research and analyze PBGC claim.
10/02/03	4.30	Andrew R Running	Research and analyze PBGC claim issues.
10/03/03	1.00	Shannon Roberts	Review newly received claims, separate out the new and prepare for processing.
10/03/03	3.90	Geoffrey A Richards	Review examining issues re PBGC claims.
10/03/03	4.50	Andrew R Running	Analyze issues re PBGC claim.
10/07/03	.50	Andrew J Groesch	Research status of claims filed against Fleming.
10/07/03	.90	Andrew R Running	Review PBGC claim issues (.9).
10/08/03	.80	Frank A Chavez	Locate, retrieve and distribute various documents re proofs of claim filed by various parties.
10/08/03	1.00	Andrew J Groesch	Office conference with J. Baer re contribution and subrogation claims to be filed on behalf of Fleming and its subsidiaries against each and every other Fleming entity (.5); office conference with S. Mitchell re contribution and subrogation claim precedent (.3); draft and circulate request for precedent from the department (.2).

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/08/03	2.40	Andrew R Running	Analyze PBGC claim (.9); review cases cited re same (1.5).
10/09/03	.10	Shirley S Cho	Email correspondence with S. McFarland re bar date for rejection claims.
10/09/03	1.00	Frank A Chavez	Prepare and distribute database re claims filed by creditors.
10/09/03	.50	Andrew J Groesch	Research admin bar date motions and recoupment motions.
10/09/03	.20	Andrew R Running	Correspondence with G. Richards re PBGC claims analysis.
10/10/03	.50	Frank A Chavez	Locate, retrieve and distribute various documents re creditors claims.
10/12/03	.50	Andrew J Groesch	Conference with S. Kotarba re drafting and filing Proof of Claim for subrogation and contribution for Fleming and its subsidiaries.
10/13/03	2.00	Steven R Kotarba	Review litigation claims, respond to same and coordinate notice of administrative bar date (.2); conference with A. Groesch re proof of claim issues (.5); conference with J. Baer re same (.3); review file and work with claims agent to obtain necessary information re same (.5); conference with Fleming Company staff and other professionals re same (.5).
10/13/03	.20	Shirley S Cho	Email B. Porter re claims information needed (.1); email to V. Wales re same (.1).
10/13/03	.50	Frank A Chavez	Locate, retrieve and distribute various documents re claims.
10/13/03	4.00	James M Celeski	Review and revise reclamation objections providing documentation that claim amount is incorrect.
10/13/03	5.00	Samuel Blatnick	Draft Motion to set administrative bar date and related form, notice and

The Fleming Company  
 Legal Services for the Period Ending October 31, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			order.
10/13/03	1.50	Andrew R Running	Review additional PBGC claim.
10/14/03	6.10	Steven R Kotarba	Draft precedent for Company to use re intercompany claims (1.4); conferences with J. Baer re same (1.1); research open issues re same (.9); prepare revisions re same (1.4); discuss revisions with G. Richards (.5); finalize memorandum of precedent (.8).
10/14/03	2.90	Janet S Baer	Review draft administrative bar date motion, order and notice (1.0); review several drafts of subrogation claim (1.0); confer with S. Kotarba and G. Richards re same (.5); review dates for administrative bar date motion and deadlines and revise time line re same (.4).
10/14/03	.30	Andrew J Groesch	Office conference with S. Kotarba re POCs filed on behalf of Fleming and its subsidiaries.
10/15/03	.50	Janet S Baer	Further revise and supplement time line to reflect administrative bar date and new hearing dates received.
10/15/03	3.50	Samuel Blatnick	Review and revise Motion to Set administrative bar date and related notice, form and order.
10/16/03	.70	Janet S Baer	Respond to inquires re format/procedure for FSA settlements (.2); revise administrative bar date motion, notice and order and confer re same (.5).
10/16/03	.50	Kenneth Robling	Prepare for and participate in office conference with S. Kotarba re omnibus objection process and follow up re same.
10/16/03	1.50	Andrew J Groesch	Research administrative claim precedent (.8); obtain and verify information for draft administrative claim bar date notice (.7).

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/17/03	1.20	Steven R Kotarba	Review and comment on newly received claims (including administrative claims) and circulate as appropriate.
10/17/03	.80	Janet S Baer	Further revise administrative bar date materials and prepare transmittal re same.
10/17/03	5.20	Samuel Blatnick	Research and draft memo for application of Section 548(a) to joint and several liability under ERISA.
10/17/03	.80	Andrew J Groesch	Research administrative claim issue.
10/17/03	1.00	Andrew J Groesch	Office conference with J. Baer re possible administrative bar date motion and contact BMC re same (.5); obtain POC precedent (.5).
10/19/03	.70	Steven R Kotarba	Review and circulate motion to late file claim to K. Robling (.6); internal follow-up re same (.1).
10/19/03	.30	Shirley S Cho	Email correspondence with S. Kotarba re claim related motions.
10/20/03	1.50	Steven R Kotarba	Conference with K. Robling to discuss preparation of First Omnibus Objection (.5); meet with J. Strohl re same (.3); review and research for objection (.4); conference with K. Robling re responding to motion to late file claim (.3).
10/20/03	.70	Janet S Baer	Conference with S. Blatnick re administrative bar date issues and draft pleadings strategy.
10/20/03	.40	Shirley S Cho	Strategize re administrative claims bar date (.3); review Rock Cod administrative claims motion (.1).
10/20/03	.20	James R Strohl	Prepare for and attend office conference with S. Kotarba re claims objections.



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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/20/03	1.10	Kenneth Robling	Review documents re M. Palazola claim and analyze motion to late file same (.9); conference with BMC re same (.1); conference with S. Kotarba and follow up re same (.1).
10/20/03	1.00	Samuel Blatnick	Draft Proof of Administrative Claim Form for use with our Motion to Set administrative claim bar date.
10/21/03	.20	Janet S Baer	Conference with S. Blatnick re administrative claim bar date motion.
10/21/03	.30	Richard L Wynne	Telephone conference with R. Roof re administrative claim issues.
10/22/03	1.50	Steven R Kotarba	Review motion and related pleadings (.7); confernce with M. Palazola re motion to late file claims (.3); review and circulate newly filed claims (.5).
10/22/03	.20	Janet S Baer	Analyze administrative bar date (.3); conference with S. Blatnick re same (.2).
10/22/03	3.50	Kenneth Robling	Review Omnibus Objection precedent and Federal and Delaware rules re same (.9); draft First Omnibus Objection, notice and order (2.6).
10/22/03	.50	Andrew J Groesch	Research re status of intercompany claims.
10/22/03	.70	Geoffrey A Richards	Correspond with C. Birchette re Harvard Logistics claims settlement.
10/22/03	.50	Geoffrey A Richards	Exchange series of emails with B. Roof, D. Bickford and K. Richeson and R. Mersky re Binkowsky claims.
10/23/03	.60	Steven R Kotarba	Review and circulate newly filed claims (including administrative claims and tax claims).
10/23/03	1.00	Janet S Baer	Confer with S. Blatnick re Administrative Bar Date Claim issues and revising notice re same (.3);

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			follow up on coordination of bar date/claim call (.3); review draft Administrative Bar Date form (.4).
10/23/03	1.70	Kenneth Robling	Conference with S. Kotarba re First Omnibus Objection and follow up re same (.3); revise First Omnibus Objection (.7); prepare omnibus calendar (.5); review and respond to correspondence re First Omnibus (.2).
10/23/03	1.00	Samuel Blatnick	Participate in conference call with counsel for Debtors, AlixPartners, and counsel for Creditors re claims estimates.
10/24/03	1.40	Steven R Kotarba	Conference with K. Robling re preparation of claims objections.
10/24/03	1.10	Steven R Kotarba	Conference call with AlixPartners, K. Robling, J. Strohl re open reclamation issues, claims issues and PACA issues.
10/24/03	.30	Janet S Baer	Conference with S. Kotarba re claims objection status and related issues.
10/24/03	.10	Shirley S Cho	Review and reply to proof of claim process update from S. Kotarba.
10/24/03	.80	James R Strohl	Prepare for and attend office conference with K. Robling re claims objections.
10/24/03	1.50	James R Strohl	Prepare for and attend telephone conference with S. Kotarba, K. Robling and AlixPartners re claims objections.
10/24/03	3.40	Kenneth Robling	Prepare for and participate in telephone conference re claims with AlixPartners, S. Kotarba and J. Strohl (1.1); prepare for and participate in conference with J. Strohl re claims procedure (.6); conference with J. Strohl re Delaware omnibus precedent and review of same (1.0); revise First Omnibus Objection (.4); revise omnibus calendar (.2); conference with

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			AlixPartners re service of Omnibus Objection (.1).
10/24/03	1.00	Michael Najjarpour	Verify precedent for Omnibus Objection.
10/24/03	1.50	James M Celeski	Research and print precedent re Omnibus Non-Substantive Claims from TWA, Ameriserve, and Enron docket.
10/24/03	1.30	Geoffrey A Richards	Telephone conference with R. Wynne and J. Baer re reclamation issues.
10/27/03	2.10	Steven R Kotarba	Review and revise draft objection, order, notice and exhibits re claims to conform with local rules (1.6); meetings with K. Robling to discuss revisions and strategy re objections (.5).
10/27/03	1.00	Janet S Baer	Review most recent draft of administrative bar date materials and substantially revise same.
10/27/03	4.90	Kenneth Robling	Prepare for and participate in office conference with S. Kotarba re Omnibus Objection (.3); conference with S. Kotarba re motion to late file claim, drafting memo, and follow up re same (.3); review Omnibus Objection notice and service precedent and revise First Omnibus Objection, notice and related documents (4.3).
10/28/03	1.40	Steven R Kotarba	Participate in administrative claims conference call (.5); review (.4) and discuss response to motion to late filed claim with K. Robling (.5).
10/28/03	.70	Steven R Kotarba	Conference with J. Baer re administrative claim strategy (.2); participate in follow-up telephone conference with client and other advisors re same (.5).
10/28/03	1.80	Janet S Baer	Team conference re administrative bar date issues (1.0); conference with R. Wynne, T. Stenger and F. Huffard re

The Fleming Company  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			same (.3); conference with S. Blatnick re revisions to Administrative Bar Date materials (.3); revise same (.2).
10/28/03	.50	Shirley S Cho	Telephone conference with J. Baer, R. Wynne, R. Roof re administrative claims bar date.
10/28/03	.40	Richard L Wynne	Analyze administrative bar date motion and notice.
10/28/03	.20	Richard L Wynne	Telephone conference with S. Kotarba re unclaimed property and proofs of claim, intercompany claim.
10/28/03	3.40	Kenneth Robling	Revise First Omnibus Objection customized hearing notice, declaration in support, and affidavit of service (3.1); confer with J. Bush at BMC re service of bar date and follow up re same (.2); review and respond to correspondence re Hunt claim (.1).
10/28/03	1.50	Samuel Blatnick	Draft Motion to Set administrative claims bar date and related draft order, form, and notice.
10/28/03	.70	Damian D Capozzola	Prepare for and participate in conference re administrative bar date.
10/28/03	.90	Geoffrey A Richards	Prepare for and participate in telephone conference with B. Roof and J. Baer re admin claims bar date.
10/29/03	.20	Steven R Kotarba	Strategize with S. Blatnick re administrative claims bar date motion.
10/29/03	.30	Steven R Kotarba	Strategize with C. Cipione to respond to inquiry re status of claims filed by type and priority.
10/29/03	2.10	Steven R Kotarba	Review and revise drafts of First Omnibus Objection Notice, Motion, Order and Exhibits (1.8) and meeting with K. Robling re same (.3)
10/29/03	.60	Janet S Baer	Conference with S. Blatnick re

The Fleming Company  
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November 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			procedure for filing Bar Date materials (.3); revise administrative bar date materials (.3).
10/29/03	4.60	Kenneth Robling	Revise first omnibus objection and related documents (3.4); prepare for and participate in office conference with S. Kotarba re same (.2); prepare first omnibus objection information materials for AlixPartners (1.1).
10/30/03	.40	Steven R Kotarba	Strategize with K. Robling to review drafts and exhibit formats re omnibus objections.
10/30/03	1.40	Janet S Baer	Follow up re comments to administrative bar date materials (.3); conference with T. Feil re same (.3); conference with B. Roof re same and revise (.8).
10/30/03	3.20	Kenneth Robling	Conference with C. Cipione re omnibus objection documents and service issues and follow up re same (.5); conference with S. Kotarba re same (.2); review and respond to correspondence re same (.2); revise first omnibus objection documents (2.3).
10/30/03	2.00	Samuel Blatnick	Discuss administrative bar date motion and related documents with AlixPartners and BMC and make final revisions in response to comments.
10/31/03	1.20	Steven R Kotarba	Review and revise draft of omnibus objection (.9); conference with K. Robling re same and preparation of second omnibus objection (.3).
10/31/03	.90	Janet S Baer	Final review of administrative claim materials (.5); coordinate filing of same (.4).
10/31/03	.20	Shirley S Cho	Telephone conference with S. Bledsoe, S. Kotarba, C. Cippione re claims process.
10/31/03	.70	James R Strohl	Prepare and edit motion for filing with

The Fleming Company  
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 November 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			the Court re bar date.
10/31/03	2.10	Kenneth Robling	Review First Omnibus objection exhibits (.2); conference with S. Kotarba and follow up re same (.2); review documents re multi-debtor objections and draft second omnibus objection (1.1); analyze omnibus objection service issues (.6).
10/31/03	.80	Elena Marre	Conferences with J. Rice re copies of Proofs of Claims.
	137.40		TOTAL HOURS

The Fleming Company  
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November 25, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/05/03	West Publishing-TP,Database Usage 9.03	79.71
9/18/03	West Publishing-TP,Database Usage 9.03	59.36
9/19/03	West Publishing-TP,Database Usage 9.03	8.47
9/29/03	Fed Exp to:SEE ADDERESS LABEL,EL SEGUNDO,CA from:MAILROOM	7.97
9/29/03	Fed Exp to:SEE ADDERESS LABEL,EL SEGUNDO,CA from:MAILROOM	12.63
9/30/03	West Publishing-TP,Database Usage 9.03	25.61
10/01/03	Telephone call to: GREAT NECK,NY 516-482-2700	2.70
10/01/03	Standard Copies	3.80
10/01/03	Fed Exp to:SEE ADDERESS LABEL,EL SEGUNDO,CA from:MAILROOM	15.73
10/01/03	Fed Exp to:SEE ADDERESS LABEL,EL SEGUNDO,CA from:MAILROOM	7.97
10/02/03	Telephone call to: GREAT NECK,NY 516-482-2700	2.49
10/02/03	Telephone call to: BEVERLYHLS,CA 310-273-0864	2.49
10/02/03	Telephone call to: GREAT NECK,NY 516-482-2700	.83
10/02/03	Telephone call to: NORTH EAST,WI 920-720-0000	1.04
10/03/03	Standard Copies	42.30
10/03/03	Standard Copies	12.40
10/03/03	Fed Exp to:SEE ADDERESS LABEL,EL SEGUNDO,CA from:MAILROOM	13.56
10/03/03	Fed Exp to:SEE ADDERESS LABEL,EL SEGUNDO,CA from:MAILROOM	11.59
10/07/03	Telephone call to: GREAT NECK,NY 516-482-2700	1.25
10/07/03	Telephone call to: E CENTRAL,FL 407-448-3470	1.87
10/08/03	Telephone call to: GREAT NECK,NY 516-482-2700	.62
10/08/03	Standard Copies	7.10
10/08/03	Fed Exp to:SEE ADDERESS LABEL,EL SEGUNDO,CA from:MAILROOM	9.46
10/08/03	Overnight Delivery - Refund	-8.29
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer Service from 07/01/03 to 09/30/03	14.28
10/08/03	PACER SERVICE CENTER - Computer Database	38.78

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Research, Court access service Billing Cycle 7/1/03 to 9/30/03	
10/09/03	Telephone call to: CLVD N,OH 330-456-8341	1.45
10/09/03	Telephone call to: GREAT NECK,NY 516-482-2700	.62
10/09/03	Telephone call to: E CENTRAL,FL 561-620-9200	.62
10/10/03	Telephone call to: E CENTRAL,FL 561-620-9200	1.66
10/13/03	Telephone call to: GREAT NECK,NY 516-482-2700	6.65
10/13/03	Telephone call to: GREAT NECK,NY 516-482-2700	1.25
10/13/03	Scanned Images	.45
10/14/03	Standard Copies	.50
10/14/03	Scanned Images	.15
10/14/03	Scanned Images	4.50
10/15/03	Telephone call to: RUSH SPGS,OK 405-476-3400	.62
10/16/03	Scanned Images	.30
10/17/03	Standard Copies	2.10
10/23/03	Telephone call to: GREAT NECK,NY 516-482-2700	.62
10/23/03	Telephone call to: DALLAS NE,TX 972-906-8036	3.74
10/28/03	Telephone call to: GREAT NECK,NY 516-482-2700	1.25
10/30/03	Telephone call to: GRD PR,TX 214-647-7625	.83
	Total Expenses	\$ 403.03



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.# 2715631

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IN THE MATTER OF            **Corporate and Securities Matters**  
                                 **File No. 40575-0009**

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 143,875.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 4,387.31
Total for legal services rendered and expenses incurred	\$ 148,262.81

The Fleming Company  
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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	1.00	625.00	625.00
Keith S Crow, P.C.	.20	640.00	128.00
Eva H Davis	22.20	545.00	12,099.00
Rebekah R Eubanks	25.00	410.00	10,250.00
Michael G Fatah	.20	375.00	75.00
Willard G Fraumann, P.C.	31.40	660.00	20,724.00
Seth J Gerson	11.00	430.00	4,730.00
Bryan D Hull	1.40	225.00	315.00
Robert M Jason	6.00	615.00	3,690.00
George B Javaras, P.C.	.30	685.00	205.50
Michael H Kerr, P.C.	44.50	660.00	29,370.00
Constantine Koutsouvas	19.00	375.00	7,125.00
Geoffrey A Richards	17.80	460.00	8,188.00
James S Rowe	1.00	525.00	525.00
James H M Sprayregen, P.C.	8.80	730.00	6,424.00
Richard J Tilley	101.60	310.00	31,496.00
Richard L Wynne	7.40	670.00	4,958.00
Lois J Broussard	10.40	145.00	1,508.00
David Hernandez	6.00	150.00	900.00
Sheila C Joy	4.00	135.00	540.00
<b>Total</b>	<b>319.20</b>		<b>\$ 143,875.50</b>

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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	1.30	Richard J Tilley	Telephone conference with D. Gorton re second amendment to TSA (.2); telephone conference with M. Fatah re Ivie (.4); telephone conference with K. Richesson and B. Roof re TSA amendment (.3); office conference with F. Folse re Turner settlement (.2); review SuperValu September 9 option notice (.2).
10/01/03	1.50	Lois J Broussard	Prepare closing sets re AWG and third party closing documents (.6); prepare closing index re same (.6); telephone conference with R. Tilley re same (.2); telephone conference with E. Cho of Skadden Arps re subsequent closing documents and exhibits (.1).
10/02/03	2.10	Richard J Tilley	Telephone conference with T. Reinking re option notices (.2); conference with D. Wymore re option notices and comparison to hearing notices (.4); review option notice correspondence re hearing notices (1.5).
10/02/03	.70	Richard J Tilley	Draft and revise letter re to purchasers re November/December hearings (.4); conference with S. Cho re Del Monte motion (.3).
10/02/03	.70	Richard J Tilley	Review third amendment to closing statement from C&S (.3); telephone conference with K. Richesson re amendment (.2); distribute closing statement to C&S/Skadden (.2).
10/02/03	.80	Lois J Broussard	Telephone conference with E. Cho of Skadden Arps re subsequent closing documents (.1); office conference with R. Tilley re the same (.2); edit closing book and closing index (.5).
10/02/03	3.50	Michael H Kerr, P.C.	Research re SEC issues applicable to

The Fleming Company  
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November 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			rights offering.
10/02/03	.90	Geoffrey A Richards	Review securities law materials.
10/02/03	.40	Geoffrey A Richards	Telephone conference with C. Hernandez re board presentation.
10/03/03	1.40	Richard J Tilley	Prepare for and attend telephone conference with M. Fatah and K. Richesson re Ivie & Associates, letter re option notices, and wire from C&S (1.2); distribute letter re option notices (.2).
10/03/03	.40	Richard J Tilley	Conference with S. Cho re disclosure statement (.3); draft and revise letter re November/December hearings (.1).
10/03/03	1.30	Willard G Fraumann, P.C.	Review and respond to voicemails and email correspondence re outstanding issues and strategy (.7); telephone conference R. Wynne re same (.4); telephone conference S. Gerson re same (.2).
10/03/03	2.50	Michael H Kerr, P.C.	Research re Section 1145(a)(1) concerning rights offering.
10/06/03	1.30	Richard J Tilley	Telephone conferences with T. Wales re final closing statement (.2); prepare for and attend telephone conferences with B. Folse and I. Kharasch re settlement agreements (.9); draft and revise side letter re hearings (.2).
10/06/03	.60	Eva H Davis	Telephone conferences and email correspondence with R. Tilley, G. Richards, S. Cho, K. Richesson and R. Wynne re AWG, royalty issues.
10/07/03	1.00	Richard J Tilley	Telephone conference with K. Richesson re true up (.2); review October 2 orders(.4); telephone conference with T. Wales re closings (.2); telephone conference with D. Wymore re chart re option notices and orders (.2).

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/07/03	1.50	Constantine Koutsouvas	Prepare for and attend office conference with M. Kerr re rights offering and private placement.
10/07/03	.80	Lois J Broussard	Prepare and edit closing book re AWG and third party closing documents (.5); telephone conference with R. Tilley and E. Cho of Skadden Arps re signature pages to subsequent closing documents (.3).
10/07/03	2.00	Eva H Davis	Telephone conferences and email correspondence with R. Tilley, G. Richards, S. Cho, K. Richesson, R. Wynne, and M. Skubel AWG and related closing issues.
10/07/03	.30	Willard G Fraumann, P.C.	Review and respond to voicemails and e-mails with K. Richesson re case strategy (.2); telephone conferences with S. Gerson re same (.1)
10/07/03	4.50	Michael H Kerr, P.C.	Prepare for and attend conference re structure of plan (1.2); review SEC issues (3.0); office conference with J. Baer & G. Koutsouvas re SEC issues (.3).
10/08/03	.60	Richard J Tilley	Conference with S. Cho re Provenzaros FSA (.2); review Food Giant settlement (.4).
10/08/03	2.30	Robert M Jason	Review materials to prepare for Board of Directors telephone conference (2.0); draft correspondence re same (.3).
10/08/03	.50	Lois J Broussard	Telephone conference with E. Cho of Skadden Arps re closing documents and subsequent closing documents.
10/08/03	.80	Eva H Davis	Telephone conferences with K. Richesson re royalty payment and calculation issues (.4); telephone conferences with R. Tilley re same and re option and sale hearings (.4).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/08/03	3.00	Michael H Kerr, P.C.	Research re SEC issues involving rights offering.
10/09/03	1.60	Richard J Tilley	Telephone conference with T. Wales and K. Richesson re lease payments (.6); telephone conference with D. Gorton re subsequent closing (.3); telephone conference with T. Wales re prorations and letter to C&S (.4); telephone conference with M. Lichtenstein re Food Giant/GES settlement (.3).
10/09/03	1.80	Richard J Tilley	Conference with S. Bledsoe re Albertson's motions (.2); draft and revise RMG settlement agreement (1.2); review Food Giant/GES agreements (.4).
10/09/03	6.50	Constantine Koutsouvas	Research re securitites issues.
10/09/03	6.00	David Hernandez	Locate, print, organize, and deliver documents re bond issuances (5.1); review pleadings and edit duplicates re central files (.9)
10/09/03	.20	Seth J Gerson	Review most recent SEC filings of client.
10/09/03	1.00	Lois J Broussard	Telephone conference with E. Cho of Skadden Arps re executed documents for AWG and third party closing documents (.4); edit closing book re same (.6).
10/09/03	.70	Eva H Davis	Voicemail and email exchanges with K. Richesson, R. Tilley and C. Pak re royalty issues.
10/09/03	1.50	Michael H Kerr, P.C.	Review and analyze rights offering.
10/10/03	3.80	Richard J Tilley	Telephone conference with I. Kharasch re settlements (.3); draft and revise RMG settlement agreement (3.0); telephone conference with T. Wales re RMG settlement agreement (.2); telephone conference with E. Davis re royalty calculations (.2); telephone conference with M. Lichenstein re settlements (.1).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/10/03	.60	Richard J Tilley	Review C&S option notices (.3); distribute TSA to B. White (.1); office conference with Fleming corporate team re option chart (.2).
10/10/03	.50	Richard J Tilley	Review C&S option notices and bills of sale (.2); telephone conference with B. Folse re settlements (.3).
10/10/03	1.30	Richard J Tilley	Conference with S. Bledsoe re Albertson's (.4); telephone conference with S. Bledsoe, K. Richesson re Albertson's (.4); telephone conference with K. Richesson re royalty calculations (.5).
10/10/03	5.00	Constantine Koutsouvas	Research re securities law issues.
10/10/03	4.60	Eva H Davis	Review and comment on AWG royalty calculations and letter (.3); telephone conferences with K. Richesson, R. Hawk, R. Tilley and B. Roof re same (.8); review and discuss AWG option notice and AWG revocation notice (.3); telephone conferences with R. Tilley, S. Cho and K. Richesson re same (.6); telephone conferences and email correspondence re royalty trueup with C. Pak, R. Tilley and K. Richesson (.6); review and comment on SuperValu bill of sale and closing document/issues (.4); conference with R. Tilley re same (.3); review and comment on preliminary form of APA for Core-mark (1.0); telephone conferences with S. Gerson re same (.3).
10/13/03	3.60	Richard J Tilley	Telephone conference with D. Wymore re option notice chart (.1); telephone conference with B. Folse & T. Wales re DiGorgio settlement agreement (1.5); draft and review DiGorgio settlement (2.0).
10/13/03	1.50	Richard J Tilley	Conference with I. Kharasch re DiGorgio settlement (.5); distribute

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			option notices to Fleming team (.3); conference with B. Folse re BKT note (.2); telephone conference with R. Friedman re notices and option chart (.5).
10/13/03	.90	Richard J Tilley	Review schedules re BKT note (.2); telephone conference with S. Cho re settlement agreements (.3); review option notices for C&S (.4).
10/13/03	4.50	Constantine Koutsouvas	Review precedent re rights offerings and private placements issues (2.0); draft memorandum re same (2.5).
10/13/03	1.60	Eva H Davis	Review new option notices and rejections (.4); telephone conference with R. Tilley re same (.3); review emails and attachments re royalty calculations and issues (.5); telephone conference with K. Richesson re same (.4).
10/13/03	2.50	Michael H Kerr, P.C.	Research re securities law issues (2.0); review of term sheet (.5).
10/14/03	3.40	Richard J Tilley	Telephone conference with E. Davis, B.. Roof, K. Richesson re royalty payments (.4); telephone conference with D. Gorton re SuperValu and BKT note bill of sale (.3); draft and revise RMG settlement (1.7); telephone conference with I. Kharasch re RMB settlement (1.0).
10/14/03	1.30	Richard J Tilley	Telephone conference with V. Wales re rejection notices (.1); telephone conference with B. Folse re RMG settlement (.4); telephone conference with R. Friedman re option notices (.6); distribute option notices to Alix Partners (.2).
10/14/03	.40	Richard J Tilley	Telephone conference with K. Richesson re late option notices (.2); telephone conference with V. Wales re subsequent closings (.2).



