

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/12/03	.70	Yvette Golan	Analyze state law re Snell & Wilmer's motion to lift stay.
11/12/03	8.30	Yvette Golan	Legal research re opposition to Snell & Wilmer's motion to lift stay and draft opposition to Snell & Wilmer's motion to lift stay.
11/12/03	1.40	Shirley S Cho	Review revised Krist Oil stipulation and voicemail to A. Singer re same (.3); email to D. Capozzola re same (.1); telephone conference with J. Baer re Snell & Wilmer motion (.1); strategize re same (.2); strategize re Snell & Wilmer motion (.2); telephone conference with A. Singer re Krist Oil order (.1) ; telephone conference with D. Capozzola re same (.1); telephone conference with local counsel re Krist Oil (.1); review Snell & Wilmer order (.2).
11/12/03	.40	Peter J Leeson, IV	Conference with C. Frost re relief from stay and insurance issues (.1); conference with C. Frost and G. Richards re strategy (.2); conference with C. Frost re letter of credit (.1).
11/12/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re relief from stay filed by Warrington.
11/12/03	.20	Laura Thomas	Telephone conference with J. Charrlin re scheduling of deposition.
11/12/03	2.50	Laura Thomas	Conference with J. Charrlin to prepare for deposition.
11/12/03	.20	Laura Thomas	Exchange emails with D. Capozzola re Marigold (.1); exchange emails with Marigold counsel (.1); leave voicemail message for M. Scott re status of Marigold (.1).
11/12/03	2.30	Laura Thomas	Draft assumption section of Core-Mark motion.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/12/03	.30	Laura Thomas	Telephone conference with D. Rottenstreich re R. Sprinkle deposition.
11/12/03	.90	Laura Thomas	Type notes from meeting with J. Charrlin.
11/12/03	2.80	Laura Thomas	Participate in telephone conference re preparation of R. Sprinkle for deposition.
11/12/03	.20	Laura Thomas	Telephone conference with D. Skinner re testimony at Price Chopper Foods hearing.
11/12/03	2.90	Laura Thomas	Draft cross and direct exam for J. Charrlin.
11/12/03	.30	Laura Thomas	Exchange emails and participate in telephone conference with T. Gaillard re status of discovery in Georgia.
11/12/03	.40	Laura Thomas	Exchange emails and telephone calls with D. Capozzola and S. McFarland re videographer for the Sprinkle deposition (.3); telephone conference with Sarah at Spherion re same (.1).
11/12/03	.30	Richard S Berger	Memorandum to R. Stovall re Westchester motion for relief from stay.
11/12/03	.20	Richard S Berger	Telephone call to R. Stovall re Westchester motion for relief from stay.
11/12/03	.60	Richard S Berger	Review and analysis of bonds in Westchester motion vs. total Westchester bonds and memorandum to R. Stovall re same.
11/12/03	2.00	Andrew E Paris	Revise EZ-Maet brief and T. Morrow affidavit.
11/12/03	.30	Sydne J Michel	Telephone conference with R. Palacio re Kelley Foods' settlement agreement (.2); draft letter to R. Palacio re

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			same (.1).
11/13/03	1.40	Yvette Golan	Legal research and draft opposition to Snell & Wilmer's motion to lift stay.
11/13/03	1.30	Shirley S Cho	Review and provide comment to draft Snell & Wilmer opposition (.3); telephone conference with J. Frame re same (.1); email A. Singer re Krist Oil lift stay motion (.1); telephone conference with T. Morrow re Snell & Wilmer (.1); review revised opposition (.5); telephone conference with M. Johnson re same (.2).
11/13/03	.70	Laura Thomas	Review draft of EZ Mart motion (.4); exchange emails with A. Paris and S. Cho re same (.3).
11/13/03	1.30	Laura Thomas	Prepare direct exam for J. Charrlin.
11/13/03	.40	Laura Thomas	Telephone conference with D. Rottenstreich re deposition of R. Sprinkle.
11/13/03	.80	Laura Thomas	Review and analyze documents for Price Chopper depositions.
11/13/03	.20	Laura Thomas	Exchange emails with S. McFarland re expert affidavit (.1); email to D. Skinner re same (.1).
11/13/03	5.70	Laura Thomas	Prepare direct exam for A. Hahn (3.2); conference with A. Hahn to prepare for deposition (2.5).
11/13/03	.30	Laura Thomas	Exchange emails with C. Kunz re documents for Price Choppers (.2); email E. Liebeler and D. Capozzola re same (.1).
11/13/03	.20	Richard S Berger	Email correspondence with R. Stovall re Westchester motion for relief from stay to terminate surety bonds.
11/13/03	.10	Steven E Bledsoe	Review letter from Albertson's re discovery schedule.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/13/03	4.40	Andrew E Paris	Revise EZ Mart brief (3.9); conference with M. Walsh re same (.5).
11/13/03	.30	Sydne J Michel	Review and analyze objection to Wilbur Rock's motion to lift stay.
11/14/03	1.10	Christopher Frost	Analyze issues re Wuethrich motion to lift stay (.3), conference with S. Parisi re same (.4), and conference with C. Birchette and L. Goldberger re same (.4).
11/14/03	1.30	Yvette Golan	Conduct legal research and draft opposition to Snell & Wilmer's motion to lift stay.
11/14/03	1.20	Shirley S Cho	Review voicemail from A. Singer re lift stay (.1); review S&W opposition (.5); email to M. Johnson re S&W lift stay motion (.1); telephone conference with A. Singer re lift stay (.1); telephone conference with W. Disse re Kelley foods (.1); telephone conference with Y. Golan re Snell & Wilmer (.3).
11/14/03	1.50	Laura Thomas	Prepare for depositions of J. Charrlin and A. Hahn.
11/14/03	7.00	Laura Thomas	Defend and take direct deposition of J. Charrlin and A. Hahn.
11/14/03	.50	Laura Thomas	Confer with J. Charrlin and A. Hahn re deposition testimony.
11/14/03	.40	Richard S Berger	Email correspondence with R. Stovall re Westchester bonds and motion for relief from stay.
11/14/03	.30	Richard S Berger	Telephone conference with R. Stovall re Westchester bonds and relief from stay motion.
11/14/03	.20	Richard S Berger	Email correspondence with W. Kelleher re Westchester motion for relief from stay.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/14/03	.90	Richard S Berger	Prepare conditional consent to granting Westchester relief from stay motion.
11/14/03	1.00	Andrew E Paris	Participate in EZ Mart telephone conference with T. Morrow, B. Roof, S. Cho re strategy.
11/14/03	.80	Geoffrey A Richards	Telephone conference with L. Price re arbitration issues.
11/14/03	.50	Geoffrey A Richards	Telephone conference with C. Frost re lift stay matters for insured claims.
11/14/03	.50	Sydne J Michel	Draft and respond to correspondence from W. Disse re compromise motion in Kelley Foods' settlement (.3); draft and respond to correspondence from S. Cho re same (.2).
11/16/03	.30	Laura Thomas	Revise response to DSD appeal order and forward to S. McFarland.
11/16/03	.70	Sydne J Michel	Draft correspondence to S. Cho re motion to approve Kelley Foods' settlement (.2); review related documents (.5).
11/16/03	.20	Sydne J Michel	Draft correspondence to W. Disse re committee approval of Kelley Foods' settlement agreement.
11/16/03	.20	Sydne J Michel	Draft memorandum to R. Palacio re continuance of Kelley Foods' lift stay motion.
11/17/03	1.20	Christopher Frost	Analyze issues re Wuethrich motion to lift stay (1.0), correspond with C. Birchette re same (.1), correspond with G. Pascale (Wuethrich's counsel) re same (.1).
11/17/03	4.70	Yvette Golan	Legal research and draft opposition to Snell & Wilmer's motion to lift stay.
11/17/03	.60	Shirley S Cho	Email correspondence with J. Skidmore re Snell & Wilmer motion (.1); revise Krist Oil stipulation (.2); email to

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			counsel re same (.1); review revised Krist Oil stipulation (.1); email to committee counsel re same (.1).
11/17/03	.30	Laura Thomas	Telephone conference with T. Eidsen re T. Gaillard matter.
11/17/03	2.30	Laura Thomas	Revise and send out response to Judge's order in DSD appeal.
11/17/03	.50	Laura Thomas	Office conference with E. Liebeler re strategy for brief and hearing in Price Choppers.
11/17/03	.20	Laura Thomas	Telephone conference with B. Folsie re Price Chopper's desire for a continuance and strategy relating thereto.
11/17/03	.20	Laura Thomas	Exchange emails with K. Phillips re affidavit for Skinner (.1); exchange voicemails with Dakota Worldwide re same (.1).
11/17/03	1.60	Laura Thomas	Review and analyze memorandum re motions to lift stay and review case law relating to same.
11/17/03	.50	Laura Thomas	Draft correspondence to T. Eidsen re discovery in T. Gaillard matter (.4); telephone conference with T. Gaillard to discuss status of case (.1).
11/17/03	.80	Laura Thomas	Email correspondence with S. Miller re Marigold's recoupment motion and possible continuance (.5); email correspondence with S. Kotarba re Marigold's PACA Claims (.1); telephone conference with committee re continuation and status of Marigold (.1); notify S. McFarland and litigation team of continuance (.1).
11/17/03	.20	Richard S Berger	Memo to R. Stovall re Westchester relief from stay motion.
11/17/03	1.40	Richard S Berger	Review and analyze proposed stipulation

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			from W. Kelleher (.3); redraft stipulation and memorandum re same to W. Kelleher (1.1).
11/17/03	1.10	Eric C Liebler	Review Price Choppers discovery (.5); telephone conference with L. Thomas and opposing counsel re Price Choppers scheduling (.6).
11/18/03	1.10	Christopher Frost	Analyze issues re Wuethrich motion to lift stay (.5); email correspondence with G. Pascale, L. Goldberger, C. Birchette re same (.6).
11/18/03	.10	Yvette Golan	Revise opposition to Snell & Wilmer's motion to lift stay.
11/18/03	.30	Shirley S Cho	Review and respond to voicemail of C. Birchette re violation of stay (.1); review email from A. Singer re relief from stay motion (.2).
11/18/03	.80	Denise Wymore	Review email from S. Cho re Dial Stipulation (.1); docket search re same (.5); email to S. Cho forwarding Stipulation (.2).
11/18/03	.20	Peter J Leeson, IV	Review email from C. Frost re conference call with carrier (.1); conference with C. Frost re letter of credit (.1).
11/18/03	1.00	Laura Thomas	Prepare for and participate in legal issues telephone conference.
11/19/03	.80	Christopher Frost	Analyze issues re Wuethrich's lift stay motion, and correspond with S. Parisi re same.
11/19/03	.90	Yvette Golan	Legal research re opposition to Snell & Wilmer's motion to lift stay.
11/19/03	.50	Shirley S Cho	Email correspondence with A. Singer re Krist Oil (.1); strategize re response to Snell & Wilmer motion (.2); email correspondence with M. Johnson re same (.2).

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/19/03	.20	Peter J Leeson, IV	Review email from C. Frost re continuing Wuethrich motion for relief from stay (.1); review email from L. Goldberger re the same (.1).
11/19/03	.80	Dan Rottenstreich	Review transcript of Sprinkle deposition (.5); conference with L. Thomas re same (.3).
11/19/03	1.50	Laura Thomas	Exchange emails with opposing counsel re agreed continuation (.8); email and voicemail exchanges with W. Liebeler and D. Capozzola re same (.5); voicemail and email exchange with B. Folse re same (.1); voicemail to D. Skinner re same (.1).
11/20/03	.90	Christopher Frost	Analyze issues re Rock's lift stay motion, and correspond with D. Mahoney (Rock's counsel) re same.
11/20/03	.80	Shirley S Cho	Draft opposition to Krist Oil (.5); finalize same for filing (.3).
11/20/03	.70	Laura Thomas	Email correspondence with Price Chopper counsel and litigation team re continuation (.5); telephone conference with D. Skinner re continuation (.1); office conference with E. Liebeler re Price Choppers (.1).
11/20/03	.20	Laura Thomas	Review stipulation from Price Choppers and transmit to local counsel.
11/20/03	1.00	Laura Thomas	Draft deposition notices and begin draft of discovery for Price Chopper (.8); office conference with E. Yep and A. Huerta re information needed for discovery (.2).
11/20/03	.90	Laura Thomas	Participate in legal issues telephone conference.
11/20/03	.80	Laura Thomas	Telephone conference with S. McFarland and J. Bocock re Price Chopper's objection to arbitration (.5); review

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			FAS and draft email outlining arbitration position to E. Liebeler, G. Richards and D. Capozzola (.1).
11/20/03	.30	Richard S Berger	Telephone conferences with W. Kelleher re Westchester relief from stay motion.
11/20/03	.30	Richard S Berger	Memorandum to R. Stovall re Westchester negotiations.
11/20/03	.20	Richard S Berger	Memorandum to L. Mandel re Westchester proposed stipulation for relief from stay.
11/20/03	.20	Richard S Berger	Memorandum to R. Stovall re Westchester relief from stay motion and re Canadian surety bonds.
11/20/03	1.50	Eric C Liebeler	Review and analyze Price Chopper's opposition to arbitration motion (.5); work on determining date Albertson's opened in Flagstaff (.5); discuss strategy with L. Thomas (.5).
11/21/03	.70	Laura Thomas	Email correspondence with Newcastle counsel (.1); revise stipulation for continuance and send out for filing (.6).
11/21/03	2.00	Laura Thomas	Review hearing transcript and draft discovery and deposition notices for EZ Mart.
11/21/03	.30	Richard S Berger	Telephone conference with W. Kelleher re Westchester relief from stay stipulation and potential additional stipulation re Canadian bonds.
11/21/03	.20	Richard S Berger	Telephone conference and email to and from W. Kelleher re proposed stipulation for relief from stay and re exhibits to stipulation.
11/21/03	.20	Richard S Berger	Telephone conference with W. Kelleher re relief from stay stipulation for Westchester.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/24/03	1.20	Steven R Kotarba	Review with K. Robling re his responses to motions to lift stay and to extend bar date.
11/24/03	.40	Shirley S Cho	Telephone conference with M. Dulac re WCM motion (.2); telephone conference with S. Michel re Kelley Foods (.2).
11/24/03	.30	Laura Thomas	Telephone conference with T. Eidson re T. Gaillard matter.
11/24/03	.30	Laura Thomas	Telephone conference re legal issues.
11/24/03	.20	Richard S Berger	Telephone conference with L. Mandel re Committee approval of Westchester settlement.
11/24/03	.20	Richard S Berger	Telephone conference with W. Kelleher and C. Lhulier re Committee approval of Westchester stipulation for relief from stay.
11/24/03	.30	Richard S Berger	Email correspondence with C. Lhulier and W. Kelleher re proposed form of order on Westchester stipulation.
11/24/03	.20	Sydne J Michel	Telephone conference with S. Cho re stipulation and order re Kelley Foods' settlement.
11/25/03	.90	Shirley S Cho	Telephone conferences with A. Singer re Krist Oil relief from stay (.3); email to L. Jones and G. Richards re same (.1); email to counsel re B. Folse re Krist Oil (.1); draft Krist Oil revised stipulation (.4).
11/25/03	.50	Laura Thomas	Review and analyze DSD appeal motion filed by plaintiffs (.3); telephone conference with S. McFarland re same motion (.2).
11/25/03	1.30	Laura Thomas	Review letter from T. Eidson dismissing charges against T. Gaillard (.2); leave voicemail with T. Gaillard re same (.1); send email to Fleming personnel re same (.3); draft documents for

