

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

In re:	)	Chapter 11
)	
Fleming Companies, Inc., et al. ¹	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.)	
	)	Objection due by: January __,
	)	2004, Hearing Date: Hearing will
	)	be held only if necessary

**SUMMARY SHEET OF EIGHTH MONTHLY APPLICATION OF
MCAFFEE & TAFT A PROFESSIONAL CORPORATION FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
SPECIAL CORPORATE COUNSEL TO THE DEBTORS
FOR THE INTERIM PERIOD FROM NOVEMBER 1, 2003 THROUGH
NOVEMBER 30, 2003
(LOCAL FORMS 101 AND 102)**

Name of Applicant:	McAfee & Taft A Professional Corporation
Authorized to Provide Professional Services to:	The Debtors and Debtors in Possession
Date of Retention:	May 20, 2003, effective as of April 1, 2003
Period for Which Compensation And Reimbursement is Sought:	Nov. 1, 2003 through Nov. 30, 2003
Amount of Compensation Sought As Actual, Reasonable and Necessary:	\$ 98,986.50 (80% of which is \$79,189.20)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 1,054.52

¹ The Debtors are the following entities: Fleming Companies, Inc.; FCI Corporation; Core-Mark International, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; Arizona Price Impact, L.L.C.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; E.A. Morris Distributors, Ltd. of Washington; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

This is a: monthly interim final application.

The total time expended for preparation of this application is approximately 8 hours and the corresponding compensation is approximately \$1,240.00.

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

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
May 29, 2003	April 1, 2003 – April 30, 2003	\$315,666.50	\$6,902.20	\$252,533.20	\$6,902.20
June 26, 2003	May 1, 2003 – May 31, 2003	\$278,651.50	\$5,133.45	\$222,921.20	\$5,133.45
July 24, 2003	June 1, 2003 – June 30, 2003	\$250,257.50	\$10,240.14	\$200,206.00	\$10,240.14
August 15, 2003 (INTERIM APPLICATION)	April 1, 2003 – June 30, 2003	\$844,575.50	\$22,275.79		
August 19, 2003	July 1, 2003 – July 31, 2003	\$211,865.50	\$5,509.11	\$169,492.40	\$5,509.11
September 25, 2003	August 1, 2003 – August 31, 2003	\$166,714.50	\$5,591.65	\$133,371.60	\$5,591.65
October 22, 2003	Sept. 1, 2003 – Sept. 30, 2003	\$123,589.00	\$11,396.28	\$98,871.20	\$11,396.28
November 14, 2003 (INTERIM APPLICATION)	July 1, 2003 – Sept. 30, 2003	\$502,169.00	\$22,497.04		
November 17, 2003	Oct. 1, 2003 – October 31, 2003	\$180,231.50	\$2,850.78	\$144,185.20	\$2,850.78

The M&T attorneys who rendered professional services in these cases from November 1, 2003 through November 30, 2003 (the "Interim Fee Period") are:

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice, area of expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
M. Brandon Meyer	Associate; Joined firm August 7, 2001; Member of Oklahoma Bar since 2001; ERISA, Taxation.	\$145	0.5	\$7,250.00
Stephanie Chapman	Associate; Joined firm on August 21, 2002; Member of Oklahoma Bar since 2002; Real Estate	\$125	7.0	\$875.00
Stephanie Reaugh	Associate; Joined firm June 11, 2001; Member of Oklahoma Bar since 2001; Member of Texas Bar since 1999; Litigation	\$145	8.1	\$1,174.50
Mark W. Malone	Associate; Joined firm August 7, 2002; Member of Oklahoma Bar since 2002; Corporate, Estate Planning.	\$125	44.2	\$5,525.00
Beauchamp M. Patterson	Associate; Joined firm August 6, 2001; Member of Oklahoma Bar since 2001; Litigation	\$125	37.2	\$4,650.00
M. Craig Adkins	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; Real Estate	\$155	49.0	\$7,595.00
Sheryl Newberry Young	Shareholder since Jan. 1, 1998; Joined firm May 1, 1990; Member of Oklahoma Bar since 1990; Litigation	\$185	5.2	\$962.00
Joseph H. Bocock	Shareholder since Sept. 1, 1982; Joined firm June 1, 1978; Member of Oklahoma Bar since 1978; Litigation	\$245	35.4	\$8,673.00
Kymala B. Carrier	Associate; Joined firm Sept. 1, 1998; Member of Oklahoma Bar since 1998; Litigation.	\$155	0.8	\$124.00
Elizabeth D. Tyrrell	Shareholder since Jan. 1, 1994; Joined firm Sept. 1, 1985; Member of Oklahoma Bar since 1985; Corporate, Securities.	\$235	2.3	\$540.50
John N. Hermes	Shareholder since Sept. 1, 1976; Joined firm May 1, 1975; Member of Oklahoma Bar since 1975; Litigation.	\$270	18.2	\$4,914.00
Laurence M. Huffman	Shareholder since Mar. 1, 1982; Joined firm August 1, 1978; Member of Oklahoma Bar since 1974; Litigation.	\$240	39.2	\$9,408.00

J. Dudley Hyde	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Texas Bar since 1969; Member of Oklahoma Bar since 1974; ERISA.	\$280	18.0	\$5,040.00
M. Richard Mullins	Shareholder since Jan. 1, 1996; Joined firm