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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/14/03	2.60	Eva H Davis	Telephone conference with B. Roof, B. White, R. Tilley re royalty issues (.7); telephone conferences and email exchanges with K. Richesson re same (.2); telephone conferences re same with E. Liebler, S. Bledsoe, R. Wynne, S. Cho and G. Richards (1.0); review additional option notices and rejection and discuss same with R. Tilley (.7).
10/14/03	1.00	Willard G Fraumann, P.C.	Telephone conference with C. Hernandez re sale of stock (.3); telephone conference with S. Gerson re same (.3) review filings (.4).
10/15/03	2.50	Richard J Tilley	Telephone conference with B. Folse re BKT re note (.3); draft and revise RMG/DiGiorgio settlement agreement (1.5); telephone conference with R. Friedman re option notices (.4); review HNA settlement agreement (.3).
10/15/03	.90	Richard J Tilley	Telephone conference with S. Michel re Fox Foods settlement agreement (.4); conference with E. Davis re UCC terminations (.2); telephone conference with J. Zimmerman re UCC-3s (.3).
10/15/03	4.50	Michael H Kerr, P.C.	Review Conference Rights Plan (1.2); legal research re rights offering (3.3).
10/16/03	3.50	Richard J Tilley	Telephone conference with R. Friedman re option notices (.3); conference with S. Michel re Fox Foods settlement (.5); telephone conference with E. Davis re royalty analysis (.3); draft and revise DiGiorgio/RMG settlement (2.1); telephone conference with B. Folse re Mid-south agreement (.3).
10/16/03	1.90	Richard J Tilley	Telephone conference with J. Zimmerman re execution of Fox Agreement (.3); review Fox Foods settlement (.4); distribute TSA to working group (.1); review M. Toyloy comments to RMG

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			agreement (.4); review AWG option notice (.4); telephone conference with V. Wales, R. Friedman re hearing notices (.3).
10/16/03	.50	Robert M Jason	Review revised asset purchase agreement.
10/16/03	1.10	Eva H Davis	Office conference with R. Tilley re factual background for potential royalty payment dispute (.4); telephone conferences with K. Richesson re same (.4); telephone conference with G. Richards re settlement with bankrupt customer (.3).
10/17/03	1.70	Richard J Tilley	Telephone conference with J. Zimmerman re Fox Foods settlement agreement (.2); review Food Giant order (.5); review GES order (.5); telephone conference with N. Rosenbloom, M. Toyloy re RMG agreement (.5).
10/17/03	4.80	Richard J Tilley	Draft and revise RMG settlement agreement (2.0); draft and revise GES settlement agreement (1.5); review HNA settlement agreement (.6); review Fox Foods revisions (.5); telephone conference with S. Michel re Fox Foods signatures (.2).
10/17/03	1.50	Eva H Davis	Telephone conferences and e-mail correspondence with S. Bledsoe, K. Richesson, R. Tilley re royalty issues (1.1); email exchanges with C. Wenzel, K. Krieger re rejected contracts and liabilities under transition services contract (.4).
10/17/03	1.00	Rebekah R Eubanks	Telephone conferences with W. Fraumann re presentation materials in connection with corporate governance issue.
10/17/03	.90	Geoffrey A Richards	Review board presentation.
10/18/03	2.60	Richard J Tilley	Telephone conference with J. Zimmerman re signatures (.2); telephone

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			conference with S. Michel re Fox foods (.4); draft and revise RMG settlement (2.0).
10/18/03	1.10	Richard J Tilley	Telephone conference with K. Richesson re signature (.4); telephone conference with V. Wales re option notices (.3); review HNA settlement (.2); telephone conference with M. Toyloy re Fox foods (.2).
10/18/03	2.00	Rebekah R Eubanks	Review and revise letters re corporate governance issue (1.3); review and analyze board resolutions (.7).
10/18/03	1.80	James H M Sprayregen, P.C.	Preparation for board meeting.
10/19/03	.70	Richard J Tilley	Telephone conference with S. Michel re Fox Foods (.2); telephone conference with J. Zimmerman re Fox Foods signatures (.3); telephone conference with M. Toyloy re Fox Foods signatures (.2).
10/19/03	4.00	Sheila C Joy	Draft and revise PowerPoint presentation for board meeting.
10/19/03	7.00	Rebekah R Eubanks	Draft and revise shareholder and board consents (5.1); telephone conferences with W. Fraumann, R. Wynne, J. Sprayregen, J. Baer and G. Richards re board meeting (.9); presentation materials and circulate final copies to J. Sprayregen (1.0).
10/19/03	1.00	Geoffrey A Richards	Telephone conference with J. Baer and J. Sprayregen and R. Wynne re corporate governance issues re Core-Mark.
10/19/03	2.70	James H M Sprayregen, P.C.	Preparation for and attend board meeting.
10/20/03	2.60	Richard J Tilley	Telephone conference with N. Rosenbloom re DiGiorgio agreement (.5); draft and revise DiGiorgio settlement agreement (1.7); telephone conference with K. Fuhrman re addresses for checks (.1);

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			telephone conference with S. Michel re Fox Foods filing (.3).
10/20/03	2.10	Richard J Tilley	Telephone conference with J. Zimmerman re check/account information (.2); review emails re final bill of sale for Skadden (.3); telephone conference with K. Richesson, E. Davis, R. Hawk, B. Roof re royalties (1.2); conference with S. Cho re HNA settlement (.4).
10/20/03	.50	Richard J Tilley	Conference with M. Toyloy re settlement agreement (.2); research re SEC litigation (.3).
10/20/03	1.00	Constantine Koutsouvas	Prepare for and attend office conference with J. Baer and M. Kerr re rights offering.
10/20/03	.20	Michael G Fatah	Office conference with G. Kirchhoefer re Ivie domain name matter.
10/20/03	1.90	Eva H Davis	Strategize with R. Tilley re royalty payment calculations and issues (1.1); review settlement agreements for DiGiorgio and Fresh Foods (.6); telephone conference with R. Tilley re same (.2).
10/20/03	6.00	Michael H Kerr, P.C.	Telephone conference with Blackstone re rights offering (1.1); review legal issues and precedent re same (4.9).
10/20/03	.50	James H M Sprayregen, P.C.	Telephone conferences with A. Dykes concerning reorganization and strategy and tactics.
10/21/03	1.70	Richard J Tilley	Telephone conference with N. Rosenbloom re DiGiorgio agreement (.2); research re Core-Mark capitalization (.2); telephone conference with M. Toyloy re DiGiorgio (.5); draft and revise DiGiorgio settlement agreement (.8).
10/21/03	1.60	Richard J Tilley	Telephone conference with N. Rosenbloom re non-executing store owners (.3); review Green Country settlement

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			agreement (.3); review escrow release memorandum (.5); telephone conference with I. Kharasch re confidentiality provision of settlement agreement (.2); review list of leases and subleases re DiGiorgio settlement (.3).
10/21/03	2.00	Richard J Tilley	Draft and revise DiGiorgio settlement agreement (1.2); telephone conference with T. Wales re third party purchasers (.3); telephone conference with B. Folse re Food Giant (.2); telephone conference with B. Folse re RMG settlement agreement (.3).
10/21/03	2.00	Richard J Tilley	Telephone conference with B. Folse, S. Cho, A. Pearlstein re Best Yet settlement (.4); telephone conference with N. Rosenbloom, M. Toyloy re RMG settlement (.9); telephone conference with M. Sharp and B. Hall re DiGiorgio settlement agreement (.4); telephone conference with I. Kharasch re DiGiorgio settlement agreement (.3).
10/21/03	.50	Constantine Koutsouvas	Telephone conference with M. Kerr re rights offering.
10/21/03	.90	Richard L Wynne	Telephone conference with C. Hernandez re corporate governance issues and board preparation meeting.
10/21/03	1.00	Richard S Berger	Prepare for and attend telephone conference with professionals re D&O issues.
10/21/03	.20	Keith S Crow, P.C.	Review SEC question with M. Kerr.
10/21/03	3.00	Rebekah R Eubanks	Telephone conference with W. Fraumann and S. Gerson re corporate governance issues (.6); telephone conference with Blackstone Group and R. Wynne re same (.7); revise and distribute letters re same (1.7).
10/21/03	4.00	Michael H Kerr, P.C.	Prepare rights offering term sheet.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/21/03	.60	James H M Sprayregen, P.C.	Telephone conferences with A. Dykes re reorganization and strategy and tactics.
10/22/03	.90	Richard J Tilley	Telephone conference with B. Folse re settlement agreement (.2); review Green's Guntry settlement agreement (.2); telephone conference with M. Boley re HNA settlement agreement (.4); conference with I. Kharasch re RMG (.1).
10/22/03	.60	Eva H Davis	Telephone conference and email exchanges re DiGiorgio settlement, Fresh Foods settlement and royalty issues with R. Tilley and K. Richesson.
10/22/03	2.50	Rebekah R Eubanks	Telephone conference with W. Fraumann re comments to the corporate governance (.2); revise and distribute same (.3); draft resolutions in connection with same (2.0).
10/22/03	1.20	Willard G Fraumann, P.C.	Telephone conference R. Wynne and J. Sprayregen re SEC issues (.2); review documents re same (1.0).
10/22/03	3.00	Michael H Kerr, P.C.	Revise rights offering term sheet (2.2); participate in conference call with Blackstone re same (.8.)
10/22/03	1.60	Geoffrey A Richards	Review and revise board presentation materials (1.1); telephone conferences with D. Blechman re same (.5).
10/22/03	.60	Geoffrey A Richards	Review and revise board presentation materials.
10/23/03	1.50	Richard J Tilley	Telephone conference with N. Rosenbloom, M. Toyloy and non-executing store owners re same (.5); telephone conference with B. Folse, M. Toyloy re same (.3); telephone conference with N. Rosenbloom re lease accounts receivable and B. Zorn re same (.7).
10/23/03	1.80	Richard J Tilley	Telephone conference with N. Rosenbloom

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re RMG settlement (.5); telephone conference with M. Toyloy re same (1.0); telephone conference with B. Folse re same (.3).
10/23/03	1.20	Richard J Tilley	Telephone conference with N. Rosenbloom re RMG settlement (.2); telephone conference with M. Toyloy re RMG settlement (.5); review Fox Foods UCC filing (.3); conference with B. Folse, W. White re GES accounts receivable (.2).
10/23/03	2.70	Richard J Tilley	Conference with M. Litchenstein re GES escrow (.3); draft and revise letter re AWG royalty calculation (1.2); review exhibits to RMG settlement agreement (.2); draft and revise RMG settlement agreement (1.0).
10/23/03	3.40	Richard J Tilley	Telephone conference with M. Toyloy re non-executing store owners (.3); telephone conference with V. Wales re AWG joinder (.2); draft and revise letter re I.S.A. payments (1.4); conference with B. Folse re McGlardy & Co. (.1); review GES order, Food Giant Order, GES settlement agreement (1.4).
10/23/03	.80	Lois J Broussard	Edit and review closing book (.6); conference with R. Tilley re closing book and original signature pages (.2).
10/23/03	1.00	Eva H Davis	Telephone conferences and email exchanges with K. Richesson re TSA payments and royalty calculations (.4); telephone conferences with R. Tilley re drafts of letters re same (.3); review and comment on same (.3).
10/23/03	3.00	Rebekah R Eubanks	Review board resolutions (1.0); conference call with R. Wynne and Blackstone Group re screening letters (.4); revise and distribute same (1.0); review PowerPoint overview presentation and provide comments to G. Richards (.6).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/23/03	1.00	Willard G Fraumann, P.C.	Telephone conferences G. Richards and P. Willmott re Audit Committee standards (.2); review PWC report and OCUC issues (.8).
10/24/03	2.50	Richard J Tilley	Telephone conference with K. Richesson re AWG letter and settlement agreements (.6); draft and revise letter re TSA payments (1.2); telephone conference with M. Toyloy re DiGiorgio settlement (.4); telephone conference with M. Toyloy re HNA settlement (.3).
10/24/03	1.10	Richard J Tilley	Draft and revise RMG settlement agreement (.5); conference with S. Cho re TSA payments (.3); telephone conference with H. Berzow re RMG settlement (.3).
10/24/03	.50	Lois J Broussard	Prepare list of missing signature pages re closing documents for AWG and 3rd party purchasers (.4); conference with R. Tilley re same (.1).
10/24/03	2.40	Willard G Fraumann, P.C.	Review shareholder comments and 8-K issues (.7); review OCUC letter issues (.7); telephone conference S. Gerson re same (.7); review and respond to voicemails and email correspondence (.3).
10/24/03	1.10	Geoffrey A Richards	Preparation of presentations for board meetings.
10/24/03	.50	James S Rowe	Telephone conferences with M. Kerr re securities law and listing issues.
10/25/03	.50	Richard J Tilley	Review emergency motion and verified complaint re TSA.
10/25/03	1.00	Rebekah R Eubanks	Review and revise board and shareholder resolutions and distribute.
10/25/03	2.90	Geoffrey A Richards	Prepare for board meetings.
10/26/03	3.50	Richard L Wynne	Preparation for Fleming board meeting,



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			including review of materials.
10/26/03	2.50	Willard G Fraumann, P.C.	Review internal materials re SEC (1.0); review and respond to voicemails and emails re same (.9); review board issues re Pete Willmott (.1); review memos to corporate officers and draft minutes (.5).
10/26/03	.80	Geoffrey A Richards	Review corporate minutes for board meetings.
10/27/03	1.20	Richard J Tilley	Telephone conference with B. Folse re RMB/foreclosure issues (.2); telephone conference with K. Richesson re wires (.3); telephone conference with S. Grady re QVS settlement agreement (.4); conference with litigation team re motion filing (.3).
10/27/03	1.40	Richard J Tilley	Telephone conference with H. Berzow re final changes to RMG (.3); draft and revise letter re AWG royalty sale (.3); conference with E. Davis re disclosure schedule comments/AWG wires (.4); review B. Zorn's comments re RMG settlement (.4).
10/27/03	.40	Richard J Tilley	Draft and revise response to AWG re closings (.3); telephone conference with M. Toyloy re Zorn comments (.1).
10/27/03	3.20	Robert M Jason	Review asset purchase agreement and related documents (.7); tax analysis re same and prepetition liability issues (2.5).
10/27/03	3.00	Richard L Wynne	Review of plan meeting materials.
10/27/03	1.10	Seth J Gerson	Telephone conference with W. Fraumann re potential SEC filings (.2); review letter from UCC to all unsecured creditors to potentially be filed with SEC (.3); research securities rules and precedent re filing of such letter and other bankruptcy-related disclosure (.6).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/27/03	.50	Lois J Broussard	Telephone conference with E. Cho of Skadden Arps re original signature pages to closing documents for AWG and 3rd party purchasers (.3); telephone conference with R. Tilley re the same (.2).
10/27/03	5.10	Willard G Fraumann, P.C.	Attend Board meeting at K&E (3.0); attend Audit Committee meeting at K&E (.3); review Audit Committee Report (1.0); telephone conference with L. Urgenson re same (.3); review UCC letter (.5)
10/27/03	2.50	Michael H Kerr, P.C.	Prepare for and attend conference call with counsel to unsecured creditors committee re securities law issues.
10/27/03	5.20	Geoffrey A Richards	Prepare for and participate in board meeting.
10/27/03	.90	Geoffrey A Richards	Prepare for and attend conference with R. Wynne and M. Walsh re restructuring issues.
10/27/03	3.20	James H M Sprayregen, P.C.	Prepare for and attend board meeting.
10/28/03	1.10	Richard J Tilley	Telephone conference with S. Grady re QVS settlement agreement (.2); telephone conference with R. Hawk re AWG letter (.4); draft and revise letter to AWG re royalty calculations (.3); telephone conference with M. Toyloy re RMG (.2).
10/28/03	1.10	Richard J Tilley	Telephone conference with M. Toyloy re Ivie & Associates (.2); telephone conference with C. Frost re HNA litigation (.3); review Big 8 settlement agreement (.3); telephone conference with H. Cotten re closings (.1); conference with K. Richesson, R. Hawk re QVS (.2).
10/28/03	.70	Richard J Tilley	Conference with S. Michel re Fox Foods rejection (.1); review Zorn letter re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			lease accounts receivable (.2); conference with G. Richards, S. Cho re wires (.1); conference with M. Ghasemi, R. Friedman re option notices (.2); conference with D. Capozzola re HNA (.1).
10/28/03	1.00	Richard J Tilley	Telephone conference with B. Folse re ASR, GES and Food Giant (.3); conference with M. Toyloy, H. Berzow re option notice (.2); conference with E. Davis re AWG discussion of accounts receivable (.3); telephone conference with S. Cho re replevin bonds (.2).
10/28/03	1.00	Richard J Tilley	Conference with L. Broussard re sending documents to banks (.2); draft and revise response to H. Cotten (.2); telephone conference with D. Gorton re subsequent closings (.3); telephone conference with K. Richesson re AWG closings (.3).
10/28/03	.30	Richard J Tilley	Telephone conference with M. Toyloy re option notices.
10/28/03	2.80	Seth J Gerson	Multiple telephone conferences and email correspondences with W. Fraumann, G. Richards, R. Wynne, K. Richesson and others re filing of UCC letter with SEC pursuant to Form 8-K and other securities law disclosure matters related to client (1.5); review SEC rules and precedent disclosures re same (.9); draft proposed disclosure language re value of client's equity (.4).
10/28/03	1.40	Eva H Davis	Telephone conference with K. Richesson re TSA expenses and royalty issues (.3); office conferences with R. Tilley re same (.2); review revised plan (.6), email correspondence re issues to R. Tilley (.3).
10/28/03	3.20	Willard G Fraumann, P.C.	Review 8-K (2.0); telephone conferences S. Gerson, R. Wynne, G. Richards, C.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Hernandez and R. Eubanks re same (.4); review issues re OCUC letter (.8).
10/29/03	1.10	Richard J Tilley	Telephone conference with S. Cho re adequate assurances chart (.2); conference with S. Cho re RMG settlement and store owners (.1); telephone conference with R. Saunders re assignment and assumption motions (.3); conference with M. Toyloy re Big 8 settlement agreement (.2); conference with G. Richards re DiGiorgio motions (.1); distribute AWG royalty calculation letter to Fleming (.1); conference with I. Kharasch re Smillie's settlement (.1).
10/29/03	2.30	Richard J Tilley	Conference with C. White re escrow (.2); conference with B. Hull and S. Bledsoe re possible AWG litigation (.5); conference with S. Michel re Fox Foods filing (.1); review GES agreement (.5); review GES order (.5); review Food Giant order (.5).
10/29/03	1.50	Richard J Tilley	Telephone conference with R. Friedman re orders and Fox Foods (.4); telephone conference with M. Ghasemi and R. Friedman re Fox Foods (.3); review third party option notices (.2); draft and revise letter to AWG re royalties (.2); review Binkowski settlement agreement (.2); review correspondence from S. Grady re QVS (.2).
10/29/03	.40	Bryan D Hull	Review overall strategy of case.
10/29/03	.80	Seth J Gerson	Multiple telephone conferences with W. Fraumann re various matters related to client's SEC filings and certain public disclosures (.3); telephone conference with K. Richesson re same (.2); telephone conference with W. Fraumann and C. Hernandez re same and other corporate matters related to client (.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/29/03	3.70	Seth J Gerson	Draft Form 8-K and edit same (2.3); draft multiple email correspondences to various members of K&E and Fleming re same and re their comments to same (.5); revise Form 8-K in response to such comments and prepare same and exhibits thereto for filing with SEC (.9).
10/29/03	1.50	Lois J Broussard	Edit closing book re AWG and 3rd party closing documents; edit closing index; coordinate distribution of additional closing documents to D. Ginsberg of White & Case; communicate with R. Tilley re the same.
10/29/03	.80	Eva H Davis	Review and comment on correspondence re TSA issues and royalty issues (.4); telephone conferences with K. Richesson and R. Tilley re same (.4).
10/29/03	2.50	Rebekah R Eubanks	Revise and distribute minutes (1.0); revise and distribute screening memos (1.5).
10/29/03	4.80	Willard G Fraumann, P.C.	Prepare for and attend telephone conference with S. Gerson and A. Dykes re Audit Committee and tax issues (.9); review 8-K disclosure (1.6); review OCUC letter issues and MOR issues (1.5); review and respond to voicemails and e-mails re same (.8).
10/30/03	1.20	Richard J Tilley	Review objection chart (.2); telephone conference with E. Davis, L. Price re TSA and APA (.3); office conference with Fleming team re Big 8 rejection (.3); office conference with I. Kharasch re under seal filing (.2); office conference with L. Broussard re distribution of materials to banks (.2).
10/30/03	1.10	Richard J Tilley	Telephone conference with W. White re Binkowski accounts receivable (.2); telephone conference with S. Grady re QVS settlement (.2); telephone

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			conference with G. Singer re Milienum settlement (.4); telephone conference with T. Wales re subsequent closing (.3).
10/30/03	1.30	Richard J Tilley	Telephone conference with M. Toyloy re Big 8 settlement (.3); telephone conference with M. Toyloy re Milienum and Lapowski settlement (.2); review filings re Big 8 stipulation (.4); telephone conference with N. Rosenbloom re RMG settlement agreement (.2); telephone conference with H. Berzow re RMG settlement agreement (.2).
10/30/03	1.10	Richard J Tilley	Conference with I. Kharasch and M. Toyloy re motions for RMG (.4); conference with R. Friedman re motions for Big 8 and RMG (.3); telephone conference with S. Cho re foreclosure of stores (.2); conference with S. Cho re Affiliated Grocers (.2).
10/30/03	1.00	Bryan D Hull	Review Asset Purchase Agreement.
10/30/03	1.60	Seth J Gerson	Edit draft of Form 8-K (.4); numerous telephone conferences and email correspondences with K. Richesson, R. Wynne, C. Hernandez and W. Fraumann re same (.7); review Edgarized version of same in preparation for filing with SEC (.5).
10/30/03	2.50	Lois J Broussard	Edit closing book re AWG and 3rd party closing documents (.2); review closing book and signature pages re Fleming/C&S company sale (.8); coordinate distribution of additional closing documents to D. Ginsberg of White & Case re same (.9); telephone conference with R. Tilley re the same (.6).
10/30/03	3.00	Rebekah R Eubanks	Draft and revise screening memos (2.0); office conference and telephone conference with W. Fraumann, T. Stenger, T. Morrow and S. Gerson re same (1.0).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/30/03	4.60	Willard G Fraumann, P.C.	Telephone conferences with S. Gerson and M. Kerr re 8-K (.6); review MOR issues (2.0); review 8-K issues (1.0); telephone conferences M. Scott, J. Sprayregen and R. Wynne re outstanding issues (1.0).
10/30/03	.30	George B Javaras, P.C.	Telephone conference with B. Fraumann re stock compensation issued to directors.
10/30/03	4.50	Michael H Kerr, P.C.	Prepare for and participate in telephone conference re structuring (2.0); telephone conference with Millbank and Pepper Hamilton lawyers re rights offering issues (2.5).
10/31/03	.50	Richard J Tilley	Draft/revise DiGiorgio settlement agreement.
10/31/03	.80	Richard J Tilley	Draft/revise letter re AWG royalty calculations.
10/31/03	.30	Richard J Tilley	Telephone conference with M. Lichtenstein re Food Giant and GES settlement agreements.
10/31/03	.70	Richard J Tilley	Telephone conference with R. Friedman, M. Toyloy, B. Folse re Best Yet settlement.
10/31/03	.60	Richard J Tilley	Telephone conference with E. Davis, B. Roof, K. Richesson, R. Hawk, B. Frink re AWG Royalty Calculation.
10/31/03	.60	Richard J Tilley	Telephone conference with B. Folse, M. Toyloy, R. Bickford re Best Yet.
10/31/03	.20	Richard J Tilley	Telephone conference with R. Friedman re rejection motions.
10/31/03	.20	Richard J Tilley	Telephone conference with M. Toyloy re GES settlement.
10/31/03	.20	Richard J Tilley	Office conference with I. Kharasch re under seal motion.