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			permanent injunction and agreed order (.7).
11/25/03	.30	Steven E Bledsoe	Review documents produced by Albertson's.
11/25/03	.50	Steven E Bledsoe	Telephone conference with T. Stenger and R. Tilly re strategy for Albertson's hearing.
11/25/03	1.00	Sydne J Michel	Draft and respond to correspondence from S. Cho and W. Disse re Kelley Foods' compromise motion. (.5); review settlement agreement re same (.5).
11/26/03	1.00	Christopher Frost	Draft opposition to Lorin Stewart motion to lift stay, and correspond with L. Vick re same.
11/26/03	.30	Shirley S Cho	Telephone conference with M. Dulac re WCM (.2); email correspondence with D. Ginsberg re same (.1).
11/26/03	.20	Shirley S Cho	Email to counsel for Snell & Wilmer re lift stay (.1); email to T. Morrow re same (.1).
11/26/03	.30	Laura Thomas	Office conference with E. Liebeler re results of 11/25 hearing.
11/26/03	.20	Laura Thomas	Exchange voicemail and email with S. Miller re continuation in Marigold hearing.
11/26/03	.90	Laura Thomas	Telephone conference re legal issues.
11/26/03	.20	Laura Thomas	Draft and send letters to P&J Jumbo counsel re motion to withdraw.
11/26/03	.30	Steven E Bledsoe	Review agenda for Albertson's hearing (.2) telephone conference with C. Lhulier re same (.1).
11/26/03	.50	Eric C Liebeler	Review injunction motion and outline responses (Jubilee).
11/29/03	1.80	Laura Thomas	Research case law on law of the case in

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			the third circuit.
11/30/03	.80	Laura Thomas	Draft notes from research on law of case and provide to E. Liebeler.
11/30/03	.50	Laura Thomas	Draft response motion to DSD appellees motion.
	233.20		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/25/03	Telephone call to: MELROSE,KS 913-381-0073	4.73
10/29/03	West Publishing-TP,Database Usage 10.03	50.09
10/30/03	West Publishing-TP,Database Usage 10.03	56.76
10/31/03	LEXISNEXIS - Computer Database Research - LexisNexis Database Usage for October, 2003	19.61
11/05/03	Telephone call to: S SAN,CA 650-589-9445	1.51
11/05/03	Telephone call to: DALLAS NE,TX 972-906-8662	.50
11/05/03	Fed Exp to:J C LUMDEY,YUKON,OK from:LAURA THOMAS	13.74
11/06/03	Telephone call to: NEWYORKCTY,NY 212-531-0979	.50
11/06/03	Telephone call to: DALLAS,TX 214-725-0872	1.49
11/06/03	Telephone call to: 952-835-4505	.50
11/06/03	Telephone call to: OKLA CITY,OK 405-943-5389	6.98
11/06/03	Telephone call to: E PHOENIX,AZ 480-456-3201	.75
11/06/03	Telephone call to: WILMINGTON,DE 302-888-6800	1.49
11/06/03	Telephone call to: 952-835-4505	2.24
11/06/03	Telephone call to: KIMBRLNGCY,MO 417-739-2897	1.25
11/06/03	Telephone call to: PHOENIX,AZ 602-252-6700	.50
11/07/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/07/03	Telephone call to: E PHOENIX,AZ 480-456-3201	.75
11/07/03	Telephone call to: 952-835-4505	.50
11/07/03	Telephone call to: KIMBRLNGCY,MO 417-739-2897	.50
11/07/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/07/03	Telephone call to: PHOENIX,AZ 602-257-5207	1.74
11/07/03	Telephone call to: KIMBRLNGCY,MO 417-739-2897	.50
11/07/03	Telephone call to: E PHOENIX,AZ	1.25

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/07/03	480-706-1196 Telephone call to: PHOENIX,AZ 602-257-5207	1.49
11/07/03	Telephone call to: KIMBRNGCY,MO 417-739-2897	5.73
11/07/03	Telephone call to: PHILADELPHIA,PA 610-805-3400	.50
11/07/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/08/03	Telephone call to: OK CITY,OK 405-613-1240	1.00
11/08/03	Telephone call to: E PHOENIX,AZ 480-502-5921	.50
11/08/03	Standard Copies	3.00
11/08/03	Standard Copies	6.70
11/09/03	Telephone call to: MELROSE,KS 913-381-0073	4.73
11/10/03	Telephone call to: DALLAS NE,TX 972-906-2177	.50
11/10/03	Telephone call to: DALLAS NE,TX 972-906-2177	2.24
11/10/03	Laura Thomas, Telephone While Traveling, 11/10/03 (Telephone Charges)	10.46
11/10/03	Laura Thomas, Telephone While Traveling, 11/10/03 (Telephone Charges)	9.22
11/10/03	Laura Thomas, Telephone While Traveling, 11/10/03 (Telephone Charges)	9.22
11/10/03	Laura Thomas, Telephone While Traveling, 11/10/03 (Telephone Charges)	7.98
11/10/03	Laura Thomas, Telephone While Traveling, 11/10/03 (Telephone Charges)	16.66
11/10/03	Scanned Images	.90
11/10/03	Scanned Images	1.35
11/11/03	Telephone call to: PHOENIX,AZ 602-252-1234	2.75
11/11/03	Telephone call to: LUBBOCK,TX 806-777-6435	.50
11/11/03	Laura Thomas, Telephone While Traveling, 11/11/03 (Telephone Charges)	10.46
11/11/03	Laura Thomas, Telephone While Traveling, 11/11/03 (Telephone Charges)	9.22
11/11/03	Laura Thomas, Telephone While Traveling, 11/11/03 (Telephone Charges)	12.94
11/11/03	Laura Thomas, Telephone While Traveling, 11/11/03 (Telephone Charges)	11.70
11/11/03	Laura Thomas, Telephone While Traveling,	11.70

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/11/03	11/11/03 (Telephone Charges) Laura Thomas, Telephone While Traveling, 11/11/03 (Telephone Charges)	17.90
11/11/03	Laura Thomas, Telephone While Traveling, 11/11/03 (Telephone Charges)	11.70
11/12/03	Telephone call to: ARLINGTON, TX 817-300-9829	.50
11/12/03	Telephone call to: CHICAGO, IL 312-953-5296	.75
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	11.70
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	11.70
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	1.00
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	9.22
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	11.70
11/12/03	Laura Thomas, Teleconference, 11/12/03, (Telephone Charges), Conference call to prep R. Sprinkle.	119.58
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	11.70
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	16.66
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	9.22
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	9.22
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	1.00
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	10.46
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	9.22
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	9.22
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	9.22
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	12.94
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	10.46
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	1.50

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

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11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	22.86
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	7.98
11/12/03	Laura Thomas, Telephone While Traveling, 11/12/03 (Telephone Charges)	14.18
11/12/03	Telephone call to: WILMINGTON,DE 302-984-3830	.50
11/12/03	Telephone call to: NY CITY,NY 917-940-4413	.50
11/12/03	Telephone call to: WILMINGTON,DE 302-984-3830	1.49
11/12/03	Telephone call to: MADISON,WI 608-283-2407	.50
11/12/03	Telephone call to: NY CITY,NY 917-940-4413	1.00
11/12/03	Fax page charge to 302-571-1750	.75
11/12/03	Fax page charge to 480-707-5005	.75
11/12/03	Scanned Images	.30
11/12/03	Fed Exp to:DONALD O LOEB ESQ,SCOTTSDALE,AZ from:LAURA THOMAS	8.68
11/12/03	Fed Exp to:CARL N KUNZ III,WILMINGTON,DE from:LAURA THOMAS	9.83
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	7.98
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	7.98
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	9.22
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	7.98
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	1.00
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	9.22
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	1.00
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	1.00
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	1.00
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	1.00
11/13/03	Laura Thomas, Telephone While Traveling, 11/13/03 (Telephone Charges)	9.22
11/13/03	Laura Thomas, Telephone While Traveling,	11.70

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/13/03	11/13/03 (Telephone Charges) Laura Thomas, Telephone While Traveling,	9.22
11/13/03	11/13/03 (Telephone Charges) Telephone call to: TREMONTON,UT 801-257-1900	1.99
11/13/03	Telephone call to: RICHMOND,BC 604-244-4609	1.24
11/13/03	Scanned Images	1.35
11/14/03	Telephone call to: RICHMOND,BC 604-244-4609	1.86
11/14/03	Telephone call to: STATE OF,DE 302-778-6405	1.49
11/14/03	Scanned Images	1.35
11/17/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/17/03	Telephone call to: 229-242-6726	.50
11/17/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/17/03	Telephone call to: 952-835-4505	.50
11/17/03	Telephone call to: WILMINGTON,DE 302-888-6853	.50
11/17/03	Telephone call to: STATE OF,DE 302-778-6406	.50
11/17/03	Telephone call to: DETROIT,MI 313-393-7331	.50
11/17/03	Telephone call to: GRD PR,TX 214-647-7500	1.00
11/17/03	Fax page charge to 229-896-5031	.75
11/17/03	Fax page charge to 214-647-7501	.75
11/17/03	Scanned Images	.75
11/17/03	Fed Exp to:MR TIM EISON,ADEL,GA from:LAURA THOMAS	11.58
11/18/03	HAWKINS REPORTING SERVICE - Court Reporter Fee/Deposition - Deposition of Ray Sprinkle	1,220.75
11/19/03	Telephone call to: STATE OF,DE 302-778-6412	.50
11/19/03	Telephone call to: KIMBRLNGCY,MO 417-739-2897	.50
11/19/03	Telephone call to: CHICAGO,IL 312-953-5296	1.00
11/20/03	Telephone call to: WILMINGTON,DE 302-984-3830	2.74
11/20/03	Scanned Images	.90
11/20/03	Fed Exp to:J C LUNDY,YUKON,OK from:LAURA THOMAS	10.46

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/21/03	Telephone call to: DETROIT,MI 313-393-7331	.50
11/22/03	SPHERION - Court Reporter Fee/Deposition	1,345.00
11/24/03	Telephone call to: WILMINGTON,DE 302-984-3830	1.00
11/24/03	Telephone call to: NEWYORKCTY,NY 212-530-5412	.50
11/24/03	Telephone call to: WILMINGTON,DE 302-652-4100	1.00
11/24/03	Telephone call to: BRITTON,OK 405-858-5854	.50
11/25/03	Telephone call to: 229-896-7531	.50
11/25/03	Scanned Images	.30
11/26/03	Telephone call to: STATE OF,DE 302-778-6405	2.99
11/26/03	Telephone call to: WILMINGTON,DE 302-652-4100	1.74
11/26/03	Telephone call to: DETROIT,MI 313-393-7331	.50
11/26/03	Postage	.74
11/26/03	Postage	.74
11/26/03	Fax page charge to 302-888-0606	.75
11/26/03	Fax page charge to 310-201-0760	.75
11/26/03	Fax page charge to 310-201-0760	.75
11/26/03	Fax page charge to 302-888-0606	.75
11/26/03	Fax page charge to 302-888-0606	.75
11/26/03	Fax page charge to 310-201-0760	.75
11/26/03	Scanned Images	.30
11/26/03	Scanned Images	.30
	Total Expenses	\$ 3,389.81

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

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

Page 1

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shirley S Cho	.90	445.00	400.50
Steven R Kotarba	.60	420.00	252.00
Haleh Rahjoo	1.30	345.00	448.50
Frank A Chavez	2.30	90.00	207.00
Andrew J Groesch	1.00	190.00	190.00
Denise Wymore	13.90	210.00	2,919.00
James R Strohl	.60	150.00	90.00
Total	20.60		\$ 4,507.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/03/03	.80	Denise Wymore	Revise OCP chart (.6); review email from S. Cho re OCP affidavits (.1); telephone call to M. Bennett re same (.1).
11/03/03	.70	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various retention applications filed by various professionals.
11/04/03	2.50	Denise Wymore	Telephone conferences with S. McFarland re OCP lists (.4); review multiple emails re same (.5); prepare fifth supplemental exhibit to OCP order (1.0); review chart re same (.6).
11/05/03	1.80	Denise Wymore	Finalize Fifth amendment to OCP list (.4); forward to S. McFarland for filing with Court (.2); review email from S. Cho re same (.1); telephone call to M. Bennett re affidavit (.1); revise OCP chart (.8); email to S. McFarland re updated OCP chart (.2).
11/05/03	.30	Frank A Chavez	Maintain and distribute electronic case database re applications for compensation filed by professionals.
11/06/03	.50	Denise Wymore	Telephone conference with M. Bennett (.2); review letter from M. Bennett (.1); email to S. McFarland forwarding affidavit for filing (.2).
11/07/03	1.20	Denise Wymore	Review emails from S. McFarland re OCP lists (.3); review documents re same (.9).
11/10/03	.30	Steven R Kotarba	Conference call with A. Groesch re payments to professionals (.1) and re budget (.2).
11/10/03	.10	Shirley S Cho	Telephone conference with R. Friedman re supplemental affidavit of