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November 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/31/03	.20	Richard J Tilley	Telephone conference with B. Folse re RMG settlement.
10/31/03	.50	Richard J Tilley	Review miscellaneous settlement agreements.
10/31/03	.20	Richard J Tilley	Office conference with D. Lin re IP comments.
10/31/03	.80	Richard J Tilley	Telephone conference with H. Berzow, B. Zorn re RMG settlement.
10/31/03	.80	Seth J Gerson	Filing of Form 8-K (.2); telephone conferences with K. Richesson and W. Fraumann re same (.2); review correspondences and materials re prior bonuses paid to non-employee directors of client and taxability of same (.4).
10/31/03	1.00	Eva H Davis	Telephone conference with K. Richesson, B. Roof, R. Hawk and R. Tilley re royalty amount issues (.7); review and comment on follow up letter re same (.3).
10/31/03	4.00	Willard G Fraumann, P.C.	Prepare for and attend Nominating and Governance Committee telephone conference re Audit Committee (2.0); telephone conference with A. Dykes and M. Scott re tax issues (.8); review and respond to voicemails and email correspondence re Board minutes and 8-K disclosure (.5); review NYSE Audit Committee rules (.7).
10/31/03	2.50	Michael H Kerr, P.C.	Prepare for and attend telephone conference re restructure (1.5); telephone conference with Canadian Co-Counsel re securities law issues (1.0).
10/31/03	1.50	Geoffrey A Richards	Review and revise 8-K disclosures.
10/31/03	.50	James S Rowe	Telephone conference with W. Fraumann re director independence issues (.2); compile and distribute materials re



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November 25, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			same (.3).
	319.20		TOTAL HOURS

The Fleming Company  
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November 25, 2003

Description of Expenses		
<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., E. Davis, 6/03	108.57
7/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., E. Davis, 6/03	604.68
7/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., E. Davis, 6/03	332.16
7/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., E. Davis, 6/03	220.38
7/01/03	Telephone call to: CHICAGO,IL 312-944-3466	.59
7/01/03	Telephone call to: DALLAS NE,TX 972-906-2162	.59
7/01/03	Telephone call to: CHICAGO,IL 312-543-5435	.79
7/01/03	Telephone call to: BRATTLEBO,VT 802-257-6600	.79
7/02/03	Telephone call to: BRATTLEBO,VT 802-257-6600	.98
7/02/03	Telephone call to: DALLAS NE,TX 972-906-1102	4.71
7/02/03	Telephone call to: CANOGAPARK,CA 818-703-6140	4.32
7/02/03	Telephone call to: ARLNGTN EM,TX 817-832-8091	.59
7/02/03	Telephone call to: PORTLAND,OR 503-284-3541	.98
7/02/03	Telephone call to: LA GRANGE,IL 312-968-0156	.79
7/02/03	Telephone call to: CHICAGO,IL 312-543-7415	6.48
7/02/03	Telephone call to: CHICAGO,IL 312-861-3263	.59
7/02/03	Telephone call to: LB AREA,CA 310-772-2353	5.10
7/02/03	Telephone call to: PHLADELPHA,PA 610-213-4701	4.91
7/02/03	Telephone call to: E CENTRAL,FL 561-866-6654	1.77
7/02/03	Telephone call to: OKLA CITY,OK	4.91

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/02/03	405-552-2253 Telephone call to: CHICAGO,IL	2.16
7/02/03	312-482-8138 Telephone call to: DALLAS NE,TX	.79
7/02/03	972-906-1102 Telephone call to: CHICAGO,IL	.59
7/02/03	312-543-5435 Telephone call to: DALLAS NE,TX	1.18
7/02/03	972-906-1120 Telephone call to: CHICAGO,IL	1.37
7/02/03	312-861-3263 Telephone call to: STOCKTON,CA	2.16
7/02/03	209-479-1881 Telephone call to: E CENTRAL,FL	.98
7/02/03	561-496-3482 Telephone call to: LA CITY,CA	1.37
7/02/03	323-265-3716 Telephone call to: WASHINGTON,DC	2.16
7/02/03	202-589-0433 Telephone call to: WASHINGTON,DC	.79
7/03/03	202-589-0433 Telephone call to: DALLAS NE,TX	3.34
7/03/03	972-906-8052 Telephone call to: STATE OF,DE	.79
7/03/03	302-778-6401 Telephone call to: MINEAPOLIS,MN	1.57
7/03/03	612-340-7901 Telephone call to: CHICAGO,IL	.59
7/03/03	312-543-5435 Telephone call to: PTSBGH SW,PA	.79
7/03/03	412-657-3827 Telephone call to: CHICAGO,IL	2.75
7/03/03	312-543-2089 Telephone call to: BRATTLEBO,VT	.59
8/01/03	802-257-4371 AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., R. Tilley, 7/03	122.54
8/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., C. Lynn, 7/03	142.20
8/21/03	Vital Transportation - Local Transportation, Eva H Davis	23.46
8/21/03	Vital Transportation - Local Transportation, Eva H Davis	24.48
8/26/03	Vital Transportation - Transportation	48.96

The Fleming Company  
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<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/31/03	to/from airport, Christian Lynn	
9/01/03	Trademark Scan, Saegis, 08/03	7.50
9/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference, E. Davis, 8/03	550.79
9/01/03	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference, E. Davis, 8/03	318.59
9/02/03	Telephone call to: DALLAS NE,TX 972-906-2177	5.23
9/02/03	Telephone call to: NEWYORKCTY,NY 212-583-5847	.75
9/02/03	Telephone call to: CHICAGO,IL 847-809-8726	2.74
9/02/03	Eva Davis, Cellular Service, Cingular, 08-03-03 - 09-02-03, 09/02/03, (Telephone Charges)	558.34
9/08/03	West Publishing-TP,Database Usage 9.03	44.35
9/08/03	West Publishing-TP,Database Usage 9.03	44.95
9/09/03	West Publishing-TP,Database Usage 9.03	59.88
9/10/03	West Publishing-TP,Database Usage 9.03	6.37
9/23/03	Tabs/Indexes/Dividers	4.00
9/30/03	Binding	3.50
9/30/03	Tabs/Indexes/Dividers	3.00
9/30/03	LEXISNEXIS - Computer Database Research, LexisNexis Usage for September 2003	4.02
9/30/03	GLOBAL SECURITIES INFORMATION, INC. - Computer Database Research, LIVEdgar usage, 9/2003	25.44
10/01/03	Telephone call to: NEWYORKCTY,NY 212-735-2079	1.25
10/01/03	Telephone call to: KANSASCITY,MO 816-421-4800	.50
10/01/03	Telephone call to: NEWYORKCTY,NY 212-735-2079	.75
10/01/03	Fax page charge to 212-735-2000	3.00
10/01/03	Standard Copies	36.50
10/01/03	Standard Copies	1.00
10/01/03	Binding	1.75
10/01/03	Tabs/Indexes/Dividers	3.20
10/02/03	Telephone call to: NEWYORKCTY,NY 212-735-5152	1.00
10/02/03	Telephone call to: NEWYORKCTY,NY 212-735-5152	.50
10/02/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/02/03	Standard Copies	.10
10/02/03	Scanned Images	.90
10/02/03	Scanned Images	18.30
10/02/03	Scanned Images	6.15
10/02/03	Scanned Images	8.25
10/03/03	Telephone call to: CHICAGO,IL 312-280-8800	.50
10/03/03	Telephone call to: DALLAS NE,TX 972-539-0090	.50
10/03/03	Telephone call to: DALLAS NE,TX 972-539-0090	.50
10/03/03	Telephone call to: DALLAS NE,TX 972-906-2177	25.91
10/03/03	THE DIALOG CORPORATION - Computer Database Research, Dialog Usage 9/03	14.77
10/06/03	Scanned Images	10.05
10/06/03	Scanned Images	.15
10/08/03	Telephone call to: NEWYORKCTY,NY 212-735-5152	.50
10/08/03	Telephone call to: DALLAS,TX 214-587-6256	.75
10/08/03	Telephone call to: NEWYORKCTY,NY 212-735-5152	1.00
10/08/03	Telephone call to: DALLAS NE,TX 972-539-0090	.62
10/08/03	Fax page charge to 816-421-0596	2.25
10/08/03	Fax page charge to 212-735-2000	2.25
10/08/03	Fax page charge to 212-455-2502	2.25
10/08/03	Fax page charge to 312-853-7036	2.25
10/08/03	Scanned Images	.30
10/09/03	Telephone call to: MONTREAL,PQ 514-397-3121	1.38
10/09/03	Telephone call to: DALLAS NE,TX 972-906-2177	8.72
10/09/03	Telephone call to: NEWYORKCTY,NY 212-272-6592	.50
10/10/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
10/10/03	Telephone call to: NEWYORKCTY,NY 212-272-6592	.50
10/10/03	Telephone call to: NEWYORKCTY,NY 212-541-2194	.50
10/10/03	Telephone call to: DALLAS,TX 214-969-8376	1.99
10/10/03	Telephone call to: DALLAS NE,TX 972-906-2177	4.98

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/10/03	Telephone call to: DALLAS NE,TX 972-539-0090	3.74
10/10/03	Telephone call to: DALLAS,TX 214-922-4120	.50
10/10/03	Scanned Images	19.80
10/10/03	Scanned Images	18.30
10/12/03	Overtime Transportation Richard J Tilley	2.26
10/12/03	Lin E Welden - SECRETARY SUPPORT	197.80
10/13/03	Telephone call to: DALLAS NE,TX 972-395-7680	.50
10/13/03	Telephone call to: FARMRSBRCH,TX 214-277-7166	2.99
10/13/03	Telephone call to: NEWYORKCTY,NY 212-735-3000	.50
10/13/03	Telephone call to: NEWYORKCTY,NY 212-735-3000	.50
10/13/03	Telephone call to: DALLAS,TX 214-725-0872	7.23
10/13/03	Telephone call to: NEWYORKCTY,NY 212-272-3871	.75
10/13/03	Telephone call to: NEWYORKCTY,NY 212-272-3831	1.00
10/13/03	Telephone call to: NEWYORKCTY,NY 212-583-5395	1.99
10/13/03	Standard Copies	8.80
10/13/03	Richard Tilley, Overtime Meal-Attorney, Los Angeles, CA, 10/13/03, (Overtime Meals)	22.53
10/14/03	Telephone call to: WILMINGTON,DE 302-651-7724	2.24
10/14/03	Telephone call to: DALLAS NE,TX 972-906-8662	1.04
10/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 09/16/03	12.15
10/15/03	Telephone call to: DALLAS,TX 214-922-4120	.50
10/15/03	Standard Copies	33.60
10/15/03	Standard Copies	.10
10/16/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
10/16/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
10/16/03	Telephone call to: NEWYORKCTY,NY 212-344-2929	.50
10/16/03	Telephone call to: HARRISBURG,PA	1.49

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/16/03	717-233-5731 Telephone call to: DALLAS, TX	8.47
10/17/03	214-922-4120 Telephone call to: HARRISBURG, PA	1.49
10/17/03	717-237-6733 Telephone call to: BRATTLEBO, VT	5.23
10/17/03	802-257-6804 Telephone call to: NEWYORKCTY, NY	2.99
10/17/03	212-980-5514 Telephone call to: DALLAS, TX	.75
10/18/03	214-922-4120 Telephone call to: SOUTHERN, PA	.50
10/19/03	717-439-5649 Scanned Images	1.95
10/19/03	Comet Messenger Services to: JAMES SPRAYREGEN	76.23
10/19/03	Rebekah Eubanks, Parking, Chicago, IL, 10/19/03, (Overtime Transportation)	10.00
10/19/03	Rebekah Eubanks, Overtime Meal-Attorney, Chicago, IL, 10/19/03, (Overtime Meals)	15.00
10/20/03	Telephone call to: PITTSBURGH, PA 412-562-8953	2.49
10/20/03	Telephone call to: HARRISBURG, PA 717-237-6733	1.25
10/20/03	Standard Copies	14.40
10/21/03	Standard Copies	119.40
10/22/03	Standard Copies	26.30
10/23/03	Telephone call to: NY CITY, NY 917-865-8952	.50
10/23/03	Telephone call to: DALLAS NE, TX 972-906-2177	.50
10/23/03	Telephone call to: BRATTLEBO, VT 802-257-4371	4.48
10/23/03	Telephone call to: BRATTLEBO, VT 802-257-4371	2.99
10/23/03	Telephone call to: NEWYORKCTY, NY 212-478-7250	1.00
10/23/03	Telephone call to: DALLAS NE, TX 972-906-2177	.75
10/23/03	Telephone call to: NEWYORKCTY, NY 212-294-6893	.50
10/23/03	Telephone call to: BRATTLEBO, VT 802-257-4371	.50
10/23/03	Telephone call to: NEWYORKCTY, NY 212-272-7462	.50
10/23/03	Scanned Images	2.55

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November 25, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/24/03	Telephone call to: NEWYORKCTY,NY 212-272-7462	.50
10/24/03	Telephone call to: DALLAS NE,TX 972-906-2177	2.74
10/24/03	Telephone call to: BRATTLEBO,VT 802-257-6804	.50
10/24/03	Telephone call to: NEWYORKCTY,NY 212-272-7462	3.24
10/24/03	Fax page charge to 212-455-2502	2.25
10/24/03	Fax page charge to 212-735-2000	2.25
10/24/03	Fax page charge to 802-257-6857	3.75
10/24/03	Fax page charge to 703-892-5290	2.25
10/24/03	Fax page charge to 310-813-0044	5.25
10/24/03	Fax page charge to 972-906-2322	4.50
10/24/03	Fax page charge to 972-906-2322	2.25
10/24/03	Standard Copies	97.30
10/24/03	Standard Copies	1.30
10/24/03	Binding	5.25
10/24/03	Tabs/Indexes/Dividers	6.60
10/24/03	Scanned Images	.90
10/25/03	West Publishing-TP,Database Usage 10.03	6.70
10/27/03	Telephone call to: DALLAS NE,TX 972-906-2177	.75
10/27/03	Telephone call to: DALLAS NE,TX 972-906-2177	2.99
10/27/03	Telephone call to: 262-798-8220	1.99
10/27/03	Telephone call to: NEWYORKCTY,NY 212-272-6592	.50
10/27/03	Telephone call to: 262-798-8220	.75
10/27/03	Telephone call to: DALLAS,TX 214-725-0872	1.99
10/27/03	Telephone call to: NEWYORKCTY,NY 212-344-2929	1.49
10/27/03	Telephone call to: BRATTLEBO,VT 802-257-6804	.75
10/28/03	Telephone call to: DALLAS,TX 214-725-0872	3.49
10/28/03	Telephone call to: NEWYORKCTY,NY 212-308-7456	1.99
10/28/03	Telephone call to: NEWYORKCTY,NY 212-478-7250	.50
10/28/03	Telephone call to: BRATTLEBO,VT 802-257-6804	.50
10/28/03	Telephone call to: 262-798-8220	.50
10/28/03	Telephone call to: DALLAS NE,TX 972-906-2177	6.48



The Fleming Company  
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November 25, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/28/03	Telephone call to: DALLAS NE,TX 972-906-2177	4.73
10/28/03	Telephone call to: BRATTLEBO,VT 802-257-6804	1.25
10/28/03	Telephone call to: NEWYORKCTY,NY 212-344-2929	1.99
10/28/03	Telephone call to: NEWYORKCTY,NY 212-735-3593	1.99
10/29/03	Telephone call to: DALLAS,TX 214-651-1001	.62
10/29/03	Fax page charge to 816-421-0596	2.25
10/29/03	Fax page charge to 212-735-2000	2.25
10/29/03	Fax page charge to 212-455-2502	2.25
10/29/03	Scanned Images	1.05
10/30/03	Telephone call to: OKLA CITY,OK 405-552-2253	1.49
10/30/03	Telephone call to: 262-798-8220	.50
10/30/03	Telephone call to: DALLAS,TX 214-725-0872	1.00
10/30/03	Telephone call to: MINEAPOLIS,MN 612-371-2493	3.99
10/30/03	Telephone call to: BRATTLEBO,VT 802-257-6804	2.74
10/30/03	Fax page charge to 310-379-8408	.75
10/30/03	Scanned Images	10.35
10/30/03	Scanned Images	10.50
10/30/03	Scanned Images	12.75
10/30/03	Scanned Images	.15
10/31/03	Telephone call to: NEWYORKCTY,NY 212-272-6592	2.99
10/31/03	Telephone call to: DALLAS,TX 214-725-0872	2.74
10/31/03	Telephone call to: BRATTLEBO,VT 802-257-6084	.50
10/31/03	Telephone call to: BRATTLEBO,VT 802-257-6804	1.00
10/31/03	Telephone call to: WASHINGTON,DC 202-861-6431	.75
10/31/03	Telephone call to: BRATTLEBO,VT 802-257-6804	3.49
10/31/03	Fax page charge to 626-369-3577	.75
10/31/03	Fax page charge to 310-379-8408	.75
	Total Expenses	\$ 4,387.31

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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.# 2715632

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IN THE MATTER OF                      Creditors/Shareholder's Inquiries  
File No. 40575-0010

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 4,462.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 190.46
Total for legal services rendered and expenses incurred	\$ 4,652.96

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shirley S Cho	1.00	445.00	445.00
Steven R Kotarba	5.20	420.00	2,184.00
Geoffrey A Richards	.90	460.00	414.00
Richard L Wynne	.10	670.00	67.00
Frank A Chavez	.60	90.00	54.00
Andrew J Groesch	4.90	190.00	931.00
Michael Najjarpour	.50	105.00	52.50
Denise Wymore	1.50	210.00	315.00
<b>Total</b>	<b>14.70</b>		<b>\$ 4,462.50</b>

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

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	.60	Steven R Kotarba	Multiple telephone conferences with creditors.
10/01/03	.10	Shirley S Cho	Review and return email from A. Maguire re prepetition claim.
10/06/03	.70	Andrew J Groesch	Respond to creditor inquiries.
10/08/03	1.00	Steven R Kotarba	Respond to creditor voicemail inquiries.
10/13/03	.10	Shirley S Cho	Email correspondence with H. Veldhous re Burrus and Weatherford.
10/13/03	.60	Frank A Chavez	Locate, retrieve and distribute various documents re critical trade vendors motion.
10/14/03	.70	Denise Wymore	Review subpoena from Prodocs (.5); email to S. Cho re same (.2).
10/16/03	.50	Andrew J Groesch	Telephone conference with creditors re severance issues.
10/16/03	.90	Geoffrey A Richards	Telephone conference with K. Richeson re WK Corporation and White's Fresh Foods.
10/17/03	.90	Steven R Kotarba	Telephone conferences with various creditors re case issues.
10/17/03	.70	Andrew J Groesch	Telephone conferences with creditors re status of claims (.7).
10/20/03	.20	Shirley S Cho	Review incoming auditor letters and circulate appropriately.
10/21/03	.50	Michael Najjarpour	Telephone conference with claimant re inquiries.
10/21/03	.50	Andrew J Groesch	Respond to creditor inquiries re unpaid invoices (.2); telephone conference with Morco re release of lien against

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			equipment (.1); email correspondence to customer settlement with S. Cho (.2).
10/22/03	.90	Steven R Kotarba	Telephone conference with creditors re inquiries.
10/23/03	.90	Steven R Kotarba	Telephone conference with creditors re inquiries.
10/24/03	.90	Steven R Kotarba	Telephone confernece with creditors re inquiries.
10/24/03	.10	Shirley S Cho	Forward two creditor inquiries to appropriate parties.
10/25/03	.10	Richard L Wynne	Telephone conference with S. Kotarba re Palazola and G. Pacific.
10/27/03	.10	Shirley S Cho	Telephone conference with L. Mandel re trade lien statement of qualifications.
10/27/03	.50	Andrew J Groesch	Review and respond to creditor inquiries.
10/28/03	.10	Shirley S Cho	Email correspondece with L. Mandel re trade lien program.
10/28/03	.50	Denise Wymore	Telephone conference with creditor re inquires.
10/29/03	.50	Andrew J Groesch	Review and research status of UCC release for customer.
10/30/03	.30	Shirley S Cho	Review and forward email of K. Havlik re utility payment (.1); email correspondence re Wisconsin utility payment (.2).
10/30/03	.30	Denise Wymore	Telephone conference with Shannon at ProDocs.
10/30/03	.50	Andrew J Groesch	Telephone conference with creditor inquiries re status of real estate.
10/31/03	1.00	Andrew J Groesch	Telephone conference with creditor re inquiries re pending information requests including 365(d)(4) order and

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			UCC release.
	14.70		TOTAL HOURS

The Fleming Company  
Legal Services for the Period Ending October 31, 2003  
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Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/08/03	PACER SERVICE CENTER - Computer Database Research, Fees for documents retrieved from miscellaneous court dockets. Billing Cycle 7/1/03 to 9/30/03	117.60
10/09/03	West Publishing-TP,Database Usage 10.03	55.09
10/10/03	Telephone call to: REDONDO,CA 310-793-4242	.62
10/16/03	Telephone call to: LB AREA,CA 310-321-5555	.62
10/29/03	Telephone call to: WILMINGTON,DE 302-656-8162	.50
10/29/03	Telephone call to: CHICAGO,IL 312-923-2628	1.49
10/29/03	West Publishing-TP,Database Usage 10.03	14.54
	Total Expenses	\$ 190.46



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.# 2715633

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IN THE MATTER OF                      Disclosure/Plan/Confirmation  
File No. 40575-0011

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 382,426.00
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 3,388.84
Total for legal services rendered and expenses incurred	\$ 385,814.84

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Janet S Baer	108.40	625.00	67,750.00
Richard S Berger	19.20	625.00	12,000.00
Samuel Blatnick	24.50	255.00	6,247.50
Steven E Bledsoe	92.20	500.00	46,100.00
Damian D Capozzola	1.90	410.00	779.00
Shirley S Cho	91.00	445.00	40,495.00
Eva H Davis	7.10	545.00	3,869.50
Evan R Gartenlaub	86.70	385.00	33,379.50
Seth J Gerson	7.20	430.00	3,096.00
Marjon E Ghasemi	8.30	385.00	3,195.50
Yvette Golan	4.70	270.00	1,269.00
William H Grignon	130.10	225.00	29,272.50
Amy A Hijjawi	8.50	625.00	5,312.50
Robert M Jason	4.50	615.00	2,767.50
Steven R Kotarba	21.60	420.00	9,072.00
Eric C Liebeler	2.50	525.00	1,312.50
Quentin T Phillips	20.30	415.00	8,424.50
Geoffrey A Richards	21.00	460.00	9,660.00
Andrew R Running	10.80	510.00	5,508.00
James H M Sprayregen, P.C.	44.50	730.00	32,485.00
Richard J Tilley	36.50	310.00	11,315.00
Amanda J Wong	30.80	345.00	10,626.00
Richard L Wynne	45.90	670.00	30,753.00
James M Celeski	18.50	105.00	1,942.50
Andrew J Groesch	4.00	190.00	760.00
David Hernandez	1.50	150.00	225.00
Michael Najjarpour	8.00	105.00	840.00
Denise Wymore	18.90	210.00	3,969.00
<b>Total</b>	<b>879.10</b>		<b>\$ 382,426.00</b>

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

**Description of Legal Services**

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	2.20	Steven R Kotarba	Review transcripts, orders and research to update junior trade lien program for internal meeting re plan issues.
10/01/03	9.20	Janet S Baer	Review affidavit re Canada Proceedings (.2); review plan placement issues (.2); review draft Plan term sheet and J. Sprayregen notes re same (.3); review revised Plan term sheet from R. Wynne and further revise same (1.5); review revised plan memorandum and revise same (1.0); conference with R. Wynne, J. Sprayregen and G. Richards re revised Plan term sheet (.5); substantially revise same (4.3); participate in conference re revised Plan term sheet and related Plan issues (1.2).
10/01/03	4.30	Richard L Wynne	Telephone conference with J. Baer, G. Richards and J. Sprayregen re POR term sheets and changes (.8); revision of POR term sheet (.6); revision of set off memorandum (.4); revision of plan term sheet (.6); telephone conference with S. Cho re omnibus agenda call and offer issues (.3); telephone conference with J. Baer re POR revisions (.2); telephone conference with company Alix Partners and Blackstone re POR term sheet (1.1); telephone conference with J. Sprayregen re plan term sheet issues (.3).
10/01/03	7.30	Evan R Gartenlaub	Conference call with Blackstone, Company re POR term sheet (1.0); review plan term sheet (.5); draft plan conforming to new plan term sheet (5.8).
10/01/03	1.00	Andrew J Groesch	Search for and obtain memo re section 1145 treatment for draft plan (.5); review and pull excerpts of Stenger

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			testimony and distribute to team (.5).
10/01/03	1.90	Geoffrey A Richards	Prepare for and participate in plan issues call with R. Wynne and J. Sprayregen.
10/01/03	4.20	James H M Sprayregen, P.C.	Review material related to plan structuring issues and consideration of strategy and tactics related to classification, substantive consolidation, prioritization, fraudulent conveyance and related plan structuring issue
10/02/03	.80	Richard J Tilley	Telephone conference with E. Davis, G. Richard, S. Cho, E. Gartenlaub, J. Baer re disclosure statement.
10/02/03	.30	Richard J Tilley	Conference with S. Cho re disclosure statement.
10/02/03	4.60	Janet S Baer	Final review and edits of plan memorandum (1.0); conference with G. Richards re Plan/Disclosure Statement status and coordinate meeting re same (.3); review Plan task list (.5); review precedent for use in Fleming Plan and conference with M. Kerr re same (.8); revise Plan term sheet to better reflect DIP and need for other secured creditor consideration (1.0); conference with E. Davis, S. Cho and G. Richards re Plan and Disclosure Statement drafting and related matters (.5); review revised term sheet and prepare red-line and transmittals re same (.5).
10/02/03	.50	Shirley S Cho	Telephone conference with J. Baer, G. Richards, et al. re plan strategy.
10/02/03	.30	Richard L Wynne	Telephone conference with J. Baer, J. Sprayregen and G. Richards re POR call.
10/02/03	4.10	Evan R Gartenlaub	Revise draft plan.
10/02/03	5.10	Steven E Bledsoe	Review and analyze relationship between

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Fleming and its subsidiaries for purposes of plan confirmation.
10/02/03	.70	Eva H Davis	Prepare for and attend telephone conference with S. Cho, R. Tilley, J. Baer and E. Granfarb re plan and disclosure statement.
10/02/03	3.90	James H M Sprayregen, P.C.	Review material related to plan structuring issues and consideration of strategy and tactics related to classification, prioritization, and related plan structuring issue.
10/03/03	.30	Richard J Tilley	Conference with I. Kharasch re settlement agreements.
10/03/03	8.10	Janet S Baer	Conference with G. Richards and R. Wynne re Chapter 11 task list (.8); review first draft of Chapter 11 Plan (.5); participate in POR group call to discuss presentation for creditors and related matters (1.2); review common interest agreement (.3); coordinate execution re same (.2); prepare plan presentation for creditors meeting (3.5); confer with Blackstone re timeline (.3); attend to matters re subordination issue (.5); attend to matters re time line issue (.3); review comments to Plan term sheet (.5).
10/03/03	1.50	Shirley S Cho	Revise memorandum re plan structure.
10/03/03	.20	Shirley S Cho	Review emails from J. Baer re memorandum revision re plan structure.
10/03/03	1.00	Richard L Wynne	Telephone conference with R. Roof, G. Richards and F. Huffard re plan and UCC meeting.
10/03/03	3.00	Denise Wymore	Pacer search re disclosure statement precedent.
10/03/03	1.90	Evan R Gartenlaub	Review and revise plan draft and plan term sheet.

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/03/03	4.90	Steven E Bledsoe	Review and analyze factual background of relationship between Fleming and its subsidiaries for disclosure statement and plan confirmation.
10/03/03	4.10	James H M Sprayregen, P.C.	Review material related to plan structuring issues and consideration of strategy and tactics related to classification, prioritization, and related plan structuring issues.
10/04/03	1.00	Janet S Baer	Review time line issues (.5); conference with R. Wynne re status of Plan term sheet and related issues (.5).
10/05/03	6.10	Janet S Baer	Review time line issues (.3); review information from loan documents re subrogation and the guaranty and conference re same (.3); prepare summary set-off memo (2.0); prepare revisions to Plan term sheet (2.0); prepare revisions to Plan Summary outline (1.0); prepare transmittals re all revised documents and coordinate review of same (.5).
10/05/03	3.10	Geoffrey A Richards	Edit and review plan term sheet.
10/06/03	5.00	Amanda J Wong	Review case law in preparation for fact gathering for reorganization plan.
10/06/03	.20	Richard J Tilley	Office conference with S. Cho re disclosure statement.
10/06/03	11.00	Janet S Baer	Revise plan structure summary (.5); review and revise summary reclamation and setoff memoranda (.5); further revise Summary and full Plan term sheets (5.0); further revise plan memoranda (2.5); conference with V. Hood re benefit issues (.3); conference with R. Wynne and J. Sprayregen re Plan term sheet, memos and DIP term sheet (several conversations) (1.0); conference with Canadian counsel re Plan term sheet as it applies to

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Canadian proceedings (.5); prepare transmittals of all memos and Plan term sheets (.8).
10/06/03	1.20	Shirley S Cho	Develop factual analysis in support of plan confirmation.
10/06/03	.50	Richard L Wynne	Telephone conference with J. Baer and J. Sprayregen re POR term sheet.
10/06/03	1.20	Richard L Wynne	Revise final POR term sheet (.4); revise memoranda in support of plan (.5); analyze claim analysis memorandum re plan (.3).
10/06/03	1.50	Denise Wymore	Retrieve cases from Westlaw re plan confirmation.
10/06/03	4.40	Steven E Bledsoe	Prepare evidentiary support for plan.
10/06/03	4.90	Geoffrey A Richards	Review and revise plan term sheet and related documents.
10/07/03	1.00	Amanda J Wong	Review Fleming background memoranda/materials re plan structure.
10/07/03	2.70	Richard J Tilley	Review and revise outline re disclosure statement (.5); review precedent re disclosure statement (1.0); conference with S. Cho re disclosure statement (.4); draft and revise outline re disclosure statement (.8).
10/07/03	10.00	Janet S Baer	Review draft memorandum from committee re plan (.6); review draft presentation for UCC meeting (.3); participate in conference call with Core-Mark, Fleming, Blackstone and Alixpartners re UCC meeting and presentation (1.8); prepare and review Priority Structure chart (1.5); revise Plan term sheet (1.0); revise plan summary (.6); review DIP re plan issue and conference with R. Wynne re same (1.0); conference with R. Wynne re final term sheet and prepare transmittals re same (.3); final review of plan memorandum and

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			conference with S. Cho re same (.4); conference with M. Sweeny re Subrogation issues (.3); conference with M. Kerr re 1145 issues (.5); review draft legal memorandum in preparation for UCC hearing (.8); review draft Plan (1.0).
10/07/03	3.30	Shirley S Cho	Telephone conference with J. Baer, J. Sprayregen, R. Wynne et al. re plan issues (1.5); revise plan structure research memorandum (.4); review precedent for same (.3); telephone conference with S. Bledsoe re same (.2); email to D. Williamson re corporate historical facts (.1); telephone conference with D. Williamson re same (.3); telephone conference with J. Jameson re same (.1); email to A. Bates re same (.1); telephone conference with E. Tyrell re corporate historical facts (.1); review emails from E. Tyrell re same (.2).
10/07/03	2.90	Shirley S Cho	Review plan timeline (.2); review disclosure statement draft outline (.7); telephone conference with R. Tilley re same (.2); review revised plan term sheet and draft assignment chart re same (.5); draft outline of plan timeline (.7); further review of plan structure memo per comments received (.3); coordinate obtaining research materials re plan issues (.3).
10/07/03	1.90	Richard L Wynne	Telephone conference with T. Stenger, F. Huffard, J. Sprayregen and others re plan review (1.7); telephone conference with J. Baer re changes to memoranda and term sheets (.2).
10/07/03	1.70	Denise Wymore	Retrieve Bankruptcy Code Sections from Westlaw.
10/07/03	4.60	Evan R Gartenlaub	Revisions to draft plan (3.9); review of new plan term sheet (.7).



The Fleming Company  
Legal Services for the Period Ending October 31, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/07/03	4.20	Steven E Bledsoe	Review issues re cash management and prefiling relationship between Fleming and its subsidiaries for plan confirmation.
10/07/03	1.60	James H M Sprayregen, P.C.	Review and analyze strategy and tactics related to structuring plan of reorganization and classification structuring and related issues thereto.
10/08/03	1.00	Amanda J Wong	Analyze issues pertaining to plan structure.
10/08/03	8.00	Janet S Baer	Prepare for and attend Creditor Committee meeting on draft Plan term sheet and related Plan issues (6.5); further revise draft Plan (1.5).
10/08/03	2.40	Shirley S Cho	Review plan precedent (.5); develop strategy re plan structure (1.5); telephone conference with C. Lhulier re plan confirmation timeline (.2); revise confirmation hearing timeline (.2).
10/08/03	.80	Shirley S Cho	Review draft disclosure statement and precedent.
10/08/03	4.60	Evan R Gartenlaub	Revise plan and disclosure statement (1.9); telephone conference with notice and claims agent re timing and balloting (.3); revise solicitation procedures motion and ballots (2.4).
10/08/03	.30	Richard S Berger	Telephone conference with S. Cho re disclosure statement and litigation matters.
10/08/03	3.70	Steven E Bledsoe	Review briefs challenging plan confirmation (2.6); formulate strategy for plan confirmation (1.1).
10/09/03	1.30	Richard J Tilley	Telephone conference with J. Baer, E. Gartenlab, S. Cho re disclosure statement (.6); conference S. Cho re disclosure statement assignments (.7).
10/09/03	1.90	Janet S Baer	Review Disclosure Statement outline

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.3); review checklists re duties, times and legal research (.3); conference with S. Cho, R. Tilley and E. Gartenlaub re Plan and Disclosure Statement issues (.8); follow up on numerous outstanding issues from Plan meeting (.5).
10/09/03	4.90	Shirley S Cho	Review and return voicemail of J. Baer re timing of plan (.2); review and revise disclosure statement outline (.8); draft exclusivity stipulation (.5); review and revise same (.5); telephone conference with J. Baer, R. Tilley, E. Gartenlaub re disclosure statement (.5); further review and revise exclusivity stipulation (.5); conference with R. Tilley re disclosure statement (.4); revise plan timeline (.5); revise disclosure statement outline (1.0).
10/09/03	1.60	Richard L Wynne	Telephone conference with J. Sprayregen re co-exclusivity agreements and plan tasks (.4); telephone conference with P. Aronzon re paydown motion and co-exclusivity stipulation (.3); telephone conference with J. Sprayregen re exclusivity stipulation (.2); telephone conference with S. Cho re co-exclusivity stipulation and paydown (.2); telephone conference with T. Stenger re OCC position on paydown exclusivity (.3); telephone conference with M. Scott re financial model pre- and post-paydown (.2).
10/09/03	.50	Richard L Wynne	Revision of co-exclusivity (.3); telephone conference with S. Cho re revision of co-exclusivity (.2).
10/09/03	2.00	Denise Wymore	Review docket for facts needed for disclosure statement.
10/09/03	2.80	Evan R Gartenlaub	Revisions to Plan (2.3); telephone conference with J. Baer, S. Cho re Disclosure Statement Outline (.5).

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/09/03	.50	Michael Najjarpour	Conference with J. Baer and A. Groesch re research on rights offerings.
10/09/03	5.40	Steven E Bledsoe	Draft memorandum supporting plan confirmation.
10/09/03	1.10	Geoffrey A Richards	Prepare for and participate in teleconference with Creditors' Committee re plan funding and claims issues.
10/09/03	2.20	James H M Sprayregen, P.C.	Consideration of strategy and tactics related to numerous plan structuring issues.
10/10/03	.50	Steven R Kotarba	Respond to voicemail inquiries re plan issues.
10/10/03	3.70	Janet S Baer	Participate in telephone conference with K&E, Blackstone and Alixpartners re Plan process and issues (1.2); follow up with S. Cho and R. Wynne re checklists, tasks and meetings with UCC on Plan (.5); follow up re Administrative Bar Date, Reclamation and related claims information for Plan (.5); conferences re Plan projects, issues and matters to attend to moving forward on Plan (1.0); revise further provisions of draft Plan (.5).
10/10/03	4.20	Shirley S Cho	Telephone conference with T. Stenger, T. Morrow, et al. re plan issues (1.0); revise exclusivity stipulation and circulate to committee (.3); review plan task lists (.7); revise same (1.7); email to J. Baer re same (.2); email to S. McFarland re hearing dates (.1); telephone conference with E. Gartenlaub re plan exhibits (.1); coordinate obtaining research materials for plan issues (.1).
10/10/03	2.90	Evan R Gartenlaub	Revise draft of Plan.
10/10/03	4.00	Michael Najjarpour	Search for precedent re rights

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			offerings.
10/10/03	4.00	James M Celeski	Research and print all pleadings for precedent re plan.
10/10/03	3.50	Steven E Bledsoe	Revise memorandum in support of plan.
10/10/03	2.80	Geoffrey A Richards	Review and revise disclosure statement outline.
10/10/03	2.60	James H M Sprayregen, P.C.	Consideration of strategy and tactics related to numerous plan structuring issues.
10/11/03	1.00	Steven R Kotarba	Review documents re proposed plan.
10/11/03	4.30	Richard J Tilley	Draft and revise disclosure statement.
10/11/03	4.00	Shirley S Cho	Email to team members re disclosure statement timing (.3); draft disclosure statement provisions (3.7).
10/11/03	2.30	Evan R Gartenlaub	Revise Plan (1.5); review bond indentures and debt structure re same (.8).
10/12/03	2.20	Steven R Kotarba	Review disclosure statement documents, tasks assigned and comment on same (.6); discussion with S. Cho re same (.3); discussion with A. Groesch re same (.3); review precedent to begin drafting certain sections (1.1).
10/12/03	4.50	Richard J Tilley	Draft and revise disclosure statement.
10/12/03	2.60	Shirley S Cho	Review and return voicemail and email of R. Tilley re disclosure statement outline (.1); continue drafting inserts to disclosure statement (2.5).
10/13/03	1.30	Steven R Kotarba	Review memorandum re administrative claims and 502 application (.3); discuss same and further research with S. Cho (.5); discuss issues and preparation of additional research re 502 with C. Husnick (.5).

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/13/03	1.50	Richard J Tilley	Draft and revise disclosure statement.
10/13/03	5.90	Janet S Baer	Conference with S. Kotarba re status of Plan tasks, Subrogation Proofs of Claim and related matters (.4); revise Plan task list and research chart (1.5); prepare Board presentation on Plan status and revise same (1.5); conference with R. Wynne re Board meeting, Plan task list and Plan status (.3); review and revise Plan/DS/Administrative Claim timeline (1.0); conference with S. Cho re Plan task list (.4); further revise draft Chapter 11 Plan (.8).
10/13/03	2.00	Shirley S Cho	Email correspondence with E. Gartenlaub re disclosure statement information (.2); revise disclosure statement (.2); coordinate research needed for disclosure statement (.2); review and revise re additional comments received to checklist (.4); telephone conference with R. Wynne re status of case (.1); telephone conference with J. Baer re revisions to disclosure statement (.2); review and revise same and circulate to K&E team members (.4); review emails from committee counsel and revise co-exclusivity stipulation (.3).
10/13/03	3.20	Shirley S Cho	Further revisions to disclosure statement checklist based on comments received (1.4); voicemail to R. Hawk re same (.1); telephone conference with R. Friedman re same (.2); review memorandum from J. Carfagnini re plan issues (.2); review disclosure statement (.2); telephone conference with R. Tilley re status of disclosure statement (.2); analyze significant motions filed in case for disclosure statement purposes (.7); review memorandum from E. Gartenlaub re plan issue (.2).
10/13/03	2.00	Richard L Wynne	Telephone conference with J. Sprayregen

The Fleming Company  
Legal Services for the Period Ending October 31, 2003  
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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re OCC demands re co-exclusivity (.3); telephone conference with R. Berger re Chapter 11 injunction and plan releases (.3); telephone conference with J. Baer re plan release provisions and separate date required (.3); revision of plan term sheet and changes (.4); telephone conference with G. Richards re plan term sheet (.3); telephone conference with J. Baer re total numbers for plan clauses (.2); telephone conference with S. Cho re co-exclusivity motion (.2).
10/13/03	1.00	Denise Wymore	Review email from S. Cho re motions filed (.2); conference with F. Chavez re same (.3); review docket re same (.5).
10/13/03	1.90	Evan R Gartenlaub	Revise Plan re J. Baer comments.
10/13/03	.80	Richard S Berger	Review and analyze plan term sheet.
10/13/03	.60	Richard S Berger	Review disclosure statement task list.
10/13/03	1.80	Damian D Capozzola	Draft adversary proceeding insert for disclosure statement outline.
10/13/03	1.90	James H M Sprayregen, P.C.	Consideration of strategy and tactics related to numerous plan structuring issues.
10/14/03	2.50	Steven R Kotarba	Draft inserts for disclosure statement re claims process, MORs, PACA, reclamation, others (1.1); work with AlixPartners re claim issues affecting plan (1.4).
10/14/03	3.70	Richard J Tilley	Draft and revise disclosure statement (3.2); telephone conference with S. Cho re inserts and plan (.3); conference with S. Kotarba re inserts (.2).
10/14/03	.10	Richard J Tilley	Conference with E. Gartenlaub re plan.
10/14/03	4.10	Janet S Baer	Review revised draft Plan (1.5); revise Plan/Bar Date timeline (.8); confer with A. Running and A. Hijjawi re Plan

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			issues, best interest test and proof for confirmation (1.0); assemble information for A. Running and A. Hijjawi re Plan BIT issues (.8).
10/14/03	4.70	Shirley S Cho	Review revisions to co-exclusivity stipulation (.2); strategize re research needed in support of plan confirmation (1.0); review and revise disclosure statement inserts (2.5); revise plan task list and email to T. Stenger (.5); coordinate obtaining disclosure statement inserts from K&E team members (.5).
10/14/03	2.50	Denise Wymore	Review email from S. Cho re schedule information (.2); retrieve, review and forward same to S. Cho (2.3).
10/14/03	4.70	William H Grignon	Conference with S. Bledsoe re creditors strategies (.4); review documents (1.6); legal research re re same (2.0); research and analyze trends among circuits (.7).
10/14/03	2.50	Evan R Gartenlaub	Revise Plan.
10/14/03	3.00	James M Celeski	Research and print plan precedent.
10/14/03	.10	Amy A Hijjawi	Telephone conference with J. Baer re plan confirmation issues.
10/14/03	1.50	Amy A Hijjawi	Conference with J. Baer and A. Running re plan confirmation issues.
10/14/03	5.70	Steven E Bledsoe	Review and analyze evidentiary issues re reorganization plan.
10/14/03	2.00	Andrew J Groesch	Research plan precedent.
10/14/03	1.70	Andrew R Running	Conference with J. Baer and A. Hijjawi re preparation of evidence needed to confirm reorganization plan (1.2); begin review of background documents re draft reorganization plan (.5).
10/14/03	1.80	James H M Sprayregen, P.C.	Consideration of strategy and tactics

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re plan structuring issues related to consolidation, reclamation, vendor claims, preferences, rights offering and related funding issues.
10/15/03	3.00	Amanda J Wong	Review Fleming background memoranda/materials re plan and confirmation.
10/15/03	3.20	Richard J Tilley	Draft and revise disclosure schedules (3.0); conference with S. Kotarba re Cavendish Farms litigation (.2).
10/15/03	3.30	Janet S Baer	Further revise draft Plan (2.0); conference with O. Loy re tax implications of Plan (.3); final revisions to Plan prior to circulation (1.0); prepare circulation re same (.3).
10/15/03	3.30	Shirley S Cho	Telephone conference with O. Loy re plan structure (.2); coordinate obtaining plan precedent needed (.2); strategize re plan confirmation structure and research issues (1.3); emails to S. Bledsoe and A. Wong re same (.4); review draft plan of reorganization (1.2).
10/15/03	1.50	Shirley S Cho	Review precedent in support of confirmation issues.
10/15/03	.40	Richard L Wynne	Telephone conference with F. Huffard, T. Stenger and J. Sprayregen re OCC position on co-exclusivity and plan.
10/15/03	3.00	William H Grignon	Research factors considered in determination of litigation proceedings (1.4); conference with team re case strategy and preparing outlines for legal approaches (.7); review documents re corporate structure (.9).
10/15/03	1.90	Evan R Gartenlaub	Revise Plan draft.
10/15/03	.80	Seth J Gerson	Review and edit initial draft of Plan of Reorganization.