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			disinterestedness.
11/11/03	.30	Steven R Kotarba	Review and comment on chart re budgeting of professional fees.
11/11/03	1.20	Denise Wymore	Review email from OCP Affidavits (.1); review docket re same (.5); retrieve and email to S. Cho (.6).
11/11/03	1.00	Andrew J Groesch	Draft and revise fee summary chart with J. Celeski to verify accuracy of the numbers.
11/12/03	.40	Shirley S Cho	Review and revise Sprayregen supplemental affidavit (.3); email correspondence with K. Furhman re OCP list (.1).
11/13/03	.50	Denise Wymore	Review email from S. Cho re BMC retention (.1); docket search re same (.4).
11/13/03	1.20	Denise Wymore	Review emails re OCP's (.3); revise chart re same (.9).
11/13/03	.60	James R Strohl	Revise and edit spreadsheet re applications filed by professionals to date.
11/13/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, various documents re FTI Consulting retention application and employment agreement.
11/13/03	1.30	Haleh Rahjoo	Review voicemail messages from G. Richards re FTI retention (.3); review and analyze employment documents for FTI (.7); email correspondence to G. Richards and R. Wynne re same (.3).
11/14/03	.90	Denise Wymore	Revise OCP list.
11/17/03	.80	Frank A Chavez	Maintain and distribute, for attorney review and use, electronic case database re applications for compensation filed by professionals.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/18/03	.60	Denise Wymore	Review bill from Black Helterline (.1); review OCP chart (.3); telephone conference with J. Baumgarten re declaration (.2)
11/19/03	.20	Shirley S Cho	Telephone conference with D. Berliner re BDO Seidman (.1); email to client re same (.1).
11/20/03	.20	Shirley S Cho	Telephone conference with K. Richesson re professionals (.1); voicemail to L. Jones re same (.1).
11/20/03	.70	Denise Wymore	Review email from S. Cho re Sonnenschein retention (.1); docket search re same (.5); email to S. Cho (.1).
11/20/03	1.00	Denise Wymore	Update OCP list.
11/21/03	1.00	Denise Wymore	Review email from S. Cho re OCP list (.1); docket search and revise OCP list (.8); email to S. Cho and S. McFarland forwarding same (.1).
	20.60		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

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

December 19, 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.# 2727857

IN THE MATTER OF **Tax Issues**
 File No. 40575-0029

For legal services rendered through November 30, 2003 (see attached Description of Legal Services for detail)	\$ 83,034.00
For disbursements incurred through November 30, 2003 (see attached Description of Expenses for detail)	\$ 2,296.22
Total for legal services rendered and expenses incurred	\$ 85,330.22

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Janet S Baer	.20	625.00	125.00
Shirley S Cho	.10	445.00	44.50
Willard G Fraumann, P.C.	4.30	660.00	2,838.00
Robert M Jason	47.10	615.00	28,966.50
Natalie H Keller	43.30	450.00	19,485.00
Steven R Kotarba	.40	420.00	168.00
Olga A Loy	3.00	425.00	1,275.00
Elena Marre	37.20	365.00	13,578.00
Todd F Maynes	6.10	625.00	3,812.50
Jillian Rice	14.90	235.00	3,501.50
Geoffrey A Richards	7.20	460.00	3,312.00
Xiaojie Wang	19.60	280.00	5,488.00
Richard L Wynne	.50	670.00	335.00
Denise Wymore	.50	210.00	105.00
Total	184.40		\$ 83,034.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
10/09/03	.50	Denise Wymore	Distribute tax motion.
11/01/03	1.50	Robert M Jason	Review N. Keller's updated tax analysis and memorandum to tax subcommittee (.3); state tax analysis and update status memorandum re same (.7); draft and review correspondence re same (.5).
11/01/03	.20	Richard L Wynne	Telephone conference with W. Fraumann and reply re 1099 tax issue and telephone conference with T. Maynes re same.
11/01/03	.40	Natalie H Keller	Review and respond to e-mail correspondence re state trust fund tax issues.
11/02/03	1.30	Robert M Jason	Review and respond to various correspondence re Iowa and review schedules re same (.8); revise status memorandum and draft correspondence (.5).
11/02/03	1.30	Robert M Jason	Review and analyze Ernst & Young's transaction tax spreadsheets and documentation.
11/02/03	3.70	Jillian Rice	Review spreadsheet of tax liens and identify relevant liens (0.5); review relevant liens (3.2).
11/03/03	.90	Robert M Jason	Review correspondence and attachments from Ernst & Young re state tax disputes.
11/03/03	2.50	Robert M Jason	Review and revise draft disclosures (1.8); telephone conference with R. Stovall, A. Helmbright, D. Coley, O. Loy re sale (.5); telephone conference with O. Loy re same (.2).
11/03/03	2.00	Xiaojie Wang	Continue to search on remaining misc. excise tax items.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/03/03	.50	Jillian Rice	Review and organize tax liens.
11/03/03	3.30	Elena Marre	Telephone call with C. Wong, R. Stovall, and N. Keller re status of settlement of pre-petition state tax liabilities and follow-up re same (1.0); review list of new POCs to ensure completeness of packet of new POCs (1.5); telephone call with CT Department of Revenue re outstanding tax liabilities and follow-up re same (.5); review new POCs (.3).
11/03/03	.70	Willard G Fraumann, P.C.	Conference call re tax issues (.4); conference T. Maynes (.3).
11/03/03	.50	Natalie H Keller	Conference with J. Wang re trust fund tax issues and follow-up re same (.2); conference with T. Maynes re state income tax issues and follow-up re same (.2); telephone conference with R. Stovall re tax issues (.1).
11/03/03	.80	Natalie H Keller	Telephone conference with D. Sigler re state tax issues and follow-up re same (.2); review proof of claim from IRS and route to company (.3); review and respond to e-mail correspondence re state tax issues (.3).
11/03/03	2.80	Natalie H Keller	Prepare for and attend telephone conference with R. Stovall, C. Wong, C. Hernandez and E. Marre re trust fund tax issues (.8); conference with E. Marre re same and follow-up re same (.2); draft letter agreement for Minnesota pre-petition tax liabilities (.8); draft confidentiality agreement re tax issues (1.0).
11/03/03	1.50	Todd F Maynes	Conference with W. Fraumann and Archie re 1099 situation (1.2); preparation of emails re same (.3).
11/03/03	1.50	Geoffrey A Richards	Telephone conference with Texas tax authorities re tax priority.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/04/03	1.00	Robert M Jason	Telephone conference with L. Wroblewski re state tax issues (.2); state tax analysis (.8).
11/04/03	1.00	Xiaojie Wang	Trust fund analysis re Alatax.
11/04/03	5.20	Elena Marre	Telephone call with L. Wroblewski re Lewisville tax abatement and follow-up re same (.4); confirm completion of packet of new POCs (.3); conference with J. Rice re new POCs and follow-up re same (.2); research re treatment of straddle franchise tax returns as pre-petition or post-petition taxes (4.3).
11/04/03	1.00	Willard G Fraumann, P.C.	Telephone conference A. Dykes and T. Maynes re taxes (.5); revise issues re draft memo re 1099 (.5).
11/04/03	.70	Natalie H Keller	Draft confidentiality agreement for tax issues (.5); telephone conference with R. Stovall re tax issues (.2).
11/04/03	1.00	Todd F Maynes	Preparation of memorandum re 1099 issue.
11/05/03	7.80	Elena Marre	Review new POCs and compare with liabilities shown in Master Tax Schedule (1.5); e-mail correspondence with R. Stovall re outstanding reconciliation requests (.2); e-mail correspondence re claim on bond for Florida cigarette taxes (.2); research re status of Louisiana and Texas franchise taxes as pre-petition or post-petition taxes (5.7); voicemail and correspondence with N. Keller and R. Jason re franchise tax research (.2).
11/05/03	.30	Willard G Fraumann, P.C.	Telephone conference T. Maynes re tax issues.
11/05/03	1.30	Natalie H Keller	Review and respond to e-mail correspondence re state tax issues

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.4); telephone conference with R. Stovall re same (.3); review and respond to correspondence from Minnesota re pre-petition tax issues (.6).
11/06/03	1.00	Robert M Jason	Telephone conferences with state officials (.3); draft memoranda (.3); tax analysis re same (.4).
11/06/03	.50	Jillian Rice	Meet with N. Keller re letter agreements (.1); review sample letter agreement (.3); prepare letter agreement (.1).
11/06/03	1.40	Elena Marre	Telephone call with T. Bender at Florida Division of Alcoholic Beverages and Tobacco and follow-up re same (.4); conference with N. Keller re Louisiana and Texas franchise taxes and follow-up re same (.3); call with D. Siegler at Ernst & Young and N. Keller re franchise taxes and follow-up re same (.5); draft e-mail re research conclusions on franchise tax issue (.2).
11/06/03	.30	Willard G Fraumann, P.C.	Telephone conference A. Dykes re stock issues.
11/06/03	2.70	Natalie H Keller	Update trust fund research matrix and research issues for same (1.5); multiple telephone conferences with R. Stovall re state tax issues (.5); reconcile proofs of claim for state taxes and correspondence to client and Ernst & Young re same (.7).
11/06/03	.40	Natalie H Keller	Prepare for and attend office conference with J. Rice re preparation of state tax letter agreements and reconciliations of proofs of claim.
11/06/03	1.00	Natalie H Keller	Conference with E. Marre re state franchise tax issues and follow-up re same (.3); telephone conference with D. Sigler and E. Marre re same and

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			follow-up re same (.3); prepare and circulate agenda for November 7 committee call (.4).
11/06/03	1.30	Geoffrey A Richards	Office conference with N. Keller re Subcommittee telephone conference (.4); review materials to discuss same (.9).
11/06/03	1.10	Geoffrey A Richards	Review and revise Alberta settlement.
11/07/03	1.00	Robert M Jason	Telephone conferences with state taxing authorities, analysis re state tax obligations, and draft correspondence re same.
11/07/03	.20	Robert M Jason	Telephone conference with O. Loy re plan and review correspondence re same.
11/07/03	.20	Janet S Baer	Analyze Core-Mark tax penalty issues.
11/07/03	1.00	Jillian Rice	Draft letter agreement.
11/07/03	.60	Natalie H Keller	Telephone conference with J. Jones at Minnesota Department of Revenue re trust fund tax issues (.2); finalize letter to Nebraska re trust fund taxes and send to C. Wong (.2); review and respond to e-mails re trust fund reconciliations (.2).
11/07/03	1.40	Natalie H Keller	Prepare for and attend telephone conference with J. Skidmore, L. Petkun, B. Comeraux, B. Spector and G. Richards re trust fund tax issues (.6); review trust fund research re California beverage tax (.5); conference with J. Rice re letter agreement with Nebraska and follow-up re same (.3).
11/07/03	.80	Geoffrey A Richards	Review tax materials (.4); telephone conference with Subcommittee re same (.4).
11/08/03	1.50	Olga A Loy	Prepare for and participate in a telephone conference with J. Baer and E. Gartenlaub re tax structure of the reorganization (1.0); work on the

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			language for the Disclosure Statement describing the steps of the reorganization (.5).
11/08/03	1.50	Robert M Jason	Continue analysis re state tax payment issues (.3); review and draft correspondence re same (.2); review, analyze and respond to inquiries re tax aspects of de minimis asset sales (1.0).
11/08/03	1.50	Robert M Jason	Review accountant's analysis of transaction tax issues and costs (1.3); correspondence to/from S. Gerson re same (.2).
11/08/03	.90	Elena Marre	Update state tax spreadsheets.
11/09/03	.10	Shirley S Cho	Review tax analysis from Ernst & Young.
11/09/03	.80	Jillian Rice	Review state tax claims to identify any new claims.
11/10/03	1.50	Olga A Loy	Draft description of the tax consequences of the restructuring to Fleming's creditors.
11/10/03	6.00	Robert M Jason	Review and draft correspondence re de minimis sale issues (.3); continue work on resolving state tax payment issues for New York, Mississippi, Michigan, Alabama, Iowa, North Carolina, including analysis of proofs of claim (1.3); telephone conferences with state taxing authorities (.5); correspondence to/from various individuals (.8); analysis of responsible person issues (.9); analysis of clients view of its own tax liabilities (1.2); telephone conference with C. Hernandez, R. Stovall, N. Keller, C. Wong re state tax issues (1.0).
11/10/03	2.50	Robert M Jason	Review revised plan and tax research and analysis re same.
11/10/03	1.00	Robert M Jason	Review and analyze state tax returns

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			submitted by Ernst & Young (.5); draft correspondence re same (.5).
11/10/03	2.00	Robert M Jason	Review and draft correspondence re asset purchase agreement (.3); review asset purchase agreement re tax issues (.5); tax analysis re same (1.2).
11/10/03	6.30	Xiaojie Wang	Search for CA CRV tax (5.3); search re ID statute (1.0).
11/10/03	3.50	Jillian Rice	Meet with N. Keller re preparing spreadsheet for claims (.2); prepare spreadsheet of tax claims for Texas and Oklahoma (3.3).
11/10/03	.60	Elena Marre	E-mail correspondence with L. Wroblewski re state tax updates and reconciliation requests (.4); voicemail correspondence with N. Keller and follow-up re same (.2).
11/10/03	1.70	Natalie H Keller	Prepare for and attend telephone conference with R. Stovall, B. Jason, C. Wong, L. Wroblewski and C. Hernandez re trust fund tax issues (1.3); telephone conference with D. Sigler re Texas franchise tax issues and follow-up re same (.2); telephone conference with R. Stovall re tax issues (.2).
11/10/03	1.30	Natalie H Keller	Review case law re Section 1146(c) exemption for transfer taxes and respond to e-mail correspondence from E. Martin re same (.4); review correspondence from Idaho re responsible person liability for cigarette and tobacco taxes and review research re same (.5); conference with J. Wang re same and follow-up re same (.4).
11/10/03	2.30	Natalie H Keller	Conference with J. Rice re state tax reconciliations and follow-up re same (.4); reconcile North Dakota, Oklahoma and Texas state tax proofs of claim

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(.9); prepare letter agreements for North Dakota and Texas tax issues (1.0).
11/10/03	.50	Todd F Maynes	Telephone calls with W. Fraumann re tax issue.
11/11/03	2.00	Robert M Jason	Continue work on resolving state tax payment issues for Louisiana, New York, Mississippi, Kentucky, Iowa, Alabama.
11/11/03	1.50	Robert M Jason	Telephone conference with T. Holman re transaction tax issues and returns (.25); review returns and tax analysis re same (1.25).
11/11/03	.70	Elena Marre	Conference with N. Keller re new settlement stages and settlement procedures and follow-up re same (.4); call with R. Stovall and N. Keller and follow-up re same (.2); e-mail correspondence with L. Wroblewski re Lewisville tax abatement (.1).
11/11/03	.60	Natalie H Keller	Telephone conference with L. Petkun re trust fund tax research and follow-up re same (.2); conference with E. Marre re state tax negotiations and follow-up re same (.2); prepare for and attend telephone conference with E. Marre and R. Stovall re state tax negotiations (.2).
11/11/03	2.10	Natalie H Keller	Telephone conference with R. Stovall re tax issues (.2); reconcile Oklahoma proofs of claim and send e-mail correspondence to C. Wong re same (.7); research trust fund status of miscellaneous excise taxes and update trust fund spreadsheet re same (1.2).
11/11/03	.30	Todd F Maynes	Telephone calls re tax deduction issue.
11/12/03	1.50	Robert M Jason	Continue work on state tax issues for Iowa, New York, Alabama, including review and draft correspondence and related documents re same.

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/12/03	2.00	Xiaojie Wang	Continued research re CRV tax and mercantile tax.
11/12/03	.50	Elena Marre	Call with S. Snider at Fleming re headcount and payroll information needed for Lewisville tax abatement and follow-up re same.
11/12/03	.60	Natalie H Keller	Conference with J. Wang re trust fund research and follow-up re same (.2); telephone conference with L. Petkun re trust fund issues (.2); telephone conference with T. Holman re state tax issues and follow-up re same (.2).
11/12/03	1.00	Natalie H Keller	Telephone conference with M. Terebo re Cook County, Illinois trust fund taxes (.2); update state trust fund spreadsheets (.5); review and respond to e-mail correspondence re tax issues (.3).
11/12/03	1.70	Natalie H Keller	Telephone conferences with R. Stovall re tax issues (.3); update trust fund research spreadsheet for new research (1.2); send e-mail to UCC Tax Sub-Committee re new research updates (.2).
11/12/03	1.40	Natalie H Keller	Telephone conference with J. Jones at Minnesota Department of Revenue re trust fund tax issues (.2); telephone conference with M. Browning at Texas Attorney General's Office re trust fund tax issues (.2); finalize Texas letter agreement and send to M. Browning and client (1.0).
11/12/03	.70	Geoffrey A Richards	Review spreadsheets for tax subcommittee call.
11/13/03	3.00	Robert M Jason	Telephone conferences with B. Carter (Mississippi) re settlement issues (.7); review and draft correspondence re Alabama (.3); update status chart (.3); review materials sent by South

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Dakota and draft correspondence re same (.2); review and update issues re Louisiana (.5); draft settlement letters (.7); telephone conference with C. Wong re same (.3).
11/13/03	3.00	Xiaojie Wang	Research re stock deduction.
11/13/03	.80	Willard G Fraumann, P.C.	Conference calls T. Maynes, A. Dykes and C. Hernandez and review 1099 issues.
11/13/03	.50	Natalie H Keller	Review and respond to e-mail correspondence re tax issues (.3); telephone conference with R. Stovall re tax issues (.1); telephone conference with M. Terebo re pre-petition taxes (.1).
11/13/03	.80	Todd F Maynes	Telephone calls re stock deductions (.3); conference with J. Wang re preparation of memorandum re same (.5).
11/14/03	.40	Steven R Kotarba	Modify stipulation to allow tax setoff.
11/14/03	2.00	Robert M Jason	Review materials and draft correspondence re Mississippi (.5); review all states re withholding tax issues in light of P. Dodd's departure (.5); review Iowa materials and draft settlement letter (.5); telephone conference with J. Waters in Iowa and draft correspondence re same (.2); telephone conference with C. Wong re Colorado (.3).
11/14/03	4.30	Xiaojie Wang	Draft memo re worthless stock deduction under Code section 165(g).
11/14/03	1.70	Elena Marre	E-mail correspondence with S. Snider re Lewisville tax abatement (.1); review revised trust fund tax analysis (.7); reconcile POCs with trust fund analysis (.3); update state tax spreadsheets (.6).
11/17/03	1.00	Xiaojie Wang	Revise memo re worthless stock

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			deduction.
11/17/03	1.00	Jillian Rice	Meet with E. Marre re assignment (.1); identify and print out new tax claims (.9).
11/17/03	4.80	Elena Marre	Prepare and send out reconciliation requests for Connecticut, Delaware and New Jersey (2.2); weekly call with R. Stoval, N. Keller, C. Wong and L. Wroblewski and follow-up thereto (1.1); telephone call with and e-mail correspondence with New Jersey Department of Revenue and follow-up re same (.9); consult with J. Rice re new POCs and preparation therefor (.2); review new POCs (.4).
11/17/03	1.50	Natalie H Keller	Telephone conference with R. Stovall re tax issues (.2); prepare for and attend telephone conference with R. Stovall, C. Wong, C. Hernandez, L. Wroblewski and E. Marre re trust fund tax issues (1.0); update state trust fund spreadsheets (.3).
11/17/03	.30	Natalie H Keller	Telephone conference with D. Wald at North Dakota Department of Revenue re pre-petition tax liabilities (.2); send e-mail correspondence to client re same (.1).
11/17/03	1.00	Todd F Maynes	Preparation of memorandum re stock deduction.
11/18/03	2.00	Robert M Jason	Review numerous items of correspondence re state tax issues (.7); draft correspondence re same (.3); review Alabama proofs of claim and compare to our spreadsheets (.7); draft correspondence re same (.3).
11/18/03	1.00	Elena Marre	Follow-up e-mail correspondence re Monday tax telephone call (.2); telephone call with Tennessee Department of Revenue (.3); telephone call with Virginia Department of

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Revenue (.5).
11/18/03	.50	Willard G Fraumann, P.C.	Telephone conference T. Maynes (.2); telephone conference C. Hernandez re worthless stock (.3).
11/18/03	1.00	Natalie H Keller	Multiple telephone conferences with R. Stovall re tax issues and follow-up re same (.5); review and revise board presentation re trust fund taxes (.5).
11/19/03	2.00	Robert M Jason	Correspondence to N. Keller re state taxes (.2); review and analyze state tax information re various states (1.1); draft correspondence to state taxing authorities (.7).
11/19/03	1.60	Jillian Rice	Prepare letter agreement for Wisconsin tax claims (1.4); make revisions to letter agreement (.2).
11/19/03	.20	Willard G Fraumann, P.C.	Telephone conference T. Maynes.
11/19/03	1.50	Natalie H Keller	Conference with J. Rice re Wisconsin letter agreement and follow-up re same (.2); revise letter agreement and send to client (.5); review and organize signed state tax agreements (.8).
11/19/03	2.20	Natalie H Keller	Multiple telephone conferences with R. Stovall re Board presentation and tax issues (.7); prepare for and attend telephone conference with Board of Directors re tax issues (1.0); review proofs of claim for Kansas (.5).
11/19/03	1.10	Natalie H Keller	Review and respond to e-mail correspondence from A. Mink re transfer taxes (.2); revise form letter agreement for state tax negotiations (.6); review and respond to e-mail correspondence re tax issues (.3).
11/20/03	1.00	Robert M Jason	Review Wisconsin letter agreement (.2); review correspondence re Alabama (.1); review correspondence and materials re other open state issues (.6); draft

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			correspondence re same (.1).
11/20/03	.50	Jillian Rice	Research requirements for payment in full letter.
11/20/03	.50	Todd F Maynes	Revisions to memorandum re deduction.
11/20/03	1.40	Geoffrey A Richards	Telephone conference with D. Swanson re tax payments (.5); review and revise stipulation and confidentiality agreement (.9).
11/21/03	2.00	Robert M Jason	Review new proofs of claim (.5); review correspondence and underlying materials re South Dakota, North Carolina, Louisiana (1.0); telephone conference with N. Keller re Wisconsin (.3); revise Wisconsin letter (.2).
11/21/03	.30	Richard L Wynne	Telephone conference with G. Richards re Krasnow letter and Walsh issues re taxes and conference with S. Cho re same.
11/21/03	1.20	Jillian Rice	Draft form letter for claims less than specific amount (.8); revise form letter agreement (.4).
11/21/03	4.50	Elena Marre	E-mail correspondence with S. Snider and D. Jerome re Lewisville tax abatement agreement (.3); conference with N. Keller re Lewisville tax abatement and follow-up re same (.4); research re Lewisville tax abatement (.5); research and submit reconciliation results for Virginia and West Virginia (2.0); calls to Virginia and Florida Departments of Revenue (1.0); prepare and distribute post-petition administration claims for payment (.3).
11/21/03	.50	Willard G Fraumann, P.C.	Telephone conference with C. Hernandez re stock deduction (.3); telephone conference T. Maynes (.2).
11/21/03	1.70	Natalie H Keller	Multiple telephone conferences with R.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Stovall re tax issues and follow-up re same (.3); conference with E. Marre re state tax negotiations and property tax abatement and follow-up re same (.4); work on reconciliations of Oklahoma, Minnesota and Kansas proofs of claim forms and send e-mail correspondence to client re same (1.0).
11/21/03	1.00	Natalie H Keller	Telephone conference with B. Jason re state tax form letter agreement and follow-up re same (.4); conference with J. Rice re same and follow-up re same (.3); telephone conference with M. Terebo re Cook County, Illinois cigarette taxes and follow-up re same (.3).
11/21/03	2.00	Natalie H Keller	Revise form letter agreement for state tax negotiations (1.0); review and organize tax files (1.0).
11/21/03	.50	Todd F Maynes	Revisions to worthlessness memorandum and meeting with O. Loy re same.
11/21/03	.40	Geoffrey A Richards	Telephone conference with tax subcommittee re update.
11/24/03	1.50	Robert M Jason	Review various correspondence re state tax issues (.2); review materials per R. Stovall request to prepare for conference call (.3); weekly tax conference call (.5); review and revise state tax letter (.5).
11/24/03	.60	Jillian Rice	Revise form letter (.3); research relevant UCC provision for form letter (.3).
11/24/03	2.60	Elena Marre	Telephone call with D. Sigler at Ernst & Young re Lewisville tax abatement agreement and follow-up re same (.4); correspondence with S. Snider re 2001 and 2002 headcount and payroll numbers (.3); conference with N. Keller re status of tax abatement agreement issue and follow-up re same (.2); Monday

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			pre-petition state tax telephone call and preparation for and follow-up to same (1.2); e-mail correspondence with group re pre-petition liabilities to Delaware (.3); telephone call to Florida Department of Revenue (.2).
11/24/03	1.40	Natalie H Keller	Review and respond to e-mail correspondence re Kansas and Oklahoma proofs of claim reconciliations (.3); revise form letter agreements for state tax negotiations (8); multiple telephone conferences with R. Stovall re tax issues (.3).
11/24/03	1.30	Natalie H Keller	Review and consider status of state tax reconciliation issues (.5); telephone conference with E. Marre re same and follow-up re same (.2); prepare for and attend telephone conference with R. Stovall, C. Hernandez, B. Jason, L. Wroblewski C. Wong and E. Marre re trust fund tax issues (.6).
11/25/03	2.20	Elena Marre	Telephone call with R. Neiman at City of Lewisville re Tax Abatement Agreement and follow-up re same (.4); telephone calls with D. Sigler at Ernst & Young re Lewisville tax abatement and information necessary to complete analysis of potential liability of company and follow-up re same (.8); telephone call with N. Keller to update on tax abatement issue and follow-up re same (.2); telephone call with R. Stovall of Alix Partners to update on tax abatement issue and follow-up re same (.2); voicemail correspondence with V. Wales re tax abatement issue (.1); e-mail correspondence with R. Stovall and pre-petition state tax group re settlement stages (.5).
11/25/03	.50	Natalie H Keller	Revise form letter agreement for state tax negotiations (.3); review and respond to e-mail correspondence re tax issues (.2).