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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/15/03	3.00	James M Celeski	Research and print plan precedent and email correspondence with S. Cho.
10/15/03	2.60	Steven E Bledsoe	Review and analyze issues re confirmation plan.
10/15/03	2.30	James H M Sprayregen, P.C.	Consideration of strategy and tactics re plan structuring issues related to reclamation, vendor claims, preferences, rights offering and related funding issues.
10/16/03	4.20	Richard J Tilley	Draft and revise disclosure schedule.
10/16/03	4.50	Robert M Jason	Review term sheet, plan and proposed disclosure (1.0); review precedents re same (1.0); review and draft correspondence re same (.3); tax research re same (2.2).
10/16/03	2.70	Janet S Baer	Review S. Cho comments to Plan (.2); review DIP Order re issues for Plan meeting (.5); participate in conference with Committee professionals re Plan term sheet and process (1.2); conference with Blackstone and Alixpartners re same, Core-Mark sales process and related issues (.8).
10/16/03	2.80	Shirley S Cho	Draft additional insert to disclosure statement (.5); review research memorandum in support of confirmation issue (.5); review pleadings in support of disclosure statement (.5); draft memorandum to S. Bledsoe re facts in support of confirmation issue (1.0); revise co-exclusivity stipulation (.3).
10/16/03	3.20	Richard L Wynne	Analyze plan in preparation for OCC meeting (.5); conference with OCC professionals re plan reorganization (2.3); prepare follow up plan changes (.4).
10/16/03	1.50	Denise Wymore	Retrieve cases from Westlaw for S. Cho.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/16/03	10.00	William H Grignon	Research re possible litigation strategies and ramifications (3.8); create outline detailing legal issues, factual inquiries and possible strategies (2.3); draft memorandum re research findings and possible strategies (2.5); analyze leading Third Circuit case law re same (1.4).
10/16/03	.40	Seth J Gerson	Review and edit draft Reorganization Plan (.2); telephone conference with J. Baer re same (.2).
10/16/03	1.50	James M Celeski	Research findings of fact pertaining to plan precedent.
10/16/03	.30	Richard S Berger	Conference with R. Wynne re plan issues.
10/16/03	4.40	Steven E Bledsoe	Analyze issues re reorganization plan.
10/16/03	2.60	James H M Sprayregen, P.C.	Consideration of strategy and tactics re plan structuring issues related to reclamation, vendor claims, preferences, rights offering and related funding issues.
10/17/03	4.30	Amanda J Wong	Review case law in preparation for fact gathering for reorganization plan.
10/17/03	2.10	Richard J Tilley	Draft and revise disclosure schedules.
10/17/03	.50	Janet S Baer	Follow up re Right Offering and SEC matters.
10/17/03	4.70	Shirley S Cho	Review and revise first draft of disclosure statement (3.5); coordinate obtaining further precedent re disclosure statement order and exhibits needed (.4); strategize re open issues in disclosure statement (.8).
10/17/03	.30	Richard L Wynne	Telephone conference with R. Roof re plan meeting follow up.
10/17/03	4.00	William H Grignon	Research Third Circuit position re plan issues (2.5); draft disclosure

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			statement insert (1.0); analyze court papers for factual record re possible legal analysis (.5).
10/17/03	2.30	William H Grignon	Prepare documents re 3rd circuit precedent (.3); begin second draft of memorandum re same (1.0); revise initial section of second draft (1.0).
10/17/03	.90	Evan R Gartenlaub	Review Plan comments.
10/17/03	1.50	David Hernandez	Request document from firm library (.3); forward document in electronic form to requesting legal assistant and print same (1.2).
10/17/03	1.00	Samuel Blatnick	Research in support of plan structure.
10/17/03	7.20	Steven E Bledsoe	Review and analyze issues re confirmation of plan.
10/17/03	.10	Damian D Capozzola	Correspond with S. Cho re plan.
10/17/03	3.50	Quentin T Phillips	Research and prepare memorandum re injunction.
10/17/03	2.80	James H M Sprayregen, P.C.	Consideration of strategy and tactics re plan structuring issues related to reclamation, vendor claims, preferences, rights offering and related funding issues.
10/18/03	.20	Richard L Wynne	Telephone conference with I. Kharasch re injunction issue.
10/19/03	.20	Steven R Kotarba	Update Disclosure Statement re Canadian Adversary.
10/19/03	2.00	Eric C Liebeler	Review draft bankruptcy plan.
10/20/03	2.60	Richard J Tilley	Draft and revise disclosure statement.
10/20/03	.70	Richard J Tilley	Telephone conference with S. Cho re disclosure statement (.4); telephone conference with M. Ghasemi, S. Cho re hearing and ballots (.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/20/03	3.30	Janet S Baer	Follow up on various plan issues (.8); conference with M. Kerr and G. Koutsouvas re Rights Offering Term Sheet and memo on securities issues for Plan (1.5); attend to matters re Rights Offering meeting and outstanding issues (.5); assemble Rights Offering materials for M. Kerr (.5).
10/20/03	2.60	Shirley S Cho	Review case law in support of plan confirmation issues.
10/20/03	1.60	Shirley S Cho	Conference with R. Wynne re status of plan research (.1); voicemail to T. Stenger re expert needed (.1); telephone conference with T. Morrow re liquidation analysis (.2); email with J. Baer re plan status (.2); telephone conferences with R. Tilley re disclosure statement questions (.4); strategize re form of disclosure statement order (.4); revise research memorandum re plan structure (.2).
10/20/03	3.00	Richard L Wynne	Conference with A. Dykes, B. Hawata, F. Huffard, T. Stenger and J. Sprayregen re entire board presentation on status and plan.
10/20/03	.50	Richard L Wynne	Analyze memoranda re plan structure and research re same.
10/20/03	4.50	William H Grignon	Analyze circuit holdings (1.0); incorporate research data into revised draft of memorandum (1.0); review and revise memorandum (2.5).
10/20/03	1.40	Marjon E Ghasemi	Review various documents in preparation of drafting disclosure statement order and ballots (1.0); conference with S. Cho and R. Tilley re same (.4).
10/20/03	.20	Seth J Gerson	Draft correspondence to S. Cho re status of SEC investigation for inclusion in Disclosure Statement.
10/20/03	3.50	Michael Najjarpour	Research for precedent re Rights

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Offerings.
10/20/03	5.50	Samuel Blatnick	Research and draft memo for application of Section 548(a) to Core-Mark's assumption of liability for Fleming's ERISA deficiencies.
10/20/03	1.90	Eva H Davis	Review and comment on initial internal draft of disclosure statement.
10/20/03	1.60	James H M Sprayregen, P.C.	Consideration of strategy and tactics re plan structuring issues related to consolidation, reclamation, vendor claims, preferences, rights offering and related funding issues.
10/21/03	2.00	Amanda J Wong	Strategize re factual investigation for plan of reorganization.
10/21/03	2.80	Amanda J Wong	Review Fleming background materials as part of plan of reorganization.
10/21/03	3.70	Janet S Baer	Conference with E. Gartenlaub re revisions to and comments on draft plan (.3); review same (.3); confer with M. Kerr re rights offering (.5); participate in conference call with M. Kerr and Blackstone representatives re Rights Offering issues (1.0); conference re open plan issues (.3); conference with R. Wynne, G. Richards, S. Cho re status of all open issues on plan and related matters (1.3).
10/21/03	7.20	Shirley S Cho	Draft memorandum re information needed re plan confirmation issues (2.0); review case law in support of same (1.2); conference with S. Bledsoe et al. re plan overview and Core-Mark factual background (1.5); review memoranda from W. Grignon re same (.5); strategize re plan status with R. Wynne, J. Baer, G. Richards (1.0); conference with M. Ghasemi re disclosure statement order (.2); review email from O. Loy re plan status (.1); review fact memorandum from T. Morrow

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			in support of plan (.7).
10/21/03	2.30	Richard L Wynne	Analyze plan and disclosure statement in preparation for meeting and negotiations and evidence requested (1.0); telephone conference with A. Running re plan preparation process and preparation of memorandum re same (.5); telephone conference with G. Richards and J. Baer re plan and board presentation re same (.8).
10/21/03	4.70	William H Grignon	Analyze case law and known facts re plan (.7); conference with R. Wynne, S. Bledsoe, S. Cho, A. Wong re overview of litigation position and possible avenues of inquiry (2.0); draft and revise memorandum outlining legal analyses (2.0).
10/21/03	6.50	William H Grignon	Review and revise memorandum re plan (1.0); revise and finalize two memoranda re same (5.0); finalize third memorandum covering legal and factual analysis re same (.5).
10/21/03	5.80	Evan R Gartenlaub	Revise Plan re internal comments.
10/21/03	1.30	Marjon E Ghasemi	Conference with R. Wynne, S. Cho, S. Bledsoe, A. Wong re factual issues pertaining to plan and disclosure statement.
10/21/03	.30	Marjon E Ghasemi	Email and telephone conference with S. McFarland re disclosure statement order (.2); telephone conference M. John re balloting (.1).
10/21/03	5.00	Samuel Blatnick	Revise memo re ERISA issues.
10/21/03	7.80	Steven E Bledsoe	Review and analyze facts re subsidiary relationship with Fleming for plan preparation.
10/21/03	2.10	Eva H Davis	Review and comment on disclosure statement.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/21/03	1.00	Andrew J Groesch	Review and obtain language from TWA plan re abandoned property law and email same to S. Kotarba.
10/21/03	.50	Eric C Liebeler	Telephone conference with R. Wynne re plan.
10/21/03	4.20	Quentin T Phillips	Research and prepare memorandum re injunction.
10/21/03	1.10	Andrew R Running	Telephone conference with R. Wynne re confirmation hearing preparations (.2); conference with S. Blatnick re PBGC claim legal research (.4); begin review of draft Blackstone analysis re plan confirmation issues (.5).
10/21/03	1.80	James H M Sprayregen, P.C.	Consideration of strategy and tactics re plan structuring issues related to reclamation, vendor claims, preferences, rights offering and related funding issues.
10/22/03	4.00	Amanda J Wong	Review Fleming background and case materials re factual investigation for plan.
10/22/03	.80	Amanda J Wong	Telephone conference with T. Morrow of Alix Partners re same.
10/22/03	3.20	Amanda J Wong	Develop strategy re witnesses and documents for actual investigations for plan of reorganization.
10/22/03	2.60	Janet S Baer	Revise priority chart (.2); conference with G. Richards re Plan presentation to Board (.3); conference with M. Kerr and Blackstone re Rights Offering term sheet and issues (.8); review Rights Offering materials from XO and Sterling cases (1.0); review draft board presentation (.3).
10/22/03	7.70	Shirley S Cho	Review research memoranda in support of plan confirmation (1.0); analyze facts needed in support of plan confirmation (1.0); strategize with S. Bledsoe, A.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Wong, W. Grignon re same (2.5); telephone conference with T. Morrow re same (1.0); email to K. Richesson re same (.1); review and revise plan task list (1.5) ; email correspondence with G. Richards re co-exclusivity stipulation (.2); coordinate information gathering for plan research (.3); review plan definitions from R. Tilley (.1).
10/22/03	1.80	Richard L Wynne	Telephone conference with T. Stenger and F. Huffard re plan issues (.7); telephone conference with J. Sprayregen re preparation for board meeting and all plan issues (.8); revision of rights offering term sheet (.3).
10/22/03	2.80	William H Grignon	Research re organizational structures and functions in light of legal analysis, statutory law which may impact with Plan.
10/22/03	2.30	William H Grignon	Conference with S. Bledsoe, S. Cho, A.. Wong to strategize re overall plan parameters.
10/22/03	5.00	William H Grignon	Review latest draft of memorandum prioritizing factors in light of thematic clusters (1.0); draft telephone interview outline (3.0); review and revise telephone interview outline (1.0).
10/22/03	1.60	William H Grignon	Telephone conference with T. Morrow, S. Bledsoe, S. Cho, A. Wong re reconciliation of analysis with T. Morrow.
10/22/03	5.10	Evan R Gartenlaub	Revise Plan.
10/22/03	3.00	James M Celeski	Research docket re precedent needed for plan.
10/22/03	7.00	Steven E Bledsoe	Investigate facts re Core-Mark relationship with Fleming for plan preparation.



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10/22/03	3.00	Quentin T Phillips	Research and prepare memorandum re channelling injunction.
10/22/03	2.20	James H M Sprayregen, P.C.	Consideration of strategy and tactics re plan structuring issues related to reclamation, vendor claims, preferences, rights offering and related funding issues.
10/23/03	.50	Amanda J Wong	Develop strategy re potential witnesses and documents factual investigation for plan of reorganization.
10/23/03	1.00	Amanda J Wong	Telephone conference with K. Richesson re factual investigation for plan of reorganization.
10/23/03	1.00	Steven R Kotarba	Review and comment on Plan (.4) and Disclosure Statement (.6).
10/23/03	2.50	Janet S Baer	Attend conference call with Unsecured Creditor Committee counsel re Plan term sheet and related matters (.8); conference with various professionals re same and administrative bar date issues (1.2); review revised draft Plan (.5).
10/23/03	.30	Yvette Golan	Review draft chapter 11 plan.
10/23/03	.80	Yvette Golan	Read background material on chapter 11 reorganization.
10/23/03	6.50	Shirley S Cho	Voicemails to G. Richards re coexclusivity stipulation (.1); review voicemails re status of plan items (.1); draft motion to extend exclusivity period and order (3.5); telephone conference with committee re plan issues (.8); telephone conference with K. Richesson, S. Bledsoe re factual information in support of plan (1.0); strategize re same (.5); revise plan task list (.5).
10/23/03	3.60	Richard L Wynne	Telephone conference with OCC re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			updates re plan (.6); telephone conference with F. Huffard and J. Baer re plan term sheet (1.0); revision of plan term sheets and memoranda re open issues (2.0).
10/23/03	.30	Richard L Wynne	Analyze plan task list.
10/23/03	.20	Richard L Wynne	Analyze Blackstone rights offering.
10/23/03	1.30	William H Grignon	Revise and update telephone interview outline.
10/23/03	1.50	William H Grignon	Research applicable case law in preparation of outline for brief.
10/23/03	.50	William H Grignon	Revise and update telephone interview outline re required documentation.
10/23/03	1.00	William H Grignon	Research case law supportive of Plan design in light of possible Circuit precedential limitations.
10/23/03	1.30	William H Grignon	Telephone conference with K. Richesson, S. Bledsoe, S. Cho, A. Wong re pre- and post-petition activity re the Plan.
10/23/03	1.00	William H Grignon	Analyze transcripts of possible witness and case law dealing with factual criteria for legal presumptions.
10/23/03	1.00	William H Grignon	Review and revise draft of Phone Interview Outline.
10/23/03	.50	William H Grignon	Conference with A. Wong re document requirements and potential sources for same.
10/23/03	4.80	Evan R Gartenlaub	Research re releases and step downs.
10/23/03	1.00	Marjon E Ghasemi	Review draft disclosure statement.
10/23/03	.30	Richard S Berger	Conference with Q. Phillips re releases and channeling injunctions.
10/23/03	1.50	Richard S Berger	Research and review research materials re channeling injunctions in 3rd

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			circuit.
10/23/03	5.00	Samuel Blatnick	Research plan issues re ERISA.
10/23/03	.50	Samuel Blatnick	Conference with A. Running and G. Richards re ERISA.
10/23/03	4.20	Amy A Hijjawi	Review plan and disclosure statement documents and consider and analyze confirmation issues re same.
10/23/03	2.70	Amy A Hijjawi	Prepare for and attend telephone conference with creditors' committee, Alix Partners, R. Wynne and J. Baer re plan issues (1.6); telephone conference with J. Baer, R. Wynne and Alix Partners re same (1.1).
10/23/03	1.70	Steven E Bledsoe	Review and analyze issues re plan confirmation.
10/23/03	2.50	Quentin T Phillips	Research and prepare memorandum re plan injunction.
10/23/03	4.10	Andrew R Running	Conference with Y. Golan re plan (.3); meeting with S. Blatnick and G. Richards re PBGC claim (.4); review memorandum from Blatnick re same (.5); participate in telephone conference with creditors committee re plan of reorganization (1.5); participate in follow-up telephone conference with F. Huffard, R. Wynne and G. Richards re same (.3); participate in telephone conference with creditors committee professionals re plan of reorganization issues (.9); review creditors committee memo re POR issues (.2).
10/23/03	2.40	James H M Sprayregen, P.C.	Consider strategy and tactics re plan structuring issues related to reclamation, vendor claims, preferences, rights offering and related funding issues.
10/24/03	.20	Amanda J Wong	Telephone conference with R. Tilley re obtaining Fleming/CoreMark documents as

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			part of factual investigation for plan of reorganization.
10/24/03	2.10	Janet S Baer	Conference with R. Wynne and S. Cho re status of various plan issues (.4); participate in conference with Committee professionals re Plan (1.0); conference with M. Kerr re Rights Offering issues (.2); conference with E. Gartenlaub and R. Wynne re Plan issues (.5).
10/24/03	1.40	Yvette Golan	Review planning guide and reorganization plan.
10/24/03	2.10	Shirley S Cho	Telephone conference with J. Baer and R. Wynne re plan issues (.4); review case law in support of plan (.2); revise motion to shorten time and motion to approve co exclusivity stipulation (.5); attend committee call re plan (1.0).
10/24/03	1.00	Richard L Wynne	Telephone conference with C. Hernandez re board meeting preparation (.2); telephone conference with S. Cho and J. Baer re disclosure statement and plan preparation (.5); telephone conference with P. Aronzon re co-exclusivity stipulation and OCC position on plan term sheet (.3).
10/24/03	.80	Richard L Wynne	Revise motion to approve co-exclusivity stipulation (.4); analyze draft rights offering term sheet (.4).
10/24/03	.30	Richard L Wynne	Analyze DS summary of litigation.
10/24/03	1.20	William H Grignon	Draft memorandum detailing corporate perception.
10/24/03	2.30	William H Grignon	Analyze and integrate new information derived from library services re corporate presence.
10/24/03	2.00	William H Grignon	Investigate corporate history with view to how corporation was presented in

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			media and perceived by public.
10/24/03	1.00	William H Grignon	Revise and update Telephone Interview Outline.
10/24/03	1.00	William H Grignon	Analyze potential witness testimony for procedural implementations.
10/24/03	6.20	Evan R Gartenlaub	Prepare for and attend conference call with Committee counsel re Plan comments (1.0); review Committee Counsel memorandum re plan (.6); research and review memorandum re equity offering considerations (3.7); revisions to Plan (.9).
10/24/03	1.50	James M Celeski	Research precedent and circulate to team.
10/24/03	2.70	Richard S Berger	Prepare summaries of pending litigation for disclosure statement.
10/24/03	.20	Richard S Berger	Memorandum to N. Lemon re disclosure statement.
10/24/03	.40	Richard S Berger	Review bylaws and indemnification agreements and memorandum to R. Wynne and G. Richards re disclosure statement.
10/24/03	.20	Richard S Berger	Memorandum to B. Collins re summary of D&O litigation for disclosure statement.
10/24/03	2.00	Steven E Bledsoe	Formulate strategy for gathering facts in support of plan confirmation.
10/24/03	3.00	Quentin T Phillips	Research and prepare memorandum re channelling injunction.
10/24/03	4.70	Geoffrey A Richards	Prepare for and participate in senior staff meeting re plan structure (.7); telephone conference with OCUC re plan structure (1.3); telephone conference with K. Richeson re same (.4); review and revise plan (2.3).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/24/03	.90	Andrew R Running	Participate in telephone conference with creditors' committee professionals re plan of reorganization.
10/24/03	1.10	James H M Sprayregen, P.C.	Consideration of strategy and tactics re plan structuring issues related to consolidation, reclamation, vendor claims, preferences, rights offering and related funding issues.
10/25/03	1.20	Yvette Golan	Review Chapter 11 Reorganization Plan (1.7); review related materials re chapter 11 reorganization (.4).
10/25/03	1.00	William H Grignon	Analyze materials for plan research.
10/26/03	1.80	Steven R Kotarba	Review and comment on draft Disclosure Statement and draft inserts to be added to revised draft.
10/26/03	.80	Janet S Baer	Conference with E. Gartenlaub re revisions to draft Plan to accommodate creditor issues (.4); further conference with R. Wynne and E. Gartenlaub re same (.4).
10/26/03	2.20	Evan R Gartenlaub	Prepare for and attend conference with R. Wynne and J. Baer re Plan (.5); research and review Plan precedent re equity offerings (1.7).
10/27/03	2.10	Steven R Kotarba	Review and provide comments on Disclosure Statement.
10/27/03	1.70	Janet S Baer	Review Creditor's status letter on case and plan (.2); review new 3rd Circuit plan precedent (.3); review new setoff case from J. Walrath (.4); review memo re plan issue (.3); review draft Disclosure Statement (.5).
10/27/03	1.70	Shirley S Cho	Revise motion to extend exclusivity (.7); telephone conference with C. Lhulier re same (.2); telephone conference with G. Richards re same (.4); coordinate service and filing with C. Lhulier (.4)

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/27/03	.10	Richard L Wynne	Telephone conference with A. Hijjawi re inventory valuation issues.
10/27/03	4.50	Denise Wymore	Review Pacer for precedent for confirmation brief.
10/27/03	1.30	William H Grignon	Analyze facts for plan brief.
10/27/03	3.00	William H Grignon	Revise and complete memorandum, analyzing legal issue in support of plan.
10/27/03	1.50	William H Grignon	Draft and revise legal issues memorandum re plan.
10/27/03	1.00	William H Grignon	Revise memorandum in support of plan structure.
10/27/03	.80	William H Grignon	Analyze case law re same.
10/27/03	.50	William H Grignon	Analyze applicable circuit holdings re same.
10/27/03	2.50	William H Grignon	Draft and revise memorandum re corporate projections for same.
10/27/03	.80	William H Grignon	Analyze case law in support of plan.
10/27/03	.40	William H Grignon	Conference with S. Bledsoe re progress of the Plan and development of an interview outline.
10/27/03	6.60	Evan R Gartenlaub	Research re D&O proceeds, injunctions and releases (3.8); revise Plan re Committee comments (2.8).
10/27/03	.80	Richard S Berger	Review and analyze Q. Phillips memorandum re channeling injunctions and conference with Q. Phillips re same.
10/27/03	.60	Richard S Berger	Telephone conferences and e-mail to and from R. Wynne and Q. Phillips re channeling injunctions and releases.
10/27/03	.60	Richard S Berger	Review plan confirmation briefs re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			channeling injunctions and releases.
10/27/03	7.50	Samuel Blatnick	Research and revise memo re Creditors' proposed application of Section 548 to Core-Mark's PBGC liability.
10/27/03	2.70	Steven E Bledsoe	Review and analyze issues re Core-Mark acquisition by Fleming for plan confirmation.
10/27/03	2.40	Eva H Davis	Review and comment on disclosure statement (1.8); conferences with R. Tilley to discuss comments on same (.4) and on C&S demand letter (.2).
10/27/03	4.10	Quentin T Phillips	Research and prepare memorandum re channelling injunction.
10/27/03	1.30	Geoffrey A Richards	Review and revise co-exclusivity stipulation (.5); telephone conference with J. Skidmore re same (.4); revise side letter re same (.2); telephone conference with S. Cho re same (.2).
10/27/03	2.30	Andrew R Running	Review Blackstone financial presentation and draft term sheets for plan of reorganization.
10/27/03	2.10	James H M Sprayregen, P.C.	Consider strategy and tactics re plan structuring issues related to reclamation, vendor claims, preferences, rights offering and related funding issues.
10/28/03	3.50	Janet S Baer	Review/revise draft Disclosure Statement (1.5); conference with R. Wynne, S. Cho, T. Stenger and F. Huffard re Plan status and issues (2.0).
10/28/03	4.90	Shirley S Cho	Telephone conference with G. Richards, R. Wynne re plan strategy (.3); attend strategy conference with R. Wynne, F. Huffard, T. Stenger re multiple issues relating to plan (4.5); email correspondence with M. Ghasemi re 1121 research needed (.1).



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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/28/03	4.70	Richard L Wynne	Telephone conference with K. Richesson re plan issues (.2); attend plan meeting with T. Stenger, F. Huffard and S. Cho (4.5).
10/28/03	.50	Richard L Wynne	Telephone conference with J. Baer re plan meeting (.1); telephone conference with G. Richards re plan confirmation preparation (.4).
10/28/03	.40	Richard L Wynne	Analyze injunction memorandum.
10/28/03	1.00	William H Grignon	Revise memorandum re possible plan defenses.
10/28/03	2.00	William H Grignon	Draft and revise interview outline for potential key witness.
10/28/03	3.00	William H Grignon	Revise draft of memorandum regarding same.
10/28/03	2.50	William H Grignon	Revise draft of memorandum re same.
10/28/03	.50	William H Grignon	Revise plan memorandum.
10/28/03	1.50	William H Grignon	Revise draft of plan memorandum.
10/28/03	.80	William H Grignon	Analyze nuances of various tests re plan structure.
10/28/03	3.70	Evan R Gartenlaub	Revise Plan (3.2); conference call re plan (.5).
10/28/03	1.50	Marjon E Ghasemi	Research re disclosure statement.
10/28/03	1.50	James M Celeski	Research and download disclosure statement precedent.
10/28/03	.90	Richard S Berger	Prepare for and participate in conference call re D&O issues.
10/28/03	1.50	Steven E Bledsoe	Review materials re Core-Mark for plan confirmation.
10/28/03	.80	James H M Sprayregen, P.C.	Consider strategy and tactics re plan structuring issues related to

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			reclamation, vendor claims, preferences, rights offering and related funding issues.
10/29/03	.20	Richard J Tilley	Conference with J. Baer re plan changes.
10/29/03	2.50	Janet S Baer	Revise draft Chapter 11 Plan (1.50); finalize revisions for circulation to working group (.5); prepare transmittal re same and transmittals re revisions to disclosure statement (.5).
10/29/03	.30	Yvette Golan	Review term sheet.
10/29/03	.70	Yvette Golan	Conference with A. Running re reorganization efforts.
10/29/03	.30	Shirley S Cho	Email to G. Richards re co exclusivity stipulation (.1); telephone conference with W. Grignon re factual investigation needed for plan (.2).
10/29/03	.50	Richard L Wynne	Telephone conference with W. Cohen and R. Hertzberg re plan issues (.3); telephone conference with G. Richards re plan changes (.2).
10/29/03	.20	Richard L Wynne	Telephone conference with S. Bledsoe re meeting with M. Walsh and questions to ask.
10/29/03	1.20	Denise Wymore	Review email from M. Ghasemi re cases (.1); retrieve cases from Westlaw (.8); email to M. Ghasemi forwarding cases (.3).
10/29/03	.30	William H Grignon	Telephone conference with S. Bledsoe re interview outline.
10/29/03	.80	William H Grignon	Revise final draft of memorandum.
10/29/03	1.00	William H Grignon	Analyze court documents with respect to a structural and functional analysis.
10/29/03	2.00	William H Grignon	Revise memorandum with focus on Third Circuit holdings and rationales.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/29/03	4.30	William H Grignon	Review and revise memorandum.
10/29/03	1.00	William H Grignon	Review and revise memorandum.
10/29/03	.80	William H Grignon	Revise and update interview outline, with attention to sharpening focus and prioritizing re Plan strategy and time constraints.
10/29/03	.80	William H Grignon	Conference with S. Bledsoe, S. Cho, prioritizing interview questions and coordinate retrieval of applicable data relevant to factorial analysis.
10/29/03	6.00	Evan R Gartenlaub	Revise Plan for internal distribution and attention to Plan comments (3.6); review disclosure statement draft (1.9); review D&O research (.5).
10/29/03	2.80	Marjon E Ghasemi	Review case law re co-exclusivity issues (2.5); summarize same (.3).
10/29/03	1.00	James M Celeski	Research and download precedent re second disclosure statement.
10/29/03	.30	Richard S Berger	Review and analyze B. Collins materials re allegations made in consolidated class action complaint.
10/29/03	.30	Richard S Berger	Telephone conference with B. Collins re description of class action litigation.
10/29/03	1.50	Richard S Berger	Review and analysis of (1) eight motions to dismiss class action filed by various parties and (2) new Doucet complaint.
10/29/03	.20	Richard S Berger	Review materials from T. Durst re SEC proceedings for inclusion in disclosure statement.
10/29/03	.90	Richard S Berger	Prepare revised summaries of prepetition litigation for inclusion in disclosure statement.
10/29/03	.30	Richard S Berger	Telephone conference with T. Durst re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			description of SEC proceedings.
10/29/03	.40	Richard S Berger	Telephone conference with R. Wynne re disclosure statement issues.
10/29/03	.30	Richard S Berger	Review and analysis of materials from B. Collins re status of class actions.
10/29/03	.80	Richard S Berger	Review and analyze KMart emergency motion to reject Fleming agreement and orders thereon and conferences S. Cho re disclosure of same.
10/29/03	3.40	Steven E Bledsoe	Analyze issues re plan confirmation.
10/29/03	2.80	Steven E Bledsoe	Prepare for interview of M. Walsh of Core-Mark for disclosure statement and plan confirmation (2.7); teleconference with M. Walsh re same (.1)
10/29/03	1.20	Geoffrey A Richards	Review and revise co-exclusivity stipulation (.5); telephone conferences with J. Skidmore re same (.4); office conference with S. Cho re same (.3).
10/29/03	.70	Andrew R Running	Conference with Y. Golan re case background and preparations for litigating plan of reorganization issues.
10/29/03	.90	James H M Sprayregen, P.C.	Consider strategy and tactics re plan structuring issues related to consolidation, reclamation, vendor claims, preferences, rights offering and related funding issues.
10/30/03	3.10	Steven R Kotarba	Review and comment on draft of Plan (1.8); conference with E. Gartenlaub re comments (.3); conference call with client to discuss draft plan (1.0).
10/30/03	3.80	Richard J Tilley	Telephone conference with Fleming team re plan of reorganization (1.8); telephone conference with E. Davis re plan and disclosure schedules (.4); conference with S. Kotarba re disclosure statement (.1); review new