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/26/03	.20	Robert M Jason	Review and draft correspondence re Iowa.
11/26/03	.40	Robert M Jason	Telephone conference with O. Loy and L. Petkun re tax issues (.3); telephone conference with O. Loy re same (.1).
11/26/03	1.00	Natalie H Keller	Review and respond to e-mail correspondence re tax issues (.3); prepare for and attend telephone conference re claims reconciliation process (.5); coordinate with M. Walsh re tax information (.2).
11/26/03	1.00	Natalie H Keller	Review and revise letter agreement with Idaho re pre-petition tax liabilities (.8); review Oklahoma pre-petition tax liability reconciliations (.2).
11/27/03	.90	Robert M Jason	Analysis re Mississippi tax issues and draft correspondence re same (.5); analysis re South Dakota tax issues and draft correspondence re same (.4).
11/27/03	1.90	Robert M Jason	Review plan and disclosure statement and tax analysis re same.
	184.40		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/01/03	West Publishing-TP,Database Usage 10.03	112.15
10/02/03	West Publishing-TP,Database Usage 10.03	69.84
10/03/03	West Publishing-TP,Database Usage 10.03	79.90
10/06/03	West Publishing-TP,Database Usage 10.03	40.43
10/07/03	West Publishing-TP,Database Usage 10.03	23.98
10/10/03	West Publishing-TP,Database Usage 10.03	84.06
10/15/03	Telephone call to: BATONROUGE,LA 225-219-7712	.76
10/15/03	Telephone call to: BATONROUGE,LA 225-219-7712	.75
10/15/03	Telephone call to: BATONROUGE,LA 225-219-7656	.76
10/15/03	Telephone call to: DES MOINES,IA 515-281-3766	1.76
10/15/03	Telephone call to: MONTGOMERY,AL 334-242-9600	.94
10/15/03	Telephone call to: RALEIGH,NC 919-733-1352	2.94
10/15/03	Telephone call to: RICHMOND,BC 604-244-4631	1.63
10/15/03	West Publishing-TP,Database Usage 10.03	2.67
10/16/03	West Publishing-TP,Database Usage 10.03	274.33
10/20/03	West Publishing-TP,Database Usage 10.03	2.16
10/21/03	West Publishing-TP,Database Usage 10.03	111.31
10/22/03	Telephone call to: FRANKFORT,KY 502-564-5504	1.06
10/22/03	Telephone call to: FRANKFORT,KY 502-564-4921	2.14
10/22/03	Telephone call to: FRANKFORT,KY 502-564-4489	.76
10/22/03	Telephone call to: FRANKFORT,KY 502-564-4921	1.48
10/22/03	West Publishing-TP,Database Usage 10.03	6.35
10/22/03	West Publishing-TP,Database Usage 10.03	112.53
10/23/03	West Publishing-TP,Database Usage 10.03	279.99
10/24/03	West Publishing-TP,Database Usage 10.03	215.14
10/27/03	Telephone call to: DES MOINES,IA 515-281-6427	.91
10/27/03	West Publishing-TP,Database Usage 10.03	155.10
10/28/03	West Publishing-TP,Database Usage 10.03	1.72
10/28/03	West Publishing-TP,Database Usage 10.03	219.11
10/29/03	West Publishing-TP,Database Usage 10.03	202.69
10/30/03	Telephone call to: DALLAS NE,TX	2.08

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/30/03	972-906-1429 Telephone call to: RICHMOND,BC 604-244-4631	.56
10/30/03	Telephone call to: BRITTON,OK 405-841-8611	1.87
10/30/03	Telephone call to: RICHMOND,BC 604-244-4631	.56
10/30/03	West Publishing-TP,Database Usage 10.03	119.52
11/03/03	Telephone call to: ALTOONA,PA 814-946-8443	.83
11/03/03	Telephone call to: RICHMOND,BC 604-244-4631	7.23
11/03/03	Telephone call to: DALLAS NE,TX 972-906-1429	1.04
11/03/03	Standard Copies	.10
11/03/03	Standard Copies	.30
11/03/03	Standard Copies	.30
11/03/03	Standard Copies	5.00
11/03/03	Standard Copies	.60
11/03/03	Standard Copies	.40
11/04/03	Telephone call to: OKLA CITY,OK 405-278-6808	1.49
11/04/03	Telephone call to: CENTREVL,AL 205-926-3104	.83
11/04/03	Telephone call to: OKLA CITY,OK 405-278-6808	2.08
11/04/03	Fax page charge to 651-282-2817	2.25
11/04/03	Elena Marre, Overtime Meal-Attorney, Chicago, Illinois, 11/04/03, (Overtime Meals)	10.00
11/05/03	Telephone call to: NORTH WEST,FL 850-488-7365	.62
11/06/03	Telephone call to: ENGLEWOOD,CO 303-397-8410	3.74
11/06/03	Telephone call to: NEWYORKCTY,NY 212-403-1000	3.24
11/06/03	Telephone call to: BRITTON,OK 405-841-8611	2.70
11/06/03	Telephone call to: NORTH WEST,FL 850-205-7777	2.91
11/06/03	Scanned Images	.60
11/07/03	Scanned Images	.45
11/07/03	Scanned Images	6.30
11/10/03	Telephone call to: RICHMOND,BC 604-244-4633	6.67
11/10/03	Telephone call to: BRITTON,OK	1.45

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	405-841-8611	
11/10/03	Fax page charge to 701-328-3700	2.25
11/10/03	Fax page charge to 512-482-8341	1.50
11/10/03	Fax page charge to 512-482-8341	.75
11/11/03	Telephone call to: RICHMOND,BC 604-244-4631	.56
11/11/03	Robert Jason, Cellular Service, Cingular, Month ending 11/11/03, 11/11/03, (Telephone Charges)	4.30
11/12/03	Telephone call to: PHILADELPH,PA 215-981-4000	.83
11/12/03	Telephone call to: DALLAS NE,TX 972-906-1429	.62
11/12/03	Telephone call to: AUSTIN,TX 512-475-4883	.83
11/12/03	Telephone call to: DALLAS NE,TX 972-906-1429	1.04
11/12/03	Telephone call to: DALLAS NE,TX 972-906-1429	1.04
11/12/03	Telephone call to: BRITTON,OK 405-858-5830	1.25
11/12/03	Fax page charge to 512-482-8341	2.25
11/12/03	Standard Copies	.20
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	.50
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	.30
11/12/03	Standard Copies	.30
11/12/03	Scanned Images	.30
11/13/03	Telephone call to: RICHMOND,BC 604-244-4631	.62
11/13/03	Scanned Images	.45
11/13/03	Scanned Images	.30
11/14/03	Telephone call to: LOSANGELES,CA 213-617-4222	1.04
11/14/03	Fax page charge to 604-273-6794	2.25
11/14/03	Standard Copies	.90
11/14/03	Standard Copies	.80
11/14/03	Scanned Images	.45
11/14/03	Scanned Images	.45
11/14/03	Scanned Images	.45
11/14/03	Overtime Transportation, N. Keller, 10/21/03	5.90
11/14/03	Overtime Transportation, N. Keller,	6.50

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	10/17/03	
11/17/03	Telephone call to: TRENTON,NJ 609-292-6400	.62
11/17/03	Telephone call to: TRENTON,NJ 609-777-1807	3.53
11/17/03	Telephone call to: TRENTON,NJ 609-984-2029	1.25
11/17/03	Telephone call to: CHARLESTON,WV 304-558-0738	1.45
11/17/03	Scanned Images	9.60
11/18/03	Telephone call to: NASHVILLE,TN 615-741-3580	.62
11/18/03	Telephone call to: NASHVILLE,TN 615-741-3580	3.53
11/18/03	Telephone call to: RICHMOND,VA 804-367-8045	6.65
11/18/03	Telephone call to: RICHMOND,VA 804-367-8045	1.25
11/18/03	Telephone call to: RICHMOND,VA 804-367-8045	.62
11/18/03	Scanned Images	.45
11/19/03	Telephone call to: DALLAS NE,TX 972-906-1429	1.45
11/19/03	Telephone call to: RICHMOND,BC 604-244-4631	.56
11/19/03	Telephone call to: RICHMOND,BC 604-244-4631	.56
11/19/03	Scanned Images	.45
11/19/03	Scanned Images	.45
11/19/03	Scanned Images	.45
11/21/03	Telephone call to: RICHMOND,BC 604-244-4631	.56
11/21/03	Telephone call to: RICHMOND,BC 604-244-4631	.56
11/21/03	Telephone call to: CONCORD,NH 603-271-3701	1.66
11/21/03	Telephone call to: NORTH WEST,FL 850-205-7777	1.66
11/21/03	Telephone call to: NORTH WEST,FL 850-921-2151	.62
11/21/03	Telephone call to: RICHMOND,VA 804-367-8465	.83
11/21/03	Telephone call to: RICHMOND,VA 804-367-8045	3.53
11/21/03	Fax page charge to 972-906-2322	1.50
11/21/03	Standard Copies	.20

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/21/03	Standard Copies	.40
11/21/03	Standard Copies	.40
11/21/03	Standard Copies	.30
11/21/03	Standard Copies	.30
11/21/03	Standard Copies	.40
11/21/03	Standard Copies	.30
11/21/03	Scanned Images	1.35
11/21/03	Overtime Transportation, N. Keller, 10/28/03	5.90
11/24/03	Telephone call to: NORTH WEST,FL 850-921-2151	.62
11/25/03	Telephone call to: DALLAS NE,TX 972-436-1558	1.45
11/25/03	Telephone call to: OKLA CITY,OK 405-278-9173	1.87
11/25/03	Telephone call to: OKLA CITY,OK 405-278-9173	1.87
11/25/03	Telephone call to: BOCA RATON,FL 407-852-4954	1.25
	Total Expenses	\$ 2,296.22

December 19, 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.# 2727858

IN THE MATTER OF **Travel**
 File No. 40575-0030

For legal services rendered through November 30, 2003 (see attached Description of Legal Services for detail)	\$ 52,794.00
For disbursements incurred through November 30, 2003 (see attached Description of Expenses for detail)	\$ 71,025.96
Total for legal services rendered and expenses incurred	\$ 123,819.96

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Janet S Baer	5.50	625.00	3,437.50
Jack N Bernstein	3.50	410.00	1,435.00
Steven E Bledsoe	4.00	500.00	2,000.00
Damian D Capozzola	8.20	410.00	3,362.00
Melissa M Dulac	8.30	345.00	2,863.50
Christopher Frost	4.70	395.00	1,856.50
Vicki V Hood	3.00	615.00	1,845.00
Steven R Kotarba	13.50	420.00	5,670.00
Eric C Liebeler	17.40	525.00	9,135.00
Dan Rottenstreich	19.50	445.00	8,677.50
Andrew R Running	8.50	510.00	4,335.00
Romana O Samad	4.70	225.00	1,057.50
Laura Thomas	1.70	345.00	586.50
Richard L Wynne	7.00	670.00	4,690.00
Andrew J Groesch	9.70	190.00	1,843.00
Total	119.20		\$ 52,794.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/03/03	2.00	Steven R Kotarba	One-half non-working travel to Wilmington, DE to participate in 11/4 hearing.
11/03/03	2.50	Andrew J Groesch	One-half non-working travel from Chicago to Wilmington, Delaware to prepare for and attend November 4, 2003 Omnibus hearing.
11/03/03	2.00	Andrew R Running	One-half of non-working travel time for trip from Chicago to Wilmington for next day's hearing.
11/04/03	3.00	Melissa M Dulac	One-half non-working travel to Oklahoma City, OK to work on-site.
11/04/03	2.00	Steven R Kotarba	One-half non-working travel to Chicago following 11/4 hearing.
11/04/03	2.00	Andrew J Groesch	One-half non-working travel from Wilmington, Delaware to Chicago returning from attending the November 4, 2003 Omnibus hearing.
11/04/03	2.50	Andrew R Running	One-half of non-working travel time for trip from Wilmington, Delaware to Chicago.
11/05/03	2.90	Melissa M Dulac	One-half non-working travel to Dallas, Texas to work on-site at company.
11/05/03	2.50	Janet S Baer	One-half non-working travel to Los Angeles for Plan meeting.
11/05/03	2.70	Romana O Samad	One-half non-working travel to Dallas, TX to work on-site.
11/05/03	1.90	Damian D Capozzola	One-half non-working travel to Dallas, TX.
11/05/03	3.10	Eric C Liebeler	One-half non-working travel time from Los Angeles to Dallas to work on-site.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/06/03	3.00	Janet S Baer	One-half non-working travel from Los Angeles back to Chicago after Plan meeting.
11/07/03	2.40	Melissa M Dulac	One-half non-working travel to Los Angeles, CA, from Dallas, TX.
11/07/03	2.00	Romana O Samad	One-half non-working travel on return from on-site work at Company HQ.
11/07/03	1.70	Damian D Capozzola	One-half non-working travel to Los Angeles.
11/07/03	3.30	Eric C Liebeler	One-half non-working travel to Los Angeles.
11/09/03	1.70	Eric C Liebeler	One-half non-working travel from Los Angeles to Phoenix.
11/10/03	1.70	Eric C Liebeler	One-half non-working travel time from Phoenix to Los Angeles.
11/12/03	9.00	Dan Rottenstreich	One-half non-working travel to Delaware re Sprinkle deposition.
11/13/03	10.50	Dan Rottenstreich	One-half non-working travel from Delaware to New York re Sprinkle deposition.
11/13/03	2.00	Steven E Bledsoe	One-half non-working travel time to Core-Mark.
11/14/03	1.70	Laura Thomas	One-half non-working travel return to Los Angeles from Phoenix.
11/16/03	2.50	Steven R Kotarba	One-half non-working travel to Los Angeles to prepare Reclamation Motion with I. Kharasch and J. Bolnick.
11/19/03	3.50	Jack N Bernstein	One-half non-working travel to Washington, DC for meeting with PBGC re distress termination of pension plans.
11/19/03	2.00	Steven E Bledsoe	One-half non-working travel to work on-site at Core-Mark.
11/19/03	3.00	Vicki V Hood	One-half non-working travel to

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Washington DC for PBGC meeting on November 19th.
11/23/03	3.00	Steven R Kotarba	One-half non-working travel time from Los Angeles to Chicago.
11/23/03	2.30	Christopher Frost	One-half non-working travel to Wilmington, DE for 11/25 hearing.
11/23/03	2.30	Damian D Capozzola	One-half non-working travel to Delaware for November 25, 2003 hearing.
11/23/03	2.20	Andrew J Groesch	One-half non working travel from Chicago to Wilmington, DE to prepare for and attend November 25, 2003 omnibus hearing.
11/23/03	3.10	Eric C Liebeler	One-half non-working travel to Delaware for 11/25 hearing.
11/24/03	2.00	Steven R Kotarba	One-half non-working travel to Wilmington, DE to negotiate re bank paydown motion and reclamation objections to same and to participate in November 25 hearing.
11/24/03	3.50	Richard L Wynne	One-half non-working travel to Delaware for hearing.
11/24/03	2.00	Andrew R Running	One-half non-working travel time for trip from Chicago to Wilmington, Delaware for next day's court hearing and related witness preparation meetings.
11/25/03	2.00	Steven R Kotarba	One-half non-working travel time from Wilmington, DE to Chicago.
11/25/03	3.00	Andrew J Groesch	One-half non-working travel from Wilmington, DE to Chicago after preparing for and attending November 25,2003 omnibus hearing.
11/25/03	2.00	Andrew R Running	One-half non-working travel time for trip from Wilmington to Chicago following omnibus hearing.