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			draft of plan (.3); draft and revise disclosure schedule (1.2).
10/30/03	2.90	Janet S Baer	Review and analyze draft Plan and tax issues (.5); participate in call with counsel, Alixpartners and Blackstone representatives re Plan issues and conference with tax counsel re same (.6).
10/30/03	3.50	Shirley S Cho	Review email from M. Ghasemi re co-exclusivity precedent (.1); telephone conference with R. Tilley re disclosure statement to do list (.1); conference with R. Wynne re plan to-do lists (.2); telephone conference with W. Grignon re Committee memo needed (.1); strategize re same (.2); draft task list based on meeting with F. Huffard and T. Stenger (1.0); draft who's doing what list re Disclosure statement (.5); telephone conference with J. Baer re same (.2); email to T. Stenger re same (.1); review revised to do list from R. Wynne (.1); coordinate analysis re settlement status with R. Tilley (.2) ; draft pay down motion objection chart (.7).
10/30/03	4.70	Richard L Wynne	Telephone conference with committee and update re MBO process and procedures, plan and bank paydown (1.3); analyze retailers omnibus reply (.2); revise plan changes (.4); telephone conference with clients re plan (.9); telephone conference with T. Stenger and F. Huffard re organizational issues (.3); analyze substantive consolidation memoranda (1.2); conference with S. Cho re substantive consolidation memoranda (.4).
10/30/03	.20	Richard L Wynne	Telephone conference with A. Denatale re issue on exclusivity stipulation with OCC.
10/30/03	2.00	William H Grignon	Review and revise brief re plan

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			structure.
10/30/03	2.50	William H Grignon	Review and revise brief, focusing on fact gathering and legal analysis for plan.
10/30/03	3.50	William H Grignon	Review of documents with respect to plan structure.
10/30/03	.20	William H Grignon	Telephone conference with S. Bledsoe re plan strategy.
10/30/03	1.50	William H Grignon	Revise insert to disclosure statement.
10/30/03	5.50	William H Grignon	Review and revise plan memo with emphasis on legal requirements as reflected in various approaches used by the Third Circuit and other jurisdictions.
10/30/03	5.50	Evan R Gartenlaub	Conference call re Plan (1.6); revisions to Plan re internal comments (3.9).
10/30/03	3.40	Seth J Gerson	Review and edit revised draft of Reorganization Plan (1.7); telephone conference with various members of Fleming, Core-Mark, AlixPartners, Blackstone and K&E re same (1.7).
10/30/03	1.50	Richard S Berger	Review all class action filings and begin preparation of disclosure statement insert re same.
10/30/03	.20	Richard S Berger	Conferences with T. Durst re insert in disclosure statement re SEC investigation.
10/30/03	5.10	Steven E Bledsoe	Revise memorandum in support of plan confirmation.
10/30/03	2.50	Steven E Bledsoe	Interview M. Walsh of Core-Mark for disclosure statement and plan confirmation.
10/30/03	1.60	James H M Sprayregen, P.C.	Consider strategy and tactics re plan structuring issues related to

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			reclamation, vendor claims, preferences, rights offering and related funding issues.
10/31/03	.20	Amanda J Wong	Telephone conference with J. Bell re fact gathering for plan of reorganization.
10/31/03	1.00	Amanda J Wong	Review documents and draft interview outline for J. Bell re fact gathering for plan of reorganization.
10/31/03	.80	Amanda J Wong	Review press releases re Fleming/CoreMark as part of fact gathering for plan reorganization.
10/31/03	1.70	Steven R Kotarba	Review and comment on draft of Plan (1.1); participate in conference call re same (.6).
10/31/03	2.00	Steven R Kotarba	Prepare summary of contested claims issue re plan (.4); conference call with S. Bledsoe and S. Cho re same (.4); contact claims agent and coordinate research project to obtain claim detail necessary for plan decision (1.2).
10/31/03	2.70	Janet S Baer	Review most recent re-draft of Chapter 11 Plan and revise same (1.0); participate in conference with various parties re revisions/issues on draft Plan (.7); further revise same with final comments and prepare transmittal of same (1.0).
10/31/03	2.20	Shirley S Cho	Telephone conference with S. Bledsoe and W. Grignon re Committee memorandum needed (.2); review and revise memorandum from W. Grignon to Committee re plan structure (2.0).
10/31/03	1.90	Richard L Wynne	Telephone conference with firm team members and Alix Partners re plan (.6); revise plan amendments for OCC (.6); telephone conference with J. Baer re amendments required (.3); telephone

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			conference with W. Cohen re plan negotiating meeting (.2); telephone conference with W. Cohen re OCC letter to creditors and plan (.2).
10/31/03	.40	Richard L Wynne	Preparation for omnibus hearing with L. Jones re exclusivity.
10/31/03	.60	Richard L Wynne	Conference with W. Grignon and S. Bledsoe re interviews with Core Mark management (.4); telephone conference with F. Huffard re issues (.2).
10/31/03	.50	Richard L Wynne	Telephone conference with N. Lemon and C. Hernandez re disclosure required items from Baker Botts.
10/31/03	3.50	William H Grignon	Edit plan brief, formulating argument and marshaling facts to fit within the law.
10/31/03	1.50	William H Grignon	Examine further case law to determine factors re plan structure.
10/31/03	2.40	William H Grignon	Analyze case law re additional facts used to carry burden re plan structure.
10/31/03	.20	William H Grignon	Telephone conference with S. Bledsoe and S. Cho re results of Bledsoe in-person interview, focusing on fact-gathering and fact-corroboration.
10/31/03	.40	William H Grignon	Telephone conference re analysis of various statistical approaches to plan BIT analysis.
10/31/03	2.50	William H Grignon	Research case law to complete argument section; complete first draft of brief, and revise format and annotation.
10/31/03	.30	William H Grignon	Conference with A. Wong in preparation for upcoming phone interview regarding chronology of events and intercorporate relations.
10/31/03	2.00	William H Grignon	Analyze and reconcile various circuit approaches re plan structure.



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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/31/03	3.10	Evan R Gartenlaub	Conference call re Plan changes (.5); revise plan re various party comments (2.6).
10/31/03	2.40	Seth J Gerson	Telephone conference with members of client, AlixPartners, Blackstone and other members of K&E re draft plan of reorganization (.5); telephone conference with R. Wynne, W. Fraumann and N. Lemon re certain disclosure for Disclosure Statement (.3); review and edit revised draft of reorganization plan (1.6).
10/31/03	1.50	Richard S Berger	Prepare summary description of class action litigation and indemnification obligations for inclusion in disclosure statement.
10/31/03	.40	Richard S Berger	Review communications from R. Wynne and conference with Q. Phillips re research on channeling injunctions and opt-in/opt-out issues.
10/31/03	.40	Richard S Berger	Telephone conference with N. Lemon, T. Durst, C. Hernandez and R. Wynne re disclosure statement issues.
10/31/03	3.60	Steven E Bledsoe	Revise memorandum in support of plan confirmation and analyze issues re same.
10/31/03	1.00	Steven E Bledsoe	Revise memorandum of interview.
	879.10		TOTAL HOURS

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Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/03/03	Telephone call to: SO BIGSPGS,CO 303-885-5032	4.12
9/03/03	Telephone call to: CHICAGO,IL 312-953-1092	.98
9/03/03	Telephone call to: STATE OF,DE 302-547-3132	1.77
9/04/03	Telephone call to: CHICAGO,IL 312-280-3708	.59
9/04/03	Telephone call to: CHICAGO,IL 312-861-2046	.98
9/04/03	Telephone call to: AROUND DT,MI 734-764-6767	1.18
9/04/03	Telephone call to: CHICAGO,IL 312-280-3708	3.34
9/04/03	Telephone call to: SO BIGSPGS,CO 303-885-5032	1.37
9/04/03	Telephone call to: CHICAGO,IL 312-861-3400	1.57
9/04/03	Telephone call to: UK 011-447770808579	.85
9/04/03	Telephone call to: UK 011-442073155030	1.71
9/04/03	Telephone call to: GLENCOE WN,IL 847-835-3713	1.77
9/11/03	Telephone call to: CENTRAL,MA 978-764-9161	.79
9/11/03	Telephone call to: CENTRAL,IN 317-817-6363	2.16
9/23/03	West Publishing-TP,Database Usage 9.03	15.77
9/23/03	West Publishing-TP,Database Usage 9.03	6.37
9/29/03	West Publishing-TP,Database Usage 9.03	15.42
10/01/03	Fax phone charge to 302-652-4400	2.29
10/01/03	Fax page charge to 302-652-4400	24.00
10/01/03	Evan Gartenlaub, cabfare. Chicago, IL, 10/01/03, (Overtime Transportation)	10.00
10/01/03	Evan Gartenlaub, Overtime Meal-Attorney, Chicago, IL, 10/01/03, (Overtime Meals)	27.02
10/01/03	Mary E Karczewski - Revised various versions to Fl	35.55
10/03/03	Telephone call to: NEWYORKCTY,NY 212-583-5395	.62
10/03/03	Telephone call to: CHICAGO,IL 312-543-5435	3.24
10/03/03	Telephone call to: OKLA CITY,OK 405-552-2274	.50

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/03/03	Standard Copies	87.10
10/06/03	Fax phone charge to 212-583-5707	1.04
10/06/03	Fax phone charge to 212-490-1344	1.04
10/06/03	Fax phone charge to 818-703-6141	2.29
10/06/03	Fax phone charge to 818-703-6141	2.91
10/06/03	Fax page charge to 847-835-3793	24.75
10/06/03	Fax page charge to 847-835-3793	34.50
10/06/03	Fax page charge to 212-583-5707	9.75
10/06/03	Fax page charge to 212-490-1344	9.75
10/06/03	Fax page charge to 818-703-6141	25.50
10/06/03	Fax page charge to 818-703-6141	32.25
10/06/03	Standard Copies	1.40
10/06/03	Standard Copies	6.60
10/06/03	Standard Copies	1.10
10/06/03	Standard Copies	9.20
10/06/03	Standard Copies	.10
10/06/03	Scanned Images	.90
10/06/03	Comet Messenger Services to: RICHARDS	47.25
10/06/03	Secretarial Overtime	77.50
10/07/03	Standard Copies	18.00
10/07/03	Standard Copies	.70
10/07/03	Standard Copies	158.00
10/07/03	Scanned Images	.45
10/07/03	West Publishing-TP,Database Usage 10.03	14.91
10/07/03	West Publishing-TP,Database Usage 10.03	116.61
10/08/03	Standard Copies	35.30
10/08/03	PACER SERVICE CENTER - Computer Database Research, Fees for documents retrieved from miscellaneous court dockets, Billing Cycle 7/1/03 to 9/30/03	57.05
10/08/03	West Publishing-TP,Database Usage 10.03	32.61
10/09/03	Telephone call to: STATE OF,DE 302-778-6405	1.25
10/09/03	Standard Copies	115.30
10/09/03	Binding	3.50
10/09/03	Tabs/Indexes/Dividers	7.00
10/10/03	Telephone call to: S SAN,CA 650-589-9445	.62
10/10/03	Janet Baer, cabfare, Chicago, IL, 10/10/03, (Overtime Transportation)	6.00
10/11/03	Janet Baer, Cellular Service, T Mobile, 9/11/03, 10/11/03, (Telephone Charges), period 9/11/2003 - 10/10/2003	54.73
10/13/03	Fax phone charge to 213-680-8500	1.45
10/13/03	Fax page charge to 213-680-8500	11.25
10/13/03	Scanned Images	.30

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/13/03	Scanned Images	.15
10/13/03	Scanned Images	.15
10/13/03	West Publishing-TP,Database Usage 10.03	7.77
10/13/03	N. Kunde - Forms	48.44
10/14/03	GENESYS CONFERENCING, INC. - Telephone. Conference call, J Baer, 10/02/03 and 10/09/03	33.61
10/14/03	Standard Copies	15.80
10/14/03	Standard Copies	.60
10/14/03	Standard Copies	1.10
10/14/03	Standard Copies	24.50
10/14/03	Standard Copies	12.30
10/14/03	Standard Copies	.80
10/15/03	Standard Copies	11.60
10/15/03	Standard Copies	7.80
10/15/03	Standard Copies	6.70
10/15/03	Standard Copies	15.40
10/15/03	Standard Copies	7.90
10/15/03	Standard Copies	11.20
10/16/03	Standard Copies	.40
10/16/03	Scanned Images	.60
10/17/03	Scanned Images	4.65
10/17/03	Scanned Images	3.00
10/17/03	Scanned Images	4.20
10/17/03	West Publishing-TP,Database Usage 10.03	44.79
10/17/03	Richard Tilley, Overtime Meal-Attorney. Los Angeles, CA, 10/17/03, (Overtime Meals)	15.90
10/18/03	Richard Tilley, Overtime Meal-Attorney. Los Angeles, CA, 10/18/03, (Overtime Meals)	7.34
10/19/03	PARCELS, INC - Information Broker Doc/Svcs, Documents regarding Case #00-358, 10/16/03	8.35
10/20/03	Telephone call to: S SAN,CA 650-589-9445	1.03
10/20/03	Standard Copies	224.10
10/21/03	Telephone call to: PLEASANTON,CA 510-847-5384	.64
10/21/03	Standard Copies	13.20
10/21/03	Standard Copies	.10
10/21/03	Standard Copies	31.00
10/21/03	Scanned Images	.45
10/21/03	Scanned Images	.45
10/21/03	West Publishing-TP,Database Usage 10.03	1.76
10/21/03	West Publishing-TP,Database Usage 10.03	49.02

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/22/03	Telephone call to: STATE OF,DE 302-778-6464	.83
10/22/03	Fax page charge to 312-642-0346	3.75
10/22/03	Binding	1.75
10/24/03	Standard Copies	2.70
10/26/03	Shirley Cho, Hotel, New York, NY, 10/26/03, (Meeting)	151.77
10/26/03	Overtime Meals Donna R Amos D	12.00
10/26/03	Patricia C Myers - Transcribe voicemails; revise D	186.63
10/27/03	Scanned Images	1.35
10/27/03	Shirley Cho, Metra/Public Transportation, New York, NY, 10/27/03, (Meeting)	1.00
10/27/03	Shirley Cho, Airfare, New York, NY, 10/28/03 to 10/28/03, (Meeting)	568.25
10/27/03	Shirley Cho, Airfare, New York, NY, 10/27/03 to 10/27/03, (Meeting)	456.14
10/27/03	West Publishing-TP,Database Usage 10.03	2.02
10/28/03	Telephone call to: EASTERN,MO 314-398-3447	.62
10/28/03	Shirley Cho, cabfare, New York, NY, 10/28/03, (Meeting)	5.45
10/28/03	Shirley Cho, cabfare, New York, NY, 10/28/03, (Meeting)	5.35
10/28/03	Shirley Cho, Travel Meal, New York, NY, 10/28/03, (Meeting)	2.50
10/28/03	Shirley Cho, Travel Meal, New York, NY, 10/28/03, (Meeting)	2.33
10/28/03	West Publishing-TP,Database Usage 10.03	1.09
10/28/03	West Publishing-TP,Database Usage 10.03	30.75
10/29/03	Standard Copies	.30
10/29/03	Standard Copies	4.90
10/30/03	Janet Baer, cabfare, Chicago, IL, 10/30/03, (Overtime Transportation)	5.00
10/31/03	Telephone call to: GRD PR,TX 214-215-4200	1.25
10/31/03	Telephone call to: S SAN,CA 650-589-9445	.50
10/31/03	Standard Copies	.30
10/31/03	Standard Copies	.50
10/31/03	Scanned Images	.30
10/31/03	Scanned Images	.30
10/31/03	Scanned Images	.30
10/31/03	Scanned Images	.30
10/31/03	Scanned Images	1.95

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

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/31/03	Scanned Images	5.55
10/31/03	Scanned Images	2.70
10/31/03	Scanned Images	5.55
10/31/03	ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 10/28/03 - From: LAX / To: 25 Brooks Ave., Venice	21.90
10/31/03	GLOBAL SECURITIES INFORMATION, INC. - Computer Database Research, LIVEdgar usage, 10/2003	84.80
10/31/03	GLOBAL SECURITIES INFORMATION, INC. - Computer Database Research, LIVEdgar usage, 10/2003	25.44
	Total Expenses	\$ 3,388.84

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.# 2715634

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IN THE MATTER OF      **Employee Benefits/Pension**  
                                 **File No. 40575-0012**

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 120,797.00
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 1,192.31
Total for legal services rendered and expenses incurred	\$ 121,989.31

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	17.40	625.00	10,875.00
Jack N Bernstein	141.70	410.00	58,097.00
Vicki V Hood	54.60	615.00	33,579.00
Geoffrey A Richards	16.30	460.00	7,498.00
Andrew R Running	.50	510.00	255.00
Richard L Wynne	.20	670.00	134.00
James M Celeski	2.00	105.00	210.00
Mary M Plastina	42.30	185.00	7,825.50
Julia Galyen	6.20	255.00	1,581.00
Sheila C Joy	5.50	135.00	742.50
<b>Total</b>	286.70		\$ 120,797.00



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

**Description of Legal Services**

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	1.10	Richard S Berger	Review and revise materials re distress termination of plans (.8); conference with J. Bernstein re same (.3).
10/01/03	3.50	Sheila C Joy	Draft and revise distress termination timeline for J. Bernstein.
10/01/03	7.30	Jack N Bernstein	Prepare distress termination timelines, PBGC claims analysis and distress termination filing package.
10/01/03	2.00	Vicki V Hood	Analyze pension plan distress termination issues.
10/01/03	.90	Geoffrey A Richards	Prepare for and participate in internal pension termination call with V. Hood and J. Bernstein.
10/02/03	4.50	Mary M Plastina	Prepare drafts of forms and transmittal letter requesting information and documentation for distress terminations for multiple pension plans.
10/02/03	7.70	Jack N Bernstein	Continue preparation of distress termination timelines, PBGC claims analysis and distress termination filing package.
10/02/03	2.50	Vicki V Hood	Review documents re distress termination (2.0); analyze Pepper Hamilton request for pension data (.5).
10/02/03	.90	Geoffrey A Richards	Review and revise pension termination timeline.
10/03/03	.30	Mary M Plastina	Research alternate benefit cessation provisions for distress termination notices.
10/03/03	.80	Julia Galyen	Statutory research re COBRA and obligations re same in bankruptcy.
10/03/03	.20	Richard S Berger	Telephone conference with J. Bernstein

November 25, 2003

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

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**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

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

Inv.# 2715635

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IN THE MATTER OF      Employee Issues  
                                 File No. 40575-0013

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 33,068.50
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 246.93
Total for legal services rendered and expenses incurred	\$ 33,315.43

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	.80	625.00	500.00
Jack N Bernstein	10.50	410.00	4,305.00
Samuel Blatnick	17.00	255.00	4,335.00
Shirley S Cho	.50	445.00	222.50
John S Irving, Jr.	12.50	495.00	6,187.50
Eric C Liebeler	3.70	525.00	1,942.50
Geoffrey A Richards	26.70	460.00	12,282.00
Becca Wahlquist	7.40	310.00	2,294.00
Richard L Wynne	.40	670.00	268.00
James M Celeski	2.00	105.00	210.00
Frank A Chavez	.30	90.00	27.00
Shannon Roberts	3.00	145.00	435.00
James R Strohl	.40	150.00	60.00
<b>Total</b>	<b>85.20</b>		<b>\$ 33,068.50</b>

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

**Description of Legal Services**

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	.20	Shirley S Cho	Review and return voicemail J. Bernstein re severance (.1); email correspondence re same (.1).
10/02/03	1.20	Geoffrey A Richards	Telephone conference with M. Alderman re discovery issues.
10/05/03	1.80	John S Irving, Jr.	Review draft supplementary responses from Company to Wisconsin WARN authorities.
10/06/03	.40	Richard S Berger	Review and analyze incoming communications from J. Bernstein and others re pension termination issues.
10/06/03	.20	Richard S Berger	Telephone conference with J. Bernstein re pension plan termination.
10/06/03	2.00	John S Irving, Jr.	Review re union appeal of charge dismissal (1.0); analyze Marshfield and retail store Wisconsin WARN issues and confer with J. Hauge (1.0).
10/07/03	1.00	Samuel Blatnick	Office conference re Core-Mark employment agreements (.5); review Fleming Employment Agreements (.5).
10/08/03	2.00	James M Celeski	Research and print all documents from schedule G re employment contracts.
10/08/03	.20	Richard S Berger	E-mail to group re regular meetings and correct addresses.
10/13/03	.20	Shirley S Cho	Telephone conference with V. Hood re employee issues.
10/13/03	.30	Frank A Chavez	Locate, retrieve and distribute various documents re wage motion.
10/14/03	.10	Shirley S Cho	Forward severance inquiry to J. Bernstein.
10/15/03	2.90	Geoffrey A Richards	Telephone conference with T. Kreatchman

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re request for payment of administrative expense (1.1); draft response to same (1.8).
10/16/03	8.00	Samuel Blatnick	Research liability under COBRA.
10/16/03	3.90	Geoffrey A Richards	Prepare discovery responses re employee administrative claim motion (1.9); draft and revise reply re same (1.6); office conference with J. Bernstein re same (.4).
10/17/03	.60	Geoffrey A Richards	Telephone conference with M. Alderman re administrative expense motion.
10/20/03	.40	James R Strohl	Scan and distribute legal memorandum re employment issues.
10/20/03	2.00	Jack N Bernstein	Analyze severance claims re administrative claim exposure.
10/20/03	2.30	John S Irving, Jr.	Analyze union complaints re severance pay (.6); review materials re same (.7); office conference with J. Bernstein and R. Richards re same (.3); review WARN submissions to State of Wisconsin re Kenosha and Pewaukee (.7).
10/21/03	1.50	Jack N Bernstein	Telephone conferences with union re severance issues.
10/21/03	1.40	John S Irving, Jr.	Fleming severance issues and conference with G. Richards re same (.6); review severance documents, confer with UFCW union representative (Ceccotti, Gise) re union severance and follow-up with D. Jerome (.8).
10/21/03	2.30	Geoffrey A Richards	Telephone conference with J. Irving and J. Bernstein re union issues (.7); telephone conference with B. Ceccoti re same (1.0); telephone conference with C. Hernandez re union matters (.6).
10/22/03	3.80	Becca Wahlquist	Review facts for new employee severance matter (.6); participate in conference call with Chicago counsel (.4); review

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			documents pertaining to matter (1.0); research law on severance agreements in Bankruptcy (1.8)
10/22/03	8.00	Samuel Blatnick	Review employment agreements (3.4); draft Motion to Reject Certain Employment Agreement, along with related notice and draft order (4.6).
10/22/03	4.20	Jack N Bernstein	Telephone conference with G. Richards re settlement analysis of severance claims (1.0); update severance memorandum (.7); review retiree medical plans re legal analysis of termination issues (2.5).
10/22/03	1.30	John S Irving, Jr.	Analyze severance pay issues and retraction requirements (.8); email correspondence with union counsel Gise and Ceccotti re same (.5).
10/22/03	2.10	Geoffrey A Richards	Extended settlement conference with R. Mersky and M. Alderman re employee litigation.
10/23/03	3.60	Becca Wahlquist	Review cases cited in employee and severance briefs of Plaintiffs and Fleming (1.5); review documents related to severance plan (1.5); coordinate strategies with team members (.6).
10/23/03	1.50	Jack N Bernstein	Telephone conference with Rider Bennett re analysis of labor issue (.5); telephone conference with opposing counsel re settlement conference for severance claims (1.0).
10/23/03	1.30	John S Irving, Jr.	Further investigation of inadvertent severance pay and communication with union (UFCW) reps. (.9); office conference with D. Jerome re same (.4).
10/23/03	2.40	Geoffrey A Richards	Office conference with S. Blatnick re ERISA issues (1.3); review and revise memo re same (1.1).
10/23/03	.90	Geoffrey A Richards	Telephone conference with Rider Bennett

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			re collective bargaining agreement terminations.
10/26/03	3.00	Shannon Roberts	Search, review and produce collective bargaining and union agreement to G. Richards.
10/27/03	2.30	Geoffrey A Richards	Prepare for discovery re employee motion for administrative expense (1.9); telephone conference with E. Liebeler and B. Wahlquist re same (.4).
10/28/03	1.30	Jack N Bernstein	Telephone conference re analysis of factual investigation of claim for severance and retention administrative priority.
10/28/03	1.20	John S Irving, Jr.	Office conference with V. Hood re retiree health case (.9); forward labor agreements to V. Hood (.3).
10/28/03	2.10	Geoffrey A Richards	Prepare for and participate in litigation call re employee motion for payment of administrative expense.
10/29/03	3.70	Eric C Liebeler	Participate in strategy telephone conference with G. Richards, B. Wahlquist re employee severance claims (.7); review motion and key cases re same (2.0); outline strategy re same (1.0).
10/29/03	2.10	Geoffrey A Richards	Prepare for and participate in telephone conference with E. Liebeler and B. Wahlquist re employee litigation.
10/30/03	3.90	Geoffrey A Richards	Telephone conferences with M. Alderman and R. Mersky re employee litigation matters (2.6); review pleadings re same (1.0); telephone conference with R. Wahlquist re same (.3).
10/31/03	.40	Richard L Wynne	Conference with R. Berger re distress motion to terminate.
10/31/03	1.20	John S Irving, Jr.	Analyze documents in resolution of

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

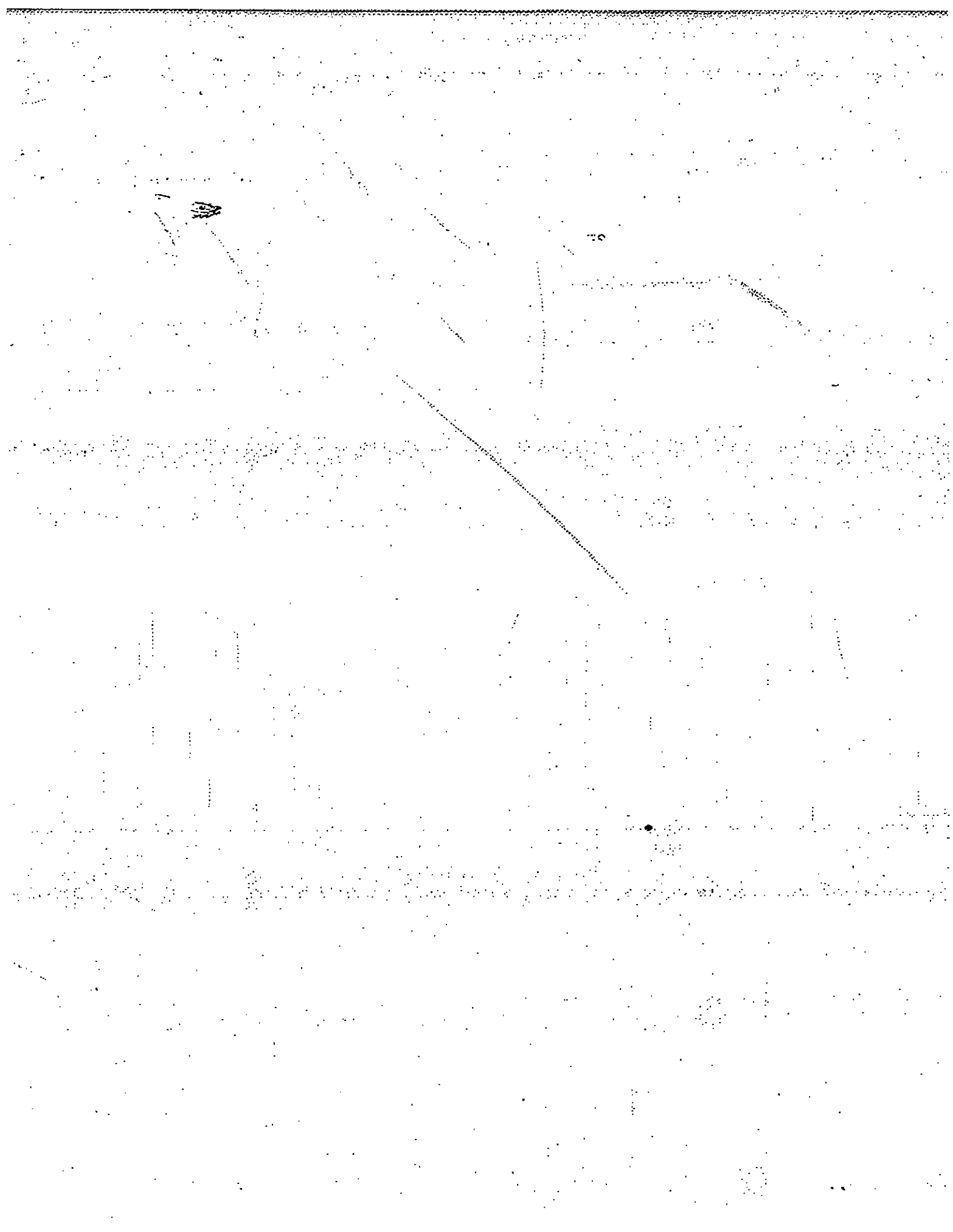
<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			outstanding severance pay issues.
	85.20		TOTAL HOURS



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

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/01/03	Telephone call to: NEWYORKCTY,NY 212-735-3031	.75
7/07/03	Telephone call to: NEWYORKCTY,NY 212-446-5950	.50
7/08/03	Telephone call to: NY CITY,NY 917-940-4413	.50
7/09/03	Telephone call to: NEWYORKCTY,NY 212-735-3031	.50
7/09/03	Telephone call to: NEWYORKCTY,NY 212-735-3031	1.00
7/09/03	Telephone call to: NEWYORKCTY,NY 212-735-3031	1.74
7/11/03	Telephone call to: MINEAPOLIS,MN 612-340-7933	10.46
8/06/03	Telephone call to: MINNEAPOLS,MN 612-340-7933	3.26
8/06/03	Telephone call to: LEWISVILLE,TX 972-906-8655	1.11
8/08/03	Telephone call to: MINNEAPOLS,MN 612-340-7933	2.60
8/11/03	Telephone call to: SSNFRNCSCO,CA 650-589-9445	2.35
8/18/03	Telephone call to: MINEAPOLIS,MN 612-340-7986	.50
8/19/03	Telephone call to: MINEAPOLIS,MN 612-340-7986	1.74
9/25/03	West Publishing-TP,Database Usage 9.03	22.48
9/25/03	West Publishing-TP,Database Usage 9.03	58.24
9/26/03	West Publishing-TP,Database Usage 9.03	17.00
10/06/03	Telephone call to: MINEAPOLIS,MN 612-340-7979	1.25
10/08/03	Telephone call to: DALLAS NE,TX 972-906-8106	.83
10/09/03	Telephone call to: NEWYORKCTY,NY 212-490-2500	.62
10/28/03	Standard Copies	119.50
	Total Expenses	\$ 246.93



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.# 2715636

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IN THE MATTER OF            **Environmental Counseling**  
                                 **File No. 40575-0014**

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 1,932.00
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ .00
Total for legal services rendered and expenses incurred	\$ 1,932.00

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christian C Semonsen	5.60	345.00	1,932.00
Total	5.60		\$ 1,932.00

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

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	.80	Christian C Semonsen	Review tables and site plans in final bound phase I reports (.6); draft comments to Vertex re Oshkosh report (.2).
10/02/03	.50	Christian C Semonsen	Telephone conference with B. Strong re revised Oshkosh report (.3); telephone conference with J. Eisner of Keen re Marshfield site (.2).
10/03/03	.30	Christian C Semonsen	Exchange emails with D. Stegmann re Marshfield site phase I.
10/07/03	1.00	Christian C Semonsen	Review Lyle Hale email re status of Dallas site fuel tanks (.2); email correspondence to B. Lake re same (.2); draft status report letter re fuel tanks (.6).
10/08/03	.50	Christian C Semonsen	Review and draft reply to correspondence from B. Lake re Dallas fuel tanks.
10/09/03	2.20	Christian C Semonsen	Draft letter to A. Reilly, Dallas site landlord's counsel, re status of fuel tanks (1.0); telephone conference with B. Lake re same (.3); office conference with M. Grummer re draft letter (.3); finalize letter and forward same to Client for review (.6).
10/31/03	.30	Christian C Semonsen	Telephone conference with G. Axelrod and J. Eisen of Keen Consulting re phase I reports for auction properties.
	5.60		TOTAL HOURS

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

Description of Expenses		
<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Total Expenses	\$ .00

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.# 2722345

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IN THE MATTER OF            **Executory Contracts**  
                                 **File No. 40575-0015**

For legal services rendered through October 31, 2003 (see attached Description of Legal Services for detail)	\$ 95,762.00
For disbursements incurred through October 31, 2003 (see attached Description of Expenses for detail)	\$ 300.82
Total for legal services rendered and expenses incurred	\$ 96,062.82

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

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Janet S Baer	.90	625.00	562.50
Shirley S Cho	18.30	445.00	8,143.50
Eva H Davis	1.50	545.00	817.50
Raymond I Friedman	87.70	345.00	30,256.50
Christopher Frost	1.60	395.00	632.00
Evan R Gartenlaub	.60	385.00	231.00
Marjon E Ghasemi	13.70	385.00	5,274.50
Sydne J Michel	3.70	420.00	1,554.00
Haleh Rahjoo	101.70	345.00	35,086.50
Geoffrey A Richards	7.50	460.00	3,450.00
Richard J Tilley	2.20	310.00	682.00
Victoria Wales	10.00	310.00	3,100.00
Richard L Wynne	1.40	670.00	938.00
Frank A Chavez	1.70	90.00	153.00
Denise Wymore	6.50	210.00	1,365.00
Paul Kinealy	3.10	255.00	790.50
Kenneth Robling	10.10	255.00	2,575.50
James R Strohl	1.00	150.00	150.00
Total	273.20		\$ 95,762.00



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

### Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/01/03	1.80	Richard J Tilley	Telephone conference with V. Wales re option notice re September 27 (.2); telephone conference with S. Cho re same (.7); telephone conference with R. Friedman re same (.5); telephone conference with C. Wenzel re same (.4).
10/01/03	1.00	Shirley S Cho	Review revised contract rejection list (.4); email to C&S and AWG re same (.2); telephone conference with D. Gorton re same (.2); telephone conference with R. Tilley re same (.2).
10/01/03	2.40	Shirley S Cho	Strategize re timing of option notices (.5); telephone conference with R. Friedman re same (.2); email correspondence with E. Davis re same (.1); conference with D. Wymore re same (.2); telephone conferences with R. Friedman re same (.5); voicemail and email to M. Benedict re same (.1); telephone conference with M. Benedict re same (.6); strategize with R. Friedman and E. Davis re same (.2).
10/01/03	.20	Shirley S Cho	Email correspondence with H. Veldhous re Weatherford contract (.1); email to B. Folse re same (.1).
10/01/03	.50	Shirley S Cho	Respond to email from G. Saiontz re Standard Fruit motion (.1); telephone conferences with C. Lhulier re option notice (.2); email to R. Cobb and K. Krieger re same (.1); email to K. Everett re same (.1).
10/01/03	.40	Shirley S Cho	Email correspondence with R. Friedman re option notices (.2); email correspondence with R. Tilley re same (.2).
10/01/03	.20	Shirley S Cho	Coordinate preparation of motion to approve lease rejection stipulation

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.2).
10/01/03	1.20	Richard L Wynne	Conference with J. Stang and L. Jones re Miami Foodco issues on contested motion.
10/01/03	.50	Denise Wymore	Conference with S. Cho re lease assumption chart (.3); telephone conference with R. Tilley re same (.2).
10/01/03	.50	James R Strohl	Research Delaware bankruptcy case re rejecting leases.
10/01/03	2.70	Kenneth Robling	Review materials re rejected lease (1.1); draft motion and order re same (1.1); review and draft correspondence re same (.5).
10/01/03	.40	Haleh Rahjoo	Review and reply to e-mails from R. Hawk and J. Stang re TIP and CitiCaptial motions.
10/01/03	1.00	Eva H Davis	Telephone conferences and email correspondence with S. Cho, T. Wales, R. Tilley re option notice and rejection issues.
10/01/03	.30	Eva H Davis	Telephone conferences with S. Cho and R. Friedman re option notice hearings.
10/01/03	.20	Sydne J Michel	Draft memorandum to K. Richesson and B. Folse re Fox Foods agreement.
10/02/03	.40	Richard J Tilley	Telephone conference with R. Friedman re current option notices.
10/02/03	.70	Shirley S Cho	Telephone conference with V. Wales re option notice (.3); voicemails to K. Richesson re same (.1); telephone conference with K. Everett re same (.1); telephone conference with R. Friedman re same (.2).
10/02/03	1.10	Shirley S Cho	Review and revise option notices (.3); telephone conference with R. Friedman re same (.1); review draft motion for rejection from K. Robling (.2); email

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

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			correspondence and telephone conference with K. Robling re same (.3); telephone conference with S. McFarland re same (.2).
10/02/03	1.10	Shirley S Cho	Telephone conferences with D. Werb re Standard Fruit motion (.2); telephone conference with M. Toyloy re same (.1); email correspondence with G. Saiontz re same (.2); telephone conference with R. Hawke re same (.2); telephone conference with R. Tilley re same (.2); emails to G. Saiontz and R. Hawk re same (.2).
10/02/03	3.50	Denise Wymore	Conferences with F. Chavez re contract chart (1.0); conference with R. Tilley re same (.8); review documents re chart (1.7).
10/02/03	2.30	Victoria Wales	Review and revise motion to assume and assign an unexpired real property lease.
10/02/03	.50	James R Strohl	Prepare for and attend telephone conference with P. Lewey re Fleming lease motion.
10/02/03	7.40	Kenneth Robling	Revise motion and order re rejected lease (4.1); review and respond to correspondence re same (1.5) participate in multiple telephone conferences with S. McFarland, R. Buday, S. Cho, A. Elexander re same (1.3); coordinate filing of same (.5).
10/02/03	.30	Haleh Rahjoo	Review and reply voicemails from C. Wenzel and S. Cho re option notices.
10/02/03	.20	Eva H Davis	Telephone conference with S. Cho and R. Tilley re option notice and hearing issues and timing.
10/03/03	.30	Janet S Baer	Conference with M. Walsh re Tri-Star FSA Agreement issues.
10/03/03	.40	Shirley S Cho	Review letter from R. Tilley re option

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			notices (.1); conference with D. Wymore re option notices (.2); telephone conference with C. Lhulier re lease rejection motion (.1).
10/03/03	3.00	Victoria Wales	Prepare motion to assume and assign a real property lease and conference with C. Lhulier re the same.
10/05/03	.30	Shirley S Cho	Review analysis re executory contract cases and settlement agreement and email to V. Wales re same.
10/06/03	.20	Shirley S Cho	Review email from K. Lotter re option notice (.1); email correspondence with K. Everett re same (.1).
10/07/03	1.60	Christopher Frost	Analyze issues re potential claims against the Jubilee group for breach of licensing agreement (.4); correspond with the client re same (.2); research re same (1.0).
10/07/03	.60	Shirley S Cho	Telephone conference with D. Werb, R. Pittaluga and R. Cobb re Standard Fruit motion (.3); email to R. Cobb re Standard Fruit (.1); telephone conference with R. Friedman re option notice (.2).
10/07/03	1.30	Haleh Rahjoo	Review Miami Foodco and Minkin objections (.7); review debtors' reply to same (.6).
10/07/03	1.70	Haleh Rahjoo	Telephone conference with C. Lhulier re TIP motion (.5); review and reply to multiple emails from R. Hawk, C. Lhulier and M. Weiss re same (1.2).
10/07/03	.90	Haleh Rahjoo	Review and reply to multiple emails from J. Stang, S. McFarland and S. Scuteri re CitiCapital motion.
10/07/03	.80	Haleh Rahjoo	Review and reply to multiple emails from J. Stang and M. Sharp re Miami Foodco motion and objection.

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10/08/03	.60	Evan R Gartenlaub	Review lease rejections (.5); email correspondence with A. Sobel re same (.1).
10/08/03	.60	Haleh Rahjoo	Review and reply to emails from S. Cho re Automotive Rentals lease (.3); voicemail correspondence with R. Moyer re same (.3).
10/08/03	.60	Haleh Rahjoo	Review CitiCapital stipulation (.3); review and reply to email from S. Scuteri re same (.3).
10/08/03	1.80	Geoffrey A Richards	Review response to Miami Foodco (.8); revise response re same (1.0).
10/08/03	.60	Geoffrey A Richards	Conference with K. Richesson re collection issues.
10/09/03	.10	Shirley S Cho	Email correspondence with R. Cobb re Standard Fruit.
10/09/03	3.50	Haleh Rahjoo	Telephone conference with B. Lake re Digiorgio leases (.4); email correspondence with B. Lake re same (.4); review cure objections re same (.8); prepare spreadsheet re same (1.9).
10/09/03	.90	Geoffrey A Richards	Telephone conference with J. Stang and H. Rahjoo re Miami Foodco litigation strategy.
10/10/03	.60	Janet S Baer	Analyze Core-Mark lease issues (.3); conference with T. Morrow and S. Cho re procedures re same (.3).
10/10/03	.20	Shirley S Cho	Email correspondence with R. Friedman re option notices (.1); review email from I. Kharasch re Rock Cod Village motion and forward to A. Groesch (.1).
10/10/03	.40	Shirley S Cho	Review objection to rejection motion (.2); Emails to H. Rahjoo re objections to lease-related motions (.2).
10/10/03	.30	Denise Wymore	Review email from R. Tilly re option

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			chart.
10/10/03	.80	Haleh Rahjoo	Revise sale order for York property (.5); review and reply to emails from J. Friedman and C. Lhulier re same (.3).
10/10/03	.70	Haleh Rahjoo	Telephone conference with J. Stang re Utility Trailers of Fresno leases and CitiCapital stipulation (.4); review and reply to emails from J. Stang re same (.3).
10/10/03	.80	Haleh Rahjoo	Review and reply to emails from A. Spence re GECC leases (.3); review and reply to email from J. Bienias re same (.3); review and reply to email from R. Hawk re Automotive Rentals leases (.2).
10/10/03	1.40	Haleh Rahjoo	Review and reply to email from B. Lake and V. Wales re Four Corp lease (.3); review and reply to emails from S. Cho re objections to rejection motions and 365(d)(4) motion (.4); review and reply to email from S. Cho re IBM objection (.3); review and analyze same (.4).
10/10/03	.40	Haleh Rahjoo	Email correspondences with J. Bianies and W. Hammond re Utility Trailers of Fresno.
10/11/03	.10	Shirley S Cho	Correspondence with R. Roof re Standard Fruit.
10/13/03	.10	Shirley S Cho	Correspondence with R. Roof re Standard Fruit.
10/13/03	.40	Shirley S Cho	Emails to P. Kinealy re rejection motion (.2); telephone conference with J. Rios re Totten contract (.1); email to K. Everett re same (.1).
10/13/03	2.00	Denise Wymore	Conference with S. Cho re option notice chart (.3); research re same (.8); telephone conference with R. Tilley (.2).

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10/13/03	.30	Frank A Chavez	Locate, retrieve and distribute various documents re stipulation between Associated Wholesale Grocers, Inc. and AWG Acquisitions, LLC, et al.
10/13/03	7.00	Haleh Rahjoo	Review and summarize ten objections to 365(d)(4) extension motion.
10/14/03	.70	Shirley S Cho	Telephone conference with D. Werb re Standard Fruit motion (.2); telephone conference R. Hawk re same (.1); review and return voicemail of K. Richesson re option notices (.1); telephone conferences with R. Friedman re same (.3).
10/14/03	1.00	Shirley S Cho	Telephone conference with W. Disse re Prim issue (.1); email to J. Baer re same (.1); develop strategy re option notice service (.4); draft stipulation re rejection re GE Capital Leases (.3); email correspondence with J. Binas re same (.1).
10/14/03	1.80	Paul Kinealy	Draft motion to reject certain executory contracts.
10/14/03	3.90	Haleh Rahjoo	Review and reply to multiple emails from G. Richards, S. Cho, S. McFarland and V. Wales re objections to section 365(d)(4) motion (.8); prepare chart for same objections (1.1); review objections to lease rejection motions (1.6); review and reply to emails from V. Wales and C. Lhulier re same (.4).
10/14/03	1.20	Haleh Rahjoo	Review and reply to emails from R. Saunders re Grand Island and Berger objections (.4); review objection to Willow road motion (.5); review and reply to emails from R. Buday re same (.3).
10/14/03	1.30	Haleh Rahjoo	Review and reply to emails from R. Stovel and S. Kotarba re insurance issues (.4); review and reply to emails from S. Scuteri re CitiCapital motion

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			(.3); email correspondence with J. Steng re same (.2); review hearing transcript for same (.4).
10/15/03	.60	Shirley S Cho	Review revised rejection order from R. Friedman (.2); telephone conference with C. Lhulier re same (.1); revise exhibit to rejection order (.3).
10/15/03	1.30	Paul Kinealy	Review and update to motion to reject certain executory contracts.
10/15/03	.80	Frank A Chavez	Locate, retrieve and distribute documents re debtor's motion for order authorizing the assumption and assignment of executory contracts and unexpired leases in connection with the sale of debtor's assets.
10/15/03	2.80	Haleh Rahjoo	Review and reply to multiple emails from G. Richards, S. McFarland and V. Wales re objections to section 365(d)(4) motion (1.2); review and analyze other objections to same (.6); revise chart for same objections (1.0).
10/15/03	1.30	Haleh Rahjoo	Telephone conference with B. Roof, R. Buday and G. Richards re real estate objections.
10/15/03	1.70	Haleh Rahjoo	Review and reply to email from K. Miller re Wells Fargo leases (.3); review and reply to multiple emails from B. Hall, V. Wales, R. Buday and K. Everet re leases to be rejected (.6); review and evaluate list of leases to be rejected (.5); telephone conference with B. Lake re same (.3).
10/15/03	1.20	Haleh Rahjoo	Review and respond to multiple emails from A. Cooper, T. Tillot and K. McBray re Inversions payments (.8); review and reply to emails from W. Hazeltin and L. Silverstein re Inversions objection (.4).
10/15/03	.90	Haleh Rahjoo	Review and reply to emails from S.



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			McFarland re CitiCapital stipulation and other pending matters (.6); review and reply to email from C. Lhulier re IBM objection (.3).
10/15/03	1.00	Haleh Rahjoo	Review and reply to email from S. McFarland re LPL objection (.2); telephone conference with D. Stegma and B. Lake re same objection (.5); review and reply to emails from B. Lake re same (.3).
10/15/03	.90	Haleh Rahjoo	Review and reply to emails from J. Bienias re Utility Trailers of Fresno (.5); review and reply to email from J. Bienias re CitiCapital stipulation (.4).
10/15/03	2.40	Geoffrey A Richards	Review 365(d)(4) resolutions (1.8); telephone conference with H. Rahjoo re same (.6).
10/16/03	1.20	Shirley S Cho	Telephone conference with R. Stussi re Standard Fruit (.2); develop strategy re option notices (.4); telephone conferences with R. Friedman re same (.6).
10/16/03	.50	Shirley S Cho	Telephone conference with C. Lhulier re IBM stipulation (.2); draft IBM stipulation re same (.3).
10/16/03	.20	Denise Wymore	Telephone conference with R. Friedman re Option notices.
10/16/03	2.30	Victoria Wales	Prepare motion to assume and assign leases.
10/16/03	3.40	Haleh Rahjoo	Prepare 10 letters to objectors to 365(d)(4) motion (2.9); review and reply to voicemails and emails from G. Richards re same (.5).
10/16/03	2.80	Haleh Rahjoo	Review and reply to multiple emails from G. Richards, T. Tillot, F. Kitelinger re 365(d)(4) objections (1.3); telephone conference with F.