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/26/03	2.40	Christopher Frost	One-half non-working travel from Wilmington, Delaware following 11/25 hearing.
11/26/03	3.50	Richard L Wynne	One-half non-working travel from Delaware to Los Angeles following 11/25 hearing.
11/26/03	2.30	Damian D Capozzola	One-half non-working travel to Los Angeles following 11/25 hearing.
11/26/03	4.50	Eric C Liebeler	One-half non-working travel to Los Angeles.
	119.20		TOTAL HOURS

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
4/30/03	Damian Capozzola, To/From Airport, Philadelphia, PA, 04/30/03, (Court Hearing)	70.88
6/02/03	Damian Capozzola, To/From Airport, Philadelphia, PA, 06/02/03, (Court Hearing)	53.36
6/18/03	Richard Wynne, Hotel, Lewisville, Texas, 06/18/03 (Meeting)	124.29
6/18/03	Richard Wynne, Airfare, Los Angeles, CA, 06/18/03 to 06/20/03, (Meeting)	1,382.50
6/18/03	Richard Wynne, To/From Airport, Home/Airport, 06/18/03, (Meeting)	88.00
6/19/03	Richard Wynne, Hotel, Lewisville, Texas, 06/19/03 (Meeting)	124.29
6/19/03	Richard Wynne, Travel Meal with Others, Lewisville, Texas, 06/19/03, (Meeting)	54.42
6/20/03	Richard Wynne, To/From Airport, Home/Airport, 06/20/03, (Meeting)	93.00
6/22/03	Richard Wynne, Airfare, New York, 06/22/03 to 06/25/03, (Hearing)	2,169.35
6/22/03	Richard Wynne, To/From Airport, Los Angeles, CA, 06/22/03, (Hearing)	112.00
6/22/03	Richard Wynne, Travel Meal, New York, NY, 06/22/03, (Meeting)	50.00
6/23/03	Richard Wynne, Hotel, New York, NY, 06/23/03, (Meeting)	314.47
6/24/03	Richard Wynne, Hotel, New York, NY, 06/24/03, (Meeting)	158.24
6/24/03	Richard Wynne, Hotel, Wilmington, DE, 06/24/03, (Hearing)	247.32
6/24/03	Richard Wynne, Trainfare, New York/Wilmington, 06/24/03 to 06/24/03, (Hearing)	157.00
6/24/03	Richard Wynne, Travel Meal, New York, NY, 06/24/03, (Meeting)	50.00
6/24/03	Richard Wynne, Travel Meal, New York, NY, 06/24/03, (Meeting)	35.30
6/25/03	Richard Wynne, Hotel, Wilmington, DE, 06/25/03, (Hearing), Late Check out	123.66
6/25/03	Richard Wynne, To/From Airport, Los Angeles, CA, 06/25/03, (Hearing)	93.00
6/25/03	Richard Wynne, Travel Meal, Wilmington, DE, 06/25/03, (Hearing)	17.30

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/25/03	Richard Wynne, Travel Meal, Wilmington, DE, 06/25/03, (Hearing)	36.45
7/15/03	Andrew Groesch, Hotel, Wilmington, DE, 07/15/03, (Client Meeting)	344.52
7/15/03	Andrew Groesch, Travel Meal, Wilmington, DE, 07/15/03, (Client Meeting)	37.05
7/16/03	Andrew Groesch, Hotel, Wilmington, DE, 07/16/03, (Client Meeting)	344.52
7/29/03	Andrew Groesch, Airfare, Grapevine, TX, 07/29/03 to 08/01/03, (Client Meeting), f/T.Perkins	1,549.00
8/01/03	Andrew Groesch, Airfare, Grapevine, TX, 08/01/03 to 08/01/03, (Client Meeting)	51.00
8/03/03	Andrew Groesch, Hotel, Wilmington, DE, 08/03/03, (Hearing)	247.32
8/03/03	Andrew Groesch, Airfare, Wilmington, DE, 08/03/03 to 08/08/03, (Hearing)	1,460.00
8/03/03	Andrew Groesch, To/From Airport, Wilmington, DE, 08/03/03, (Hearing)	70.88
8/04/03	Andrew Groesch, Hotel, Wilmington, DE, 08/04/03, (Hearing)	247.32
8/04/03	ANDREW J GROESCH - Credit for unused portion of Airfare to Grapevine, TX 7/28/03 to 8/1/03)	-1,071.99
8/05/03	Andrew Groesch, Hotel, Wilmington, DE, 08/05/03, (Hearing)	247.32
8/06/03	Andrew Groesch, Hotel, Wilmington, DE, 08/06/03, (Hearing)	247.32
8/07/03	Andrew Groesch, Travel Meal, Wilmington, DE, 08/07/03, (Hearing)	18.75
8/07/03	Andrew Groesch, Travel Meal, Wilmington, DE, 08/07/03, (Hearing)	11.00
8/11/03	Andrew Groesch, Hotel, Lewisville, TX, 08/11/03, (Client Meeting)	178.08
8/11/03	Andrew Groesch, Airfare, Lewisville, TX, 08/11/03 to 08/15/03, (Client Meeting)	2,473.50
8/11/03	Andrew Groesch, Travel Meal, Lewisville, TX, 08/11/03, (Client Meeting)	7.66
8/12/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/12/03, (Client Meeting), f/A.Gorman	120.31
8/12/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/12/03, (Client Meeting), f/J.Celeski	120.31
8/12/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/12/03, (Client Meeting),	120.31

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/12/03	f/M.Najjarpour Andrew Groesch, Hotel, Lewisville, TX, 08/12/03, (Client Meeting)	178.08
8/12/03	Andrew Groesch, Airfare, OKLAHOMA CITY, OK, 08/12/03 to 08/14/03, (Client Meeting), f/J.Celeski	1,280.50
8/12/03	Andrew Groesch, Airfare, Grapevine, TX, 08/12/03 to 08/14/03, (Client Meeting), f/M.Najjarpour	510.50
8/12/03	Andrew Groesch, Travel Meal, Lewisville, TX, 08/12/03, (Client Meeting)	1.00
8/13/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/13/03, (Client Meeting), f/A.Gorman	120.31
8/13/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/13/03, (Client Meeting), f/J.Celeski	120.31
8/13/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/13/03, (Client Meeting), f/M.Najjarpour	120.31
8/13/03	Andrew Groesch, To/From Airport, Lewisville, TX, 08/13/03, (Client Meeting)	72.88
8/13/03	Andrew Groesch, Travel Meal, OKLAHOMA CITY, OK, 08/13/03, (Client Meeting), f/M.Najjarpour	23.62
8/13/03	Andrew Groesch, Travel Meal, OKLAHOMA CITY, OK, 08/13/03, (Client Meeting), f/A.Gorman	12.00
8/14/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/14/03, (Client Meeting), f/A.Gorman	120.31
8/14/03	Andrew Groesch, Hotel, OKLAHOMA CITY, OK, 08/14/03, (Client Meeting), f/M.Najjarpour	120.31
8/14/03	Andrew Groesch, Airfare, OKLAHOMA CITY, OK, 08/14/03 to 08/14/03, (Client Meeting), f/J.Celeski	50.00
8/14/03	Andrew Groesch, Travel Meal, OKLAHOMA CITY, OK, 08/14/03, (Client Meeting), f/A.Gorman	11.83
9/08/03	James Sprayregen P.C., To/From Airport, Dallas, TX, 09/08/03, (Client Meeting)	444.15
9/17/03	Richard Wynne, Airfare, Dallas/Fort Worth, 09/17/03 to 09/17/03, (Hearing)	687.50
9/17/03	Richard Wynne, To/From Airport,	196.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/17/03	Dallas/Fort Worth 09/17/03, (Hearing) Richard Wynne, To/From Airport, Airport/Home, 09/17/03, (Hearing)	70.00
9/29/03	Richard Wynne, Airfare, New York/Philadelphia, 09/29/03 to 10/03/03, (Court Hearing)	977.47
9/30/03	Richard Wynne, Hotel, New York, 09/30/03, (Court Hearing)	366.46
9/30/03	Richard Wynne, Travel Meal, Philadelphia, 09/30/03, (Court Hearing)	42.31
9/30/03	Richard Wynne, Travel Meal, New York, 09/30/03, (Court Hearing)	7.04
10/01/03	Richard Wynne, Hotel, Philadelphia, 10/01/03, (Court Hearing)	251.90
10/01/03	Richard Wynne, Trainfare, New York/Philadelphia, 10/01/03 to 10/01/03, (Court Hearing)	106.00
10/01/03	Vital Transportation - Transportation to/from airport, Richard L Wynne	26.01
10/01/03	Richard Wynne, To/From Airport, Philadelphia, 10/01/03, (Court Hearing)	55.00
10/01/03	Richard Wynne, Travel Meal, Philadelphia, 10/01/03, (Court Hearing)	5.25
10/03/03	Richard Wynne, To/From Airport, LAX/Home, 10/03/03, (Court Hearing)	126.20
10/07/03	Janet Baer, To/From Airport, San Francisco, CA, 10/07/03, (Meeting)	109.70
10/08/03	Richard Wynne, Airfare, San Francisco, 10/08/03 to 10/08/03, (Meeting)	494.50
10/30/03	Steven Bledsoe, Airfare, San Francisco, CA, 10/30/03 to 10/30/03, (Interview Expert)	434.60
10/30/03	Steven Bledsoe, To/From Airport, San Francisco, CA, 10/30/03, (Interview Expert)	20.00
10/30/03	Steven Bledsoe, To/From Airport, San Francisco, CA, 10/30/03, (Interview Expert)	20.00
10/31/03	Steven Kotarba, Airfare, Chicago, IL, 11/03/03 to 11/04/03, (Hearing), Includes Agent Fee	1,465.00
11/01/03	Geoffrey Richards, Hotel, New York, NY, 11/01/03, (Court Hearing)	454.82
11/01/03	Geoffrey Richards, Airfare, Chicago, IL, 11/01/03 to 11/05/03, (Court Hearing)	1,213.75
11/01/03	Geoffrey Richards, To/From Airport,	35.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/01/03	Philadelphia, PA, 11/01/03, (Court Hearing) Geoffrey Richards, To/From Airport, Philadelphia, PA, 11/01/03, (Court Hearing)	40.00
11/02/03	Geoffrey Richards, Hotel, Wilmington, DE, 11/02/03, (Court Hearing)	251.90
11/03/03	Andrew Groesch, Hotel, Wilmington, DE, 11/03/03, (Court Hearing)	251.90
11/03/03	Steven Kotarba, Hotel, Wilmington, DE, 11/03/03, (Hearing)	251.90
11/03/03	Andrew Running, Hotel, Wilmington, DE, 11/03/03, (Court Hearing)	251.90
11/03/03	Geoffrey Richards, Hotel, Wilmington, DE, 11/03/03, (Court Hearing)	251.90
11/03/03	Andrew Groesch, Airfare, Wilmington, DE, 11/03/03 to 11/04/03, (Court Hearing)	1,465.00
11/03/03	Andrew Running, Airfare, Philadelphia, PA, 11/03/03 to 11/04/03, (Court Hearing)	565.40
11/03/03	Crown Coach - Transportation to/from airport, Andrew J Groesch	80.80
11/03/03	Andrew Running, To/From Airport, Philadelphia, PA 11/03/03, (Court Hearing)	40.00
11/03/03	Andrew Running, To/From Airport, Philadelphia, PA 11/03/03, (Court Hearing)	71.88
11/03/03	Andrew Groesch, Travel Meal, Chicago, IL, 11/03/03, (Court Hearing)	9.07
11/03/03	Andrew Groesch, Travel Meal with Others, Wilmington, DE, 11/03/03, (Court Hearing)	102.37
11/03/03	Steven Kotarba, Travel Meal, Chicago, IL, 11/03/03, (Hearing)	4.98
11/03/03	Andrew Running, Travel Meal, Chicago, IL, 11/03/03, (Court Hearing)	9.82
11/04/03	Geoffrey Richards, Hotel, Philadelphia, PA, 11/04/03, (Court Hearing)	342.00
11/04/03	Andrew Running, Airfare, Chicago, IL, 11/03/03 to 11/04/03, (Court Hearing)	755.00
11/04/03	Steven Kotarba, To/From Airport, Wilmington, DE, 11/04/03, (Hearing), To Airport	70.00
11/04/03	Andrew Running, To/From Airport, Chicago, IL, 11/04/03, (Court Hearing)	57.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/04/03	Crown Coach - Transportation to/from airport, Andrew J Groesch	71.50
11/04/03	Andrew Groesch, Travel Meal, Wilmington, DE, 11/04/03, (Court Hearing)	23.37
11/04/03	Steven Kotarba, Travel Meal, Wilmington, DE, 11/04/03, (Hearing), Dinner	12.00
11/04/03	Steven Kotarba, Travel Meal, Wilmington, DE, 11/04/03, (Hearing)	16.98
11/04/03	Andrew Running, Travel Meal, Wilmington, DE, 11/04/03, (Court Hearing)	24.00
11/04/03	Andrew Running, Travel Meal, Wilmington, DE, 11/04/03, (Court Hearing)	22.40
11/04/03	Geoffrey Richards, Travel Meal, Wilmington, DE, 11/04/03, (Court Hearing)	27.00
11/05/03	James Sprayregen P.C., Hotel, Los Angeles, CA, 11/05/03, (Client Meeting)	256.50
11/05/03	Romana Samad, Hotel, Dallas, TX., 11/05/03, (Document Production)	202.25
11/05/03	Damian Capozzola, Hotel, Dallas, TX, 11/05/03, (Witness Meeting)	195.50
11/05/03	Eric Liebeler, Hotel, Dallas, TX, 11/05/03, (Client Meeting)	333.50
11/05/03	Janet Baer, Hotel, Los Angeles, CA, 11/05/03, (Meeting)	165.30
11/05/03	James Sprayregen P.C., Airfare, San Francisco, CA 11/05/03 to 11/06/03, (Client Meeting)	239.80
11/05/03	James Sprayregen P.C., Airfare, San Francisco, CA 11/05/03 to 11/06/03, (Client Meeting)	828.00
11/05/03	Romana Samad, Airfare, Dallas, TX., 11/05/03 to 11/07/03, (Document Production)	1,152.04
11/05/03	Damian Capozzola, Airfare, Dallas, TX, 11/05/03 to 11/07/03, (Witness Meeting)	767.00
11/05/03	Janet Baer, Airfare, Los Angeles, CA, 11/05/03 to 11/06/03, (Meeting)	1,611.08
11/05/03	James Sprayregen P.C., To/From Airport, San Francisco, CA, 11/05/03, (Client Meeting)	119.58
11/05/03	Crown Coach - Transportation to/from airport, Janet S Baer	58.40
11/05/03	Damian Capozzola, To/From Airport, Dallas, TX, 11/05/03, (Witness Meeting)	45.00
11/05/03	Eric Liebeler, To/From Airport, Los	70.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/05/03	Angeles, CA, 11/05/03, (Client Meeting) Eric Liebler, To/From Airport, Dallas, TX, 11/05/03, (Client Meeting)	75.60
11/05/03	Geoffrey Richards, To/From Airport, Philadelphia, PA, 11/05/03, (Court Hearing)	30.00
11/05/03	Damian Capozzola, Travel Meal, Dallas, TX, 11/05/03, (Witness Meeting)	40.90
11/05/03	Damian Capozzola, Travel Meal, Dallas, TX, 11/05/03, (Witness Meeting)	16.75
11/05/03	Geoffrey Richards, Travel Meal, Philadelphia, PA, 11/05/03, (Court Hearing)	25.56
11/06/03	Romana Samad, Hotel, Dallas, TX., 11/06/03, (Document Production)	202.25
11/06/03	Damian Capozzola, Hotel, Dallas, TX, 11/06/03, (Witness Meeting)	195.50
11/06/03	Eric Liebler, Hotel, Dallas, TX, 11/06/03, (Client Meeting)	333.50
11/06/03	Eric Liebler, Airfare, Wilmington, DE, 11/23/03 to 11/26/03, (Court Hearing)	1,959.50
11/06/03	Janet Baer, To/From Airport, Los Angeles, CA, 11/06/03, (Meeting)	35.00
11/06/03	Damian Capozzola, Travel Meal, Dallas, TX, 11/06/03, (Witness Meeting)	46.03
11/06/03	Eric Liebler, Travel Meal with Others, Dallas, TX, 11/06/03, (Client Meeting)	150.00
11/06/03	Eric Liebler, Travel Meal, Dallas, TX, 11/06/03, (Client Meeting)	8.00
11/06/03	Janet Baer, Travel Meal, Los Angeles, CA, 11/06/03, (Meeting)	10.01
11/06/03	Janet Baer, Travel Meal, Los Angeles, CA, 11/06/03, (Meeting)	5.61
11/07/03	Eric Liebler, Airfare, Los Angeles, CA, 11/09/03 to 11/10/03, (Attend Deposition)	456.20
11/07/03	Damian Capozzola, Airfare, Dallas, TX, 11/05/03 to 11/07/03, (Witness Meeting)	553.52
11/07/03	Eric Liebler, To/From Airport, Los Angeles, CA, 11/07/03, (Client Meeting)	70.00
11/07/03	Damian Capozzola, To/From Airport, Dallas, TX, 11/07/03, (Witness Meeting)	96.06
11/07/03	Romana Samad, Travel Meal, Dallas, TX., 11/07/03, (Document Production)	5.12
11/07/03	Damian Capozzola, Travel Meal, Dallas, TX, 11/07/03, (Witness Meeting)	25.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/07/03	Damian Capozzola, Travel Meal, Dallas, TX, 11/07/03, (Witness Meeting)	14.58
11/07/03	Damian Capozzola, Travel Meal, Dallas, TX, 11/07/03, (Witness Meeting)	17.44
11/07/03	Damian Capozzola, Travel Meal, Dallas, TX, 11/07/03, (Witness Meeting)	6.00
11/09/03	Eric Liebeler, Hotel, Phoenix, AZ, 11/09/03, (Attend Deposition)	240.95
11/09/03	Eric Liebeler, To/From Airport, Los Angeles, CA, 11/09/03, (Attend Deposition)	70.00
11/09/03	Eric Liebeler, Travel Meal, Phoenix, AZ, 11/09/03 (Attend Deposition)	36.54
11/10/03	Laura Thomas, Hotel, Phoenix, Arizona, 11/10/03, (Attend Deposition)	218.54
11/10/03	Laura Thomas, Airfare, Los Angeles, California, 11/10/03 to 11/14/03, (Attend Deposition)	241.00
11/10/03	Eric Liebeler, To/From Airport, Los Angeles, CA, 11/10/03, (Attend Deposition)	70.00
11/10/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/10/03, (Attend Deposition)	25.21
11/10/03	Laura Thomas, Travel Meal, Los Angeles, California, 11/10/03, (Attend Deposition)	2.44
11/10/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/10/03, (Attend Deposition)	1.99
11/10/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/10/03, (Attend Deposition)	4.85
11/10/03	Eric Liebeler, Travel Meal, Phoenix, AZ, 11/10/03 (Client Meeting)	16.34
11/10/03	Laura Thomas, Car Rental, Phoenix, Arizona, 11/10/03 to 11/14/03, (Attend Deposition), Car Rental	402.69
11/10/03	Eric Liebeler, Car Rental, Phoenix, AZ, 11/02/03 to 11/10/03, (Attend Deposition)	143.11
11/11/03	Laura Thomas, Hotel, Phoenix, Arizona, 11/11/03, (Attend Deposition)	218.54
11/11/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/11/03, (Attend Deposition)	22.02
11/11/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/11/03, (Attend Deposition)	5.19
11/11/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/11/03, (Attend Deposition)	21.07