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			Kitelinger re same (.4); revise chart for same objection (.8); review and reply to email from V. Wales re cross default legal research (.3).
10/16/03	.80	Haleh Rahjoo	Review and reply to emails from S. Scuteri and J. Stang re CitiCapital stipulation (.4); revise same stipulation (.4).
10/16/03	1.30	Haleh Rahjoo	Review and reply to emails from J. Bienias re Utility Trailers of Fresno (.3); conference with R. Buday and V. Wales re Dutton Mill lease (.5); summarize 365(d)(4) motion for hearing (.5).
10/16/03	1.20	Haleh Rahjoo	Review and reply to emails from S. McFarland re pending matters for next hearing (.3); telephone conference with D. Stegma and B. Lake re Meridian objection (.5); review and reply to emails from, R. Buday, B. Lake and V. Wales re same (.4).
10/16/03	1.30	Haleh Rahjoo	Review and reply to emails from G. Richards, R. Skiffer and R. Buday re Wachovia and Village Mart objections (.5); review and reply to emails from K. Everett, B. Hall and V. Wales re leases to be rejected (.8).
10/17/03	1.20	Shirley S Cho	Develope strategy re option notices (1.0); telephone conference with K. Richesson re same (.2).
10/17/03	1.70	Haleh Rahjoo	Voicemail correspondence with counsel for Conewago, Meridian, IRET and Warrensburg re their objections (.8); telephone conference with I. Volkov re Brigantine objection (.3); review and reply to email from I. Volkov re same (.3); review and reply to email from S. Scuteri re CitiCapital stipulation (.3).
10/17/03	1.90	Haleh Rahjoo	Review and reply to multiple emails

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			from G. Richards, T. Tillot, F. Kitelinger, and A. Cooper re 365(d)(4) payments (1.5); telephone conference with D. Stegma and B. Lake re LPL and Meridian objections (.4).
10/17/03	1.70	Haleh Rahjoo	Review and reply to multiple emails from R. Saunders re Renaissance, Grand Island and Berger- Brothers objections and stipulations (.8); review Renaissance and Grand Island stipulations (.6); review and reply to email from A. Groesch re filing deadline for November 4th hearing (.3).
10/17/03	.60	Haleh Rahjoo	Review and reply to emails from R. Buday, V. Wales and G. Richards re Meridian objection (.4); email correspondence with G. Richards re Meridian objection (.2).
10/17/03	.70	Haleh Rahjoo	Telephone conference with J. Donoghue re Dutt Mill objection (.4); email correspondence with G. Richards and R. Buday re same (.3).
10/17/03	.90	Haleh Rahjoo	Review and reply to multiple emails from J. Meyers and D. Pollack re Goldstein objection (.3); review and reply to emails from K. Miller re Grand Island objection (.3); review and reply to email from C. Kunz re Robson objection (.3).
10/17/03	2.50	Haleh Rahjoo	Revise and finalize chart for 365(D)(4) objections (1.5); telephone conference with K&E team and B. Roof re same (1.0).
10/17/03	.70	Haleh Rahjoo	Review and reply to emails from V. Wales and R. Friedman re motion to reject certain leases (.4); conference with R. Friedman re same (.3).
10/17/03	7.20	Raymond I Friedman	Telephone conference with M. Ralston re sale of Garland, TX property (.2); attention to sale order in connection

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			with real estate auction (1.5); finalization of motions and related exhibits to assume and assign contracts (5.0); telephone conference with Kirkland and Pachulski re open issues on option notices (.5).
10/19/03	1.90	Haleh Rahjoo	Review and incorporate comments to sale order (.7); review and reply to emails from G. Richards re same (.3); review and reply to emails from G. Richards re objections to section 365(d)(4) motion (.3); review and reply to emails from V. Wales and R. Buday re motion to reject leases (.3); review and reply to email from V. Wales re Meridian objection (.3).
10/19/03	.40	Sydne J Michel	Telephone conference with J. Zimmerman re Fox Foods' agreement and hearing on Fox Foods' motion to compel.
10/19/03	.20	Sydne J Michel	Review agreement and signatures from Fox Foods and Fleming re settlement agreement.
10/20/03	.60	Shirley S Cho	Telephone conferences with J. Wendell re Xerox contracts (.2); telephone conference with J. Reeves re same (.2); telephone conference with J. Middaugh re same (.1); telephone conference with K. Richesson re same (.1).
10/20/03	.90	Shirley S Cho	Telephone conferences with C. Lhulier IBM contracts (.2); draft rejection stipulation re same (.2); voicemails and email to J. Reeves re same (.2); telephone conference with K. Richesson re same (.1); review email chain re IBM contracts and email to B. Fleming re same (.2).
10/20/03	.30	Shirley S Cho	Office conference with M. Ghasemi re status of option notices (.2); email to counsel re Standard Fruit motion (.1).
10/20/03	.10	Richard L Wynne	Telephone conference with S. Michel re

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			Fox settlement.
10/20/03	.20	Marjon E Ghasemi	Telephone conference with R. Friedman re status of option notices.
10/20/03	2.40	Haleh Rahjoo	Revise 365(d)(4) order.
10/20/03	.90	Haleh Rahjoo	Review and reply to emails from T. Tillot re Goldstein objection (.3); telephone conference with B. Lake re same (.3); review and reply to email from J. Meyers re same (.3).
10/20/03	1.00	Haleh Rahjoo	Telephone conference with B. Lake re Dutton Mill objection (.3); review and reply to email from K. Miller re Grand Island objection (.3); review and reply to emails from B. Lake re same and LPL property (.4).
10/20/03	1.20	Haleh Rahjoo	Finalize objection chart for 365(d)(4) motion (.6); review and reply to email from S. Scuteri re CitiCapital stipulation (.3); multiple conferences with S. McFarland re same (.3).
10/21/03	.50	Marjon E Ghasemi	Several conferences with R. Friedman re status of option notices and related assignments and rejections.
10/21/03	2.80	Haleh Rahjoo	Review and evaluate proposed stipulation by Dutton Mill to 365(d)(4) objection (.3); revise 365(d)(4) order (1.2); review and reply to emails from V. Wales re exhibit to rejection motion (.3).
10/21/03	1.10	Haleh Rahjoo	Telephone conference with J. Stang, M. Sharp and R. Buday re Miami Foodco motion (.8); review objection by Minkin (.3).
10/21/03	1.80	Haleh Rahjoo	Multiple telephone conferences and email correspondences with counsel for IRET, Inversions, Dutton Mill and Conewago leases (1.4); conference with G. Richards re same and Meridian

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			objection (.4).
10/21/03	8.50	Raymond I Friedman	Revise form of notice of assumption and assignment of contracts pursuant to court's direction to provide business contacts (4.4); telephone conference with K. Richesson re appropriate business contacts (.3); telephone conference with J. Friedman re status of sale order for real estate auction and timing issues re closing or real property sales (.5); telephone conference with V. Wales re rejection motion and surrender letters (.9); review issue re option notices received from C&S (2.4).
10/21/03	.10	Sydne J Michel	Draft and respond to correspondence from R. Tilley re motion to reject Fox Foods' FSA.
10/21/03	.10	Sydne J Michel	Review correspondence from A. Groesch re client contacts for motion to assume and assign.
10/22/03	.10	Shirley S Cho	Email correspondence re rejection stipulation needed re Bain.
10/22/03	.90	Marjon E Ghasemi	Conference with R. Friedman re open issues re option notices and related assignment notices and rejection motions (.5); telephone conference with C. Lhulier re rejection and other related issues (.4).
10/22/03	1.10	Haleh Rahjoo	Review and reply to multiple voicemails and emails from G. Richards, R. Wynne, S. McFarland and J. Stang re Miami Foodco hearing (.9); review and reply to emails from V. Wales re motion to reject (.2).
10/22/03	8.00	Raymond I Friedman	Respond to inquiry from Knowlan's Supermarket re assumption and assignment of leases and telephone conference with Knowlan's counsel re same (1.2); compile and transmit

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			service list to Pachulski in connection with real estate auction sale order (1.0); analyze issues re assignment of real estate to BFL-Penn and telephone conference with counsel for Acron Lincoln LP re same (.9); prepare stipulation for removal of Bain Engagement Letter from list of contracts to be rejected (2.0); correspondences with S. Cho and S. McFarland re same (.6); respond to various requests for adequate assurance information re assumption and assignment of leases and contracts (.6); review and analyze rejection motion in connection with Fox Foods FSA (1.7).
10/22/03	.20	Sydne J Michel	Review correspondence from J. Zimmerman re Fox Foods' settlement agreement.
10/22/03	.30	Sydne J Michel	Draft memorandum to M. Ghasemi and R. Friedman re motion to reject Fox Foods' FSA (.2); review related documents (.1).
10/23/03	.40	Marjon E Ghasemi	Several conferences with R. Friedman re status of option notices.
10/23/03	.20	Marjon E Ghasemi	Exchange email correspondence with C. Lhulier and R. Friedman re inquiry re assignment notice.
10/23/03	1.30	Haleh Rahjoo	Telephone conference with J. Bienias re Utility Trailers of Fresno and GECC leases (.4); telephone conference with R. Hawk re various leases assigned to savemart (.6); telephone conference with M. Walston re property in Texas (.3).
10/23/03	1.20	Haleh Rahjoo	Telephone conference with J. Friedman re various York and OKC sale orders and other motions for next hearing (.5); review and reply to emails from J. Friedman and R. Friedman re same (.4); telephone conference with M. Sharp re

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			hearing on Miami Foodco (.3).
10/23/03	9.20	Raymond I Friedman	Review notice of assignment of Moreno Valley lease and telephone conference with J. Friedman re same (2.1); review inquiry re rejection of service contract with Hibernia National Bank (.7); locate agreement with Hibernia National Bank and telephone conference with counsel re same (1.1); research rejection of leases MS-201a and AL-057a and determine desired treatment of related primary leases (3.8); review rejection of Sullivan FSA and telephone conference with C. Wenzel of Skadden re same (1.5).
10/24/03	.20	Shirley S Cho	Voicemail to D. Werb re Standard Fruit (.1); review fax from K. Richesson re Xerox contract (.1).
10/24/03	.80	Marjon E Ghasemi	Exchange email correspondence with R. Friedman re assignment and rejection issues (.2); conference with R. Friedman re open option notice issues (.4); exchange emails and telephone conferences with S. Cho re same (.2).
10/24/03	8.00	Raymond I Friedman	Telephone conference with team re real estate issues (1.0); review motion to rejection of Fox Foods FSA and research background information re same (4.9); review open issues re option notices received from C&S and telephone conferences with Skadden Arps re same (2.1)
10/25/03	2.40	Victoria Wales	Review and respond to numerous correspondence from landlords, counsel re real property related issues.
10/27/03	1.40	Haleh Rahjoo	Review and reply to email from A. Groesch re Morco equipment lease (.3); email correspondence to A. Spence re GECC leases (.3); review and reply to emails from J. Bienias and S. McFarland re certain rejected leases (.5); email



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			correspondence with J. Bienias re Utility Trailers of Fresno (.3).
10/27/03	1.50	Haleh Rahjoo	Review and reply to voicemail message from T. Moyer re Automotive Rentals lease (.3); review and reply to emails from S. McFarland re CitiCapital stipulation (.4); review and reply to emails from R. Hawk and J. Bienias re same (.3); review and reply to emails from A. Groesch and K. Crosby re collection of certain leased equipment in Wisconsin (.5).
10/27/03	7.50	Raymond I Friedman	Review and analyze objection of Kraft re rejection of executory contracts (1.9); review objection of Eastbrook Shopping Center and research re fuel facility lease and sublease (3.3); review bid procedures re Chouteau sale and related matters (1.2) telephone conference with Skadden Arps re open issues with respect to option notices (1.1).
10/28/03	.10	Richard L Wynne	Telephone conference with D. Paris re EZ Mart executory contract assumptions.
10/28/03	.30	Marjon E Ghasemi	Exchange email correspondence with R. Tilley, R. Friedman re certain rejections (.2); follow up telephone conference with R. Tilley re same (.1).
10/28/03	.70	Marjon E Ghasemi	Conference with R. Friedman re status of certain assignments and rejections (.4); review Bradley objection re assignment (.2); conference with R. Friedman re same (.1).
10/28/03	9.30	Raymond I Friedman	Review and conduct research re objections to rejection motion including objections from Transamerica, Northstar Refrigeration, HODA, Honeywell, Mojave Foods, Eastbrook Shopping Center and Signature Brands (5.3); respond to request for adequate assurance information in connection

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			with assumption and assignment of contracts (1.2); conference with Pachulski re granting of extensions of time to file objections (.8); review assumption and assignment of leases per DiGiorgio settlement and telephone conference with R. Tilley re same (2.0).
10/29/03	.30	Shirley S Cho	Telephone conference with D. Werb re Standard Fruit motion (.1); telephone conference with A. Paris re EZ Mart (.2).
10/29/03	.60	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re executory contracts with Albertson's.
10/29/03	2.20	Marjon E Ghasemi	Conference with R. Friedman re pending issues related to option notices and related assignment notices and rejection motions (1.0); review and revise stipulation re Bain contract (.2); review summary chart re rejection objections and related objections (1.0).
10/29/03	1.00	Marjon E Ghasemi	Conference with R. Friedman and F. Chavez re same (.3); conference with A. Paris re EZ Mart supply agreement (.2); follow-up telephone conference with A. Paris and S. Cho re same (.3); review proposed order re Berger Epstein agreement (.2).
10/29/03	.90	Marjon E Ghasemi	Conference with R. Tilley and R. Friedman (.2); conference with S. Cho re same (.2); email to R. Friedman re same (.1); review and revise Big 8 stipulation re rejection (.2); email to R. Friedman, H. Rahjoo and V. Wales re objection summary re rejection motion (.2).
10/29/03	1.20	Haleh Rahjoo	Telephone conference with R. Hawk re CitiCapital and various Savemart leases

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.4); review and reply to multiple emails from R. Buday and J. Friedman re TX-383 lease termination agreement (.5); telephone conference with A. Schlinger re same (.3).
10/29/03	1.70	Haleh Rahjoo	Review and reply to email from I. Karasch and R. Friedman re objections to motion to reject (.3); telephone conference with M. Sharp, B. Hall and B. Lake re certain motions to reject leases of real property filed for October 20th hearing (.4); review documents and court docket re same (.4); review and reply to email from I. Karash re DiGiorgio leases (.3); telephone conference with B. Lake re same (.3).
10/29/03	4.00	Haleh Rahjoo	Draft motion and order to reject certain unexpired leases (1.3); legal research re retroactive rejection (.8); review and reply to multiple emails from J. Stang and G. Richards re same (.5); review comments from J. Stang and G. Richard to same motion and revise same motion and order (.7); review and reply to emails from M. Ghasemi re objections to motion to reject (.4); conference with R. Friedman re same (.3);
10/29/03	2.30	Haleh Rahjoo	Conference with R. Friedman re Moreno Valley assignment agreement and objection to rejection motion (.5); review and reply to emails from J. Friedman re same (.3); draft motion approving same agreement (1.5).
10/29/03	4.00	Raymond I Friedman	Prepare chart summarizing objections to rejection motion (.5); analyze treatment of Big-8 FSA (1.0); review contracts pursuant to DiGiorgio settlement (1.0); review stipulation re Bain Engagement Letter and correspondence with Bain's counsel re same (1.5).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/29/03	6.50	Raymond I Friedman	Telephone conference with B. Meek re extension of time to object to assignment of lease to BFL-44, Inc. (.7); review issues re rejection motion exhibit (3.0); review issues re option notices (2.8).
10/29/03	1.80	Geoffrey A Richards	Review and revise rejection motion (.7); office conference with H. Rahjoo re same (.5); telephone conferences with contract counterparties re same (.6).
10/29/03	1.10	Sydne J Michel	Review issues and related documents re motions to assume and assign retailers in retailers' omnibus motion.
10/30/03	.30	Shirley S Cho	Review Xerox stipulation and forward C. Lhulier for filing (.1); email to K. Richesson re same (.1); revise agenda accordingly (.1).
10/30/03	.50	Marjon E Ghasemi	Prepare exhibit to assignment notice (.3); conference with R. Friedman re same (.2).
10/30/03	1.40	Marjon E Ghasemi	Email correspondence with R. Friedman and R. Tilley re Big 8 contract (.2); conference with R. Friedman re same (.2); conference with R. Friedman re pending issues re assignment notices and rejection motion (.3); review Strickland objection re rejection motion (.3); review HODA objection re rejection motion (.3); telephone conference with counsel for Strickland re same (.1).
10/30/03	1.10	Marjon E Ghasemi	Telephone conference with C. Lhulier re objections re lease rejection motion (.3); conference with R. Friedman re status of lease rejection objections (.3); conference with R. Friedman re assignment notices (.3); review email correspondence re same (.2).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/30/03	1.00	Marjon E Ghasemi	Update objection summary chart re lease objections (.4); review and revise assignment notice (.2); conference with R. Friedman re same (.2); telephone conference with B. Hall re rejection objections (.2).
10/30/03	1.70	Haleh Rahjoo	Review and reply to voicemail message from B. Evinaph re Salterman objection (.2); review and analyze Salterman, Mojave, and South Park objections (1.2); review and reply to email from C. Lhulier re Transamerica objection (.3).
10/30/03	1.50	Haleh Rahjoo	Review comments from G. Richards re motion approving termination agreement of El Paso lease (.5); review and reply to emails from J. Friedman and G. Richards re same (.3); revise same motion (.7).
10/30/03	3.70	Haleh Rahjoo	Review and reply to emails from J. Skidmore re motion to reject leases (.3); review and reply to emails from B. Lake, K. Everet, B. Hall, M. John, S. McFarland, V. Wales and K. Ferren re same (1.2); telephone conferences with B. Lake, B. Hall, M. John and S. McFarland re same (.8); finalize same motion, order and exhibit for filing (1.4).
10/30/03	11.50	Raymond I Friedman	Review objections to motion to reject contracts and leases to be heard at November 4 hearing (6.4); review treatment of Big-8 Facility Standby Agreements (3.2); telephone and office conferences with team re same (1.9).
10/30/03	.50	Sydne J Michel	Review issues and related documents re motion to reject Fox Foods' FSA.
10/31/03	1.00	Marjon E Ghasemi	Telephone conference with counsel for Nash Finch re rejection issues (.3); telephone conference with K. Richesson re same and related issues (.3);

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			exchange email correspondence with counsel for Nash Finch and R. Cobb re same (.2); exchange email correspondence with C. Lhulier and S. Cho re same (.2).
10/31/03	.60	Marjon E Ghasemi	Exchange email correspondence with J. DeJonker re Bain rejection issue (.2); exchange email correspondence with S. Cho re status of assignment notices and rejection motion (.2); exchange email correspondence with G. Richards re business contact re assignment notices (.2).
10/31/03	4.00	Haleh Rahjoo	Review and reply to multiple emails from R. Buday J. Stang, G. Richards, B. Hall, J. Skidmore, J. Friedman and S. McFarland re motion to reject certain leases (1.8); multiple telephone conferences with B. Hall and S. McFarland re same (.8); telephone conference with B. Lake re same (.3); review emails from M. Ghasemi re NE-120 (.4); telephone conference with J. Bienias re Utility Trailer of Fresno (.4); telephone conference with A. Schlinger re El Paso lease (.3).
10/31/03	3.10	Haleh Rahjoo	Review and reply to multiple emails from C. Lhulier, K. Everet, G. Richards re Mojave objection (.5); review order lifting stay to terminate Mojave contracts (.6); telephone conference with G. Richards re same objections (.6); review and analyze Kraft objection (.5); multiple telephone conferences with G. Brame, D. Forsyth, and G. Richards re Southpark objection to rejection motion (.7); review and reply to multiple emails from R. Buday, G. Richards, V. Wales and K. Ferren re same (.8)
10/31/03	8.00	Raymond I Friedman	Review list of open issues re option notices provided by Skadden Arps (1.1); review cure objection of Southeast

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Plaza and telephone conference with M. Benedict re same (1.5); review objection of Kraft re rejection motion (1.7); prepare filing of notice of assumption and assignment of agreements per DiGiorgio settlement (1.6); strategy re treatment of Big-8 FSA pursuant to new direction from Big-8 counsel (1.4); telephone conference with G. Richards and H. Rahjoo re status of objections to rejection motion (.7).
10/31/03	.50	Sydne J Michel	Draft memorandum to R. Friedman and M. Ghasemi re motion to reject FSA retailer settlement agreements.
10/31/03	.10	Sydne J Michel	Review correspondence from G. Richards re client contact for motions to assume or reject leases.
	273.20		TOTAL HOURS

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Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/14/03	GENESYS CONFERENCING, INC. - Telephone - Conference call 8/28/03	54.18
9/30/03	Eitan C Alexander - SECRETARY SUPPORT	48.73
10/01/03	Telephone call to: 856-802-1488	.50
10/01/03	Telephone call to: KANSASCITY,MO 816-421-4800	8.97
10/01/03	Telephone call to: STATE OF,DE 302-778-6405	.75
10/01/03	Telephone call to: STATE OF,DE 302-778-6406	.50
10/01/03	Telephone call to: KANSASCITY,MO 816-421-4800	1.25
10/01/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
10/01/03	Telephone call to: NEWYORKCTY,NY 212-735-3593	3.24
10/02/03	Telephone call to: NEWYORKCTY,NY 212-344-2929	.50
10/02/03	Telephone call to: DALLAS NE,TX 972-906-8125	1.25
10/02/03	Telephone call to: WILMINGTON,DE 302-652-1100	1.25
10/02/03	Telephone call to: BRATTLEBO,VT 802-257-6804	.50
10/02/03	Telephone call to: DALLAS NE,TX 972-906-1174	1.25
10/02/03	Telephone call to: STATE OF,DE 302-778-6406	2.74
10/02/03	Telephone call to: STATE OF,DE 302-778-6406	1.45
10/02/03	Telephone call to: LOSANGELES,CA 213-680-8244	.62
10/02/03	Telephone call to: STATE OF,DE 302-778-6406	1.45
10/02/03	Telephone call to: DALLAS,TX 214-587-6256	1.25
10/02/03	Scanned Images	14.85
10/03/03	Telephone call to: ATLANTA,GA 404-202-4150	.50
10/03/03	West Publishing-TP,Database Usage 10.03	17.19
10/07/03	Telephone call to: WILMINGTON,DE 302-652-1100	2.99
10/07/03	Telephone call to: JORDAN,MN	1.00



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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/08/03	612-492-8323 Telephone call to: WILMINGTON,DE 302-652-4100	1.00
10/08/03	Standard Copies	15.00
10/08/03	Standard Copies	4.90
10/08/03	PACER SERVICE CENTER - Computer Database Research - Pacer service from 7/01/03 to 09/30/03	28.49
10/10/03	Telephone call to: GRD PR,TX 214-647-7679	1.99
10/10/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
10/10/03	Fed Exp to:AMY D BROWN ESQ,WILMINGTON,DE from:RAYMOND FREDMAN	9.97
10/14/03	GENESYS CONFERENCING, INC. - Telephone - 09/29/03 Conference call	7.86
10/15/03	Scanned Images	2.10
10/16/03	Telephone call to: S SAN,CA 650-833-2159	6.65
10/17/03	Telephone call to: STATE OF,DE 302-778-6405	2.24
10/17/03	Telephone call to: DALLAS NE,TX 972-906-2400	.50
10/17/03	Telephone call to: STATE OF,DE 302-778-6406	.50
10/17/03	Telephone call to: STATE OF,DE 302-778-6405	.75
10/17/03	Telephone call to: STATE OF,DE 302-778-6406	1.00
10/21/03	Scanned Images	.15
10/22/03	Telephone call to: STATE OF,DE 302-778-6406	5.23
10/22/03	Telephone call to: SAN FRAN,CA 415-439-1476	.64
10/22/03	Telephone call to: STATE OF,DE 302-778-6405	5.98
10/23/03	Standard Copies	5.60
10/24/03	Telephone call to: WILMINGTON,DE 302-426-1900	1.00
10/28/03	Standard Copies	3.20
10/29/03	Telephone call to: STATE OF,DE 302-778-6405	2.49
10/29/03	Telephone call to: WILMINGTON,DE 302-652-1100	1.49
10/29/03	Telephone call to: GRD PR,TX 214-647-7679	2.49

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/29/03	Telephone call to: GRD PR,TX 214-647-7679	1.49
10/29/03	Telephone call to: STATE OF,DE 302-778-6405	.50
10/29/03	Telephone call to: STATE OF,DE 302-778-6405	2.99
10/30/03	Telephone call to: STATE OF,DE 302-778-6405	.75
10/30/03	Telephone call to: GRD PR,TX 214-647-7679	3.99
10/30/03	Telephone call to: ST LOUIS,MO 314-721-7011	.75
10/30/03	Telephone call to: WILMINGTON,DE 302-652-4100	.50
10/30/03	Telephone call to: WILMINGTON,DE 302-656-8162	.75
10/30/03	Telephone call to: MINEAPOLIS,MN 612-672-3726	1.74
10/30/03	Telephone call to: STATE OF,DE 302-778-6405	1.99
10/30/03	Telephone call to: DALLAS NE,TX 972-906-8168	1.00
10/30/03	Telephone call to: PHOENIX,AZ 602-256-0566	3.49
10/31/03	Telephone call to: ST LOUIS,MO 314-721-7011	.50
10/31/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
10/31/03	Telephone call to: TREMONTON,UT 801-257-1840	.75
	Total Expenses	\$ 300.82