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/12/03	Laura Thomas, Hotel, Phoenix, Arizona, 11/12/03, (Attend Deposition)	218.54
11/12/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/12/03, (Attend Deposition)	18.19
11/12/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/12/03, (Attend Deposition)	15.70
11/12/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/12/03, (Attend Deposition)	4.59
11/12/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/12/03, (Attend Deposition)	49.36
11/12/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/12/03, (Attend Deposition)	3.78
11/13/03	Laura Thomas, Hotel, Phoenix, Arizona, 11/13/03, (Attend Deposition)	218.54
11/13/03	Steven Bledsoe, Hotel, San Francisco, CA, 11/13/03, (Witness Meeting)	139.06
11/13/03	Steven Kotarba, Airfare, Chicago, IL, 11/17/03 to 11/22/03, (Meeting), Includes Agent Fees (changed airlines)	2,150.96
11/13/03	Steven Bledsoe, Airfare, San Francisco, CA, 11/13/03 to 11/13/03, (Witness Meeting)	545.00
11/13/03	Steven Bledsoe, To/From Airport, San Francisco, CA, 11/13/03, (Witness Meeting)	20.00
11/13/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/13/03, (Attend Deposition)	20.72
11/13/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/13/03, (Attend Deposition)	42.43
11/13/03	Steven Bledsoe, Travel Meal, San Francisco, CA, 11/13/03, (Witness Meeting)	19.00
	Standard Copies	1.10
11/14/03	Steven Bledsoe, To/From Airport, San Francisco, CA, 11/14/03, (Witness Meeting)	25.00
11/14/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/14/03, (Attend Deposition)	6.90
11/14/03	Laura Thomas, Travel Meal, Phoenix, Arizona, 11/14/03, (Attend Deposition)	49.08
11/15/03	Laura Thomas, To/From Airport, Los Angeles, California, 11/15/03, (Attend Deposition)	42.00
11/16/03	Steven Kotarba, Hotel, Los Angeles, CA, 11/16/03, (Meeting)	295.38
11/16/03	Steven Kotarba, To/From Airport, Los	35.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Angeles, CA, 11/16/03, (Meeting), From airport	
11/16/03	Crown Coach - Transportation to/from airport, Steven R Kotarba	69.15
11/16/03	Steven Kotarba, Travel Meal, Los Angeles, CA, 11/16/03, (Meeting)	13.50
11/17/03	Steven Kotarba, Hotel, Los Angeles, CA, 11/17/03, (Meeting)	295.38
	Fax Charge	98.67
11/18/03	Steven Kotarba, Hotel, Los Angeles, CA, 11/18/03, (Meeting)	295.38
11/18/03	James Ransom, Hotel, Lewisville, Texas, 11/18/03, (Meeting), J. Ransom	124.29
11/18/03	Vicki Hood, Airfare, Washington, DC, 11/19/03 to 11/19/03, (Client Meeting)	522.00
11/18/03	James Ransom, Airfare, Los Angeles, California, 11/18/03 to 11/20/03, (Meeting), J. Ransom	1,839.00
11/18/03	James Ransom, Travel Meal, Los Angeles, California, 11/18/03, (Meeting), J. Ransom	11.34
11/18/03	James Ransom, Travel Meal, Dalles, Texas, 11/18/03, (Meeting), J. Ransom	37.46
11/19/03	Steven Kotarba, Hotel, Los Angeles, CA, 11/19/03, (Meeting)	295.38
11/19/03	James Ransom, Hotel, Lewisville, Texas, 11/19/03, (Meeting), J. Ransom	124.29
11/19/03	Jack Bernstein, Airfare, Washington, DC, 11/19/03 to 11/19/03, (Meeting)	1,192.46
11/19/03	Geoffrey Richards, Airfare, Washington, D.C., 11/19/03 to 11/19/03, (Meeting)	1,192.46
11/19/03	Steven Bledsoe, Airfare, San Francisco, CA, 11/19/03 to 11/19/03, (Witness Meeting)	534.60
11/19/03	Crown Coach - Transportation to/from airport, Jack N Bernstein	59.50
11/19/03	Crown Coach - Transportation to/from airport, Vicki V Hood	54.05
11/19/03	Geoffrey Richards, To/From Airport, Washington, D.C., 11/19/03, (Meeting)	54.24
11/19/03	Steven Bledsoe, To/From Airport, San Francisco, CA, 11/19/03, (Witness Meeting)	25.00
11/19/03	Steven Bledsoe, To/From Airport, San Francisco, CA, 11/19/03, (Witness Meeting)	22.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/19/03	Jack Bernstein, Travel Meal, Washington, DC, 11/19/03, (Meeting)	8.00
11/19/03	James Ransom, Travel Meal, Lewisville, Texas, 11/19/03, (Meeting), J. Ransom	14.83
11/19/03	Steven Bledsoe, Travel Meal, San Francisco, CA, 11/19/03, (Witness Meeting)	5.00
	Local Transportation	495.00
11/20/03	Steven Kotarba, Hotel, Los Angeles, CA, 11/20/03, (Meeting)	295.38
11/20/03	Steven Kotarba, Airfare, Wilmington, DE, 11/23/03 to 11/25/03, (Hearing), Includes Agent Fees (changed airlines)	1,293.40
11/20/03	Steven Kotarba, Travel Meal, Los Angeles, CA, 11/20/03, (Meeting)	6.52
11/21/03	Steven Kotarba, Hotel, Los Angeles, CA, 11/21/03, (Meeting)	295.38
11/22/03	Steven Kotarba, To/From Airport, Los Angeles, CA, 11/22/03, (Meeting), To Airport	34.60
11/22/03	Steven Kotarba, Travel Meal, Los Angeles, CA, 11/22/03, (Meeting), No Receipt	11.00
11/23/03	Andrew Groesch, Hotel, Philidelphia,PA, 11/23/03, (Hearing)	251.90
11/23/03	Christopher Frost, Hotel, Wilmington, DE, 11/23/03, (Court Hearing)	251.90
11/23/03	Damian Capozzola, Hotel, Delaware, 11/23/03, (Court Hearing)	251.90
11/23/03	Eric Liebeler, Hotel, Wilmington, DE, 11/23/03, (Court Hearing)	251.90
11/23/03	Geoffrey Richards, Hotel, Wilmington, DE, 11/23/03, (Hearing)	239.80
11/23/03	Andrew Groesch, Airfare, Philidelphia,PA, 11/23/03 to 11/25/03, (Hearing)	1,363.00
11/23/03	Damian Capozzola, Airfare, Delaware, 11/23/03 to 11/26/03, (Court Hearing)	630.00
11/23/03	Christopher Frost, Airfare, Wilmington, DE, 11/23/03 to 11/26/03, (Court Hearing)	2,397.00
11/23/03	Geoffrey Richards, Airfare, Philadelphia, PA, 11/23/03 to 11/30/03, (Hearing)	1,637.17
11/23/03	Damian Capozzola, To/From Airport, Delaware, 11/23/03, (Court Hearing)	73.88
11/23/03	Eric Liebeler, To/From Airport, Los	70.00

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/23/03	Angeles, CA, 11/23/03, (Court Hearing) Geoffrey Richards, To/From Airport, Philadelphia, PA, 11/23/03, (Hearing)	38.00
11/23/03	Geoffrey Richards, To/From Airport, Wilmington, DE, 11/23/03, (Hearing)	71.88
11/23/03	Steven Kotarba, Travel Meal, Chicago, IL, 11/23/03, (Meeting)	10.00
11/23/03	Andrew Groesch, Travel Meal, Chicago, IL, 11/23/03, (Hearing)	9.89
11/23/03	Christopher Frost, Travel Meal, Los Angeles, CA, 11/23/03, (Court Hearing)	10.80
11/23/03	Christopher Frost, Travel Meal with Others, Wilmington, DE, 11/23/03, (Court Hearing)	45.00
11/23/03	Damian Capozzola, Travel Meal, Delaware, 11/23/03 (Court Hearing)	10.00
11/23/03	Damian Capozzola, Travel Meal, Delaware, 11/23/03 (Court Hearing)	40.60
11/23/03	Eric Liebler, Travel Meal, Wilmington, DE, 11/23/03, (Court Hearing)	50.00
11/23/03	Geoffrey Richards, Travel Meal, Wilmington, DE, 11/23/03, (Hearing)	11.80
	Scanned Images	5.70
11/24/03	Andrew Groesch, Hotel, Philidelphia,PA, 11/24/03, (Hearing)	251.90
11/24/03	Steven Kotarba, Hotel, Wilmington, DE, 11/24/03, (Hearing)	507.30
11/24/03	Christopher Frost, Hotel, Wilmington, DE, 11/24/03, (Court Hearing)	251.90
11/24/03	Damian Capozzola, Hotel, Delaware, 11/24/03, (Court Hearing)	251.90
11/24/03	Eric Liebler, Hotel, Wilmington, DE, 11/24/03, (Court Hearing)	251.90
11/24/03	Geoffrey Richards, Hotel, Wilmington, DE, 11/24/03, (Hearing)	239.80
11/24/03	Andrew Running, Hotel, Wilmington, DE, 11/24/03, (Court Hearing)	251.90
11/24/03	Andrew Running, Airfare, Philadelphia, PA, 11/24/03 to 11/25/03, (Court Hearing)	1,109.80
11/24/03	Steven Kotarba, To/From Airport, Philadelphia, PA 11/24/03, (Hearing), From airport	73.88
11/24/03	Andrew Running, To/From Airport, Philadelphia, PA 11/24/03, (Court Hearing)	71.88

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/24/03	Steven Kotarba, Travel Meal, Chicago, IL, 11/24/03, (Hearing), Breakfast	3.90
11/24/03	Steven Kotarba, Travel Meal, Wilmington, DE, 11/24/03, (Hearing)	12.50
11/24/03	Christopher Frost, Travel Meal, Wilmington, DE, 11/24/03, (Court Hearing)	39.00
11/24/03	Damian Capozzola, Travel Meal, Delaware, 11/24/03 (Court Hearing)	7.00
11/24/03	Damian Capozzola, Travel Meal, Delaware, 11/24/03 (Court Hearing)	8.00
11/24/03	Geoffrey Richards, Travel Meal, Wilmington, DE, 11/24/03, (Hearing)	22.60
11/24/03	Andrew Running, Travel Meal with Others, Wilmington, DE, 11/24/03, (Court Hearing)	67.30
11/25/03	Christopher Frost, Hotel, Wilmington, DE, 11/25/03, (Court Hearing)	251.90
11/25/03	Damian Capozzola, Hotel, Delaware, 11/25/03, (Court Hearing)	251.90
11/25/03	Eric Liebeler, Hotel, Wilmington, DE, 11/25/03, (Court Hearing)	251.90
11/25/03	Geoffrey Richards, Hotel, Wilmington, DE, 11/25/03, (Hearing)	239.80
11/25/03	Steven Kotarba, To/From Airport, Chicago, IL, 11/25/03, (Hearing), No receipt	60.00
11/25/03	Andrew Running, To/From Airport, Wilmington, DE, 11/25/03, (Court Hearing)	70.00
11/25/03	Andrew Groesch, Travel Meal, Philidelphia,PA, 11/25/03, (Hearing)	22.00
11/25/03	Damian Capozzola, Travel Meal, Delaware, 11/25/03 (Court Hearing)	20.80
11/25/03	Eric Liebeler, Travel Meal with Others, Wilmington, DE, 11/25/03, (Court Hearing)	450.00
11/25/03	Geoffrey Richards, Travel Meal, Wilmington, DE, 11/25/03, (Hearing)	22.60
11/25/03	Andrew Running, Travel Meal with Others, Philadelphia, PA, 11/25/03, (Court Hearing)	18.00
	Telephone	4,104.00
11/26/03	Damian Capozzola, To/From Airport, Delaware, 11/26/03, (Court Hearing)	68.88
11/26/03	Eric Liebeler, To/From Airport, Los	70.00

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/26/03	Angeles, CA, 11/26/03, (Court Hearing) Geoffrey Richards, To/From Airport, Philadelphia, PA, 11/26/03, (Hearing)	68.88
11/26/03	Geoffrey Richards, To/From Airport, Philadelphia, PA, 11/26/03, (Hearing)	90.46
11/26/03	Damian Capozzola, Travel Meal, Delaware, 11/26/03 (Court Hearing)	6.37
11/26/03	Damian Capozzola, Travel Meal, Delaware, 11/26/03 (Court Hearing)	6.37
11/26/03	Damian Capozzola, Travel Meal, Delaware, 11/26/03 (Court Hearing)	15.50
11/26/03	Eric Liebeler, Travel Meal, Wilmington, DE, 11/26/03, (Court Hearing)	3.50
	Other Travel Expenses	586.67
	Total Expenses	\$ 71,025.96

December 19, 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.# 2727859

IN THE MATTER OF **Use, Sale or Lease Property/Abandonment**
 File No. 40575-0031

For legal services rendered through November 30, 2003 (see attached Description of Legal Services for detail)	\$ 361,519.50
For disbursements incurred through November 30, 2003 (see attached Description of Expenses for detail)	\$ 5,227.05
Total for legal services rendered and expenses incurred	\$ 366,746.55

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ashley H Anderson	12.10	345.00	4,174.50
Gary E Axelrod	63.60	395.00	25,122.00
Richard S Berger	.40	625.00	250.00
Samuel Blatnick	3.50	255.00	892.50
Erin N Brady	22.00	345.00	7,590.00
Robert T Buday	152.20	510.00	77,622.00
Shirley S Cho	21.90	445.00	9,745.50
Willard G Fraumann, P.C.	32.00	660.00	21,120.00
Jason A Friedman	118.60	375.00	44,475.00
Seth J Gerson	78.50	430.00	33,755.00
Marjon E Ghasemi	2.50	385.00	962.50
Robert M Jason	1.30	615.00	799.50
Steven R Kotarba	1.20	420.00	504.00
Ryan McCrate	46.10	225.00	10,372.50
Andrew E Paris	6.60	455.00	3,003.00
Haleh Rahjoo	77.80	345.00	26,841.00
Geoffrey A Richards	6.90	460.00	3,174.00
Rachel Skiffer	67.40	225.00	15,165.00
Richard J Tilley	3.60	310.00	1,116.00
Victoria Wales	191.10	310.00	59,241.00
Richard L Wynne	8.30	670.00	5,561.00
James M Celeski	4.50	105.00	472.50
Frank A Chavez	4.90	90.00	441.00
Laurie L Ruxton	27.00	185.00	4,995.00
Denise Wymore	.70	210.00	147.00
Julia Galyen	4.90	255.00	1,249.50
Kenneth Robling	10.70	255.00	2,728.50
Total	970.30		\$ 361,519.50

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/01/03	.20	Shirley S Cho	Review and revise adequate protection reserve chart.
11/01/03	.30	Seth J Gerson	Review correspondence and voice mail messages re confidentiality agreement (.2); telephone conference with M. Genereux re same (.1).
11/02/03	2.00	Victoria Wales	Review and respond to inquiries re real property related issues.
11/02/03	.40	Seth J Gerson	Draft memorandum to N. Keller re form of confidentiality agreement to be used for certain matters related to Core-Mark (.2); draft memorandum to M. Genereux and others at K&E re correspondence from bidder relating to Core-Mark (.2).
11/03/03	8.40	Jason A Friedman	Prepare closing documents and close on auctioned real property (6.2); telephone conferences with auction property buyers and title company (2.2).
11/03/03	6.50	Robert T Buday	Prepare summary of dissolution and liquidation procedure and review organizational documents re same (2.9); review and revise further revised purchase agreement from United Properties (3.6).
11/03/03	1.00	Gary E Axelrod	Review operating agreement re appointment of manager (.7); conference with R. Buday re sale issues (.3).
11/03/03	1.30	Robert M Jason	Review and draft correspondence re asset purchase agreement (.5); review and revise asset purchase agreement (.8).
11/03/03	.80	Shirley S Cho	Email correspondence with counsel for Best Yet re adequate protection reserve

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			motion (.1); voicemail to S. Fallon re Quillin's objection to adequate expense reimbursement motion (.1); additional revision to Texas taxing authority stipulation (.2); review Chouteau settlement proposal and email to R. Buday re same (.2); email to D. Capozzola re Chouteau (.2).
11/03/03	.30	Richard L Wynne	Telephone conference with G. Richards re preliminary injunction re additional trust funds, lease/sublease problems.
11/03/03	.50	Richard L Wynne	Conference with H. Rahjoo re real estate motion replies (.2); analyze Nash Finch objection (.3).
11/03/03	.60	Richard L Wynne	Telephone conference with F. Huffard and K. Richesson re possible Core Mark bid.
11/03/03	7.40	Ryan McCrate	Coordinate with purchasers of OK-218, TX-393, OK-142, and KS-052 to obtain additional documentation or funding required to close the sales of those properties (5.4); meet with closing officers at the offices of the Chicago Title & Trust Company to facilitate the closings of OK-218, TX-393, KS-052 and other auctioned properties and leases (2.0).
11/03/03	7.00	Victoria Wales	Review and respond to lease inquiry re rejection of NE-120 (.3); review Eastbrook stipulation (.5); review assignments to R. Knauss (.5); review and respond to letter from Lathrop Gage re lease (.6); conferences with R. Friedman re discrepancies in motions to assign leases re C&S transaction (1.5); review list of leases to be removed from rejection motion (.5); review commitment from title company re owned real property (.6); conferences with F. Kitelinger re real estate prorations (1.0); review objections to lease rejection motion and respond to same

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			(1.5).
11/03/03	3.40	Ashley H Anderson	Prepare for and participate in telephone conferences to client re Core-Mark schedules (.5); draft disclosure schedules (2.9).
11/03/03	2.50	Marjon E Ghasemi	Draft bid procedures re Core-Mark
11/03/03	3.60	Seth J Gerson	Review further comments of counsel to UCC and Canadian counsel to form APA for sale of Core-Mark (.4); review and edit same (1.4); review and edit draft of disclosure schedules for APA and review correspondence related to same (1.2); draft correspondence to each of D. Kayes, M. Partridge and B. Jason re certain matters related to form APA and various matters related to potential transaction (.6).
11/03/03	1.60	Seth J Gerson	Review amended summary of financing proposals (.3); telephone conference with members of Blackstone, AlixPartners and other members of K&E re same (1.0); review terms of confidentiality agreement (.3).
11/03/03	2.10	Seth J Gerson	Telephone conference with members of Fleming, AlixPartners, Blackstone and attorneys re bidder (.6); draft and edit correspondence to bidder re same (1.3); draft memorandum to working group re same (.2).
11/03/03	1.50	Seth J Gerson	Review bid letter for purchase of Core-Mark (.2); telephone conference with M. Genereux and T. Morrow re Core-Mark bids and content thereof (.3); draft email correspondence re fiduciary duties of board in potential sale of company and related Revlon duties (.5); review minutes and resolutions from board meeting (.5).
11/03/03	2.30	Laurie L Ruxton	Telephone conferences with D. Stegmann and V. Wales re conveyance of LaCrosse

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			parcels (.5); draft correspondence to surveyor re completion of surveys in LaCrosse, Wisconsin and Chouteau, Missouri (.4); prepare letter to M. Margulies re transmittal of survey (.3); telephone conference with M. Osty re underlying title documents (.2); review of survey invoices and revise status chart (.5); review Articles of Merger required for recordings (.4).
11/03/03	4.30	Haleh Rahjoo	Revise and update objection chart (1.9); telephone conferences with F. Knowles and W. Evanoff re Mark Saliterman's objection (.6); email correspondence with F. Knowles re same (.4); conference with R. Friedman re same (.4); review and analyze objection filed by Nash Finch (.5); email correspondence with R. Friedman re MS-201 and AL-057 (.5).
11/03/03	2.70	Haleh Rahjoo	Review and reply to emails and voicemails from B. Hall re MN 153 lease (.5); email correspondence with K. Ferren, B. Hall, R. Buday G. Richards, D. Forsyth, E. Davis and C. Pak re LA-094 lease (1.9); review amendment to same (.3).
11/03/03	2.80	Haleh Rahjoo	Telephone conferences with G. Richards, C. Lhulier and R. Friedman re objections to motion to reject (2.4); email correspondence with G. Richards, C. Lhulier and R. Friedman re same (.4).
11/03/03	1.20	Rachel Skiffer	Telephone conference with J. Johnson-West of Chicago Title and B. Mooty, buyer's counsel, re Peoria, IL closing (.9); telephone conferences with R. Williamson of Bock & Clark and L. Howell, buyer's counsel, re Wendell, NC closing and survey revision (.3).
11/03/03	2.30	Rachel Skiffer	Scan and email documents to Chicago title re WI-230(A), VA-012, and IL-005

The Fleming Company
Legal Services for the Period Ending November 30, 2003
December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			closings (1.3); telephone conferences with P. Lucey and B. Sullivan re WI-230(A) closing and closing statement (1.0).
11/03/03	2.00	Rachel Skiffer	Telephone conferences with C. Birche of Fleming re signing MOLAs (.5); telephone conferences and email correspondence with M. Kasper of Ralphs re closing statement (1.0); revise closing statement for WI-230(A) (.5).
11/03/03	3.50	Samuel Blatnick	Research re rules governing exclusion of potential bidders in the sale of assets while operating under chapter 11 protection.
11/03/03	2.80	Willard G Fraumann, P.C.	Review Coremark documents and agreements (.8); review indication of interest from management (.7); telephone conference S. Gerson (.5); review and respond to voicemails and email correspondence (.8).
11/03/03	1.10	Geoffrey A Richards	Telephone conference with sale team re FTC issues.
11/04/03	8.40	Jason A Friedman	Prepare closing documents and close on auctioned real property (6.2); telephone conferences with auction property buyers and title company (2.2).
11/04/03	8.50	Robert T Buday	Review correspondence, participate in conference calls and address issues re rejection of LA-098 (1.6); participate in conferences and address issues re withdrawal of rejection motion and assumption and assignment of leases for AR-084 and AR-090 (2.4); address issues re environmental report for Kansas City property and participate in conference re same (1.5); participate in conferences re sale of VA-111, review purchase agreement and negotiate solution to title objections and survey matters (3.0).

The Fleming Company
 Legal Services for the Period Ending November 30, 2003
 December 19, 2003

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
11/04/03	5.10	Gary E Axelrod	Review comments to Purchase and Sale Agreement (1.5); conference with R. Buday re same (2.0); conference with R. Friedman re motions and bidding process (.5); conference with L. Price re authorization issues (0.5); conference with J. Eisen re due diligence issues (.2); conference with R. Skiffer re leases (.1); review lease schedules and rent roll (.3).
11/04/03	.70	Shirley S Cho	Review and return voicemail of S. Fallon adequate protection reserve (.1); telephone conference with M. Gardner re same (.1); telephone conference with M. Hurford re same (.1); email to committee and lender counsel re revised motion to compel (.2); meet and confer with R. Wynne re sale hearing transcript (.2).
11/04/03	1.00	Richard L Wynne	Analyze transcript of sale hearing, sale order re integration issue and possible reserve motion (.7); conference with S. Cho re reserve reduction motion (.3).
11/04/03	.30	Richard L Wynne	Analyze bid letter and proposed reply and changes to same.
11/04/03	3.80	Ryan McCrate	Follow-up with purchaser of TX-393 to obtain lender's approval of loan insurance policy and disbursement of statement (.8); coordinate with purchasers of various auctioned properties to obtain signed disbursement statements (2.1); meet with J. Friedman re dispute over whether Fleming or purchaser is responsible for paying title insurance search fees and out-of-pocket costs for VA-111 property (.4); telephone conference with W. Terry and J. Friedman re dispute over VA-111 fees (.3); telephone conference with D. Stegman re source of funds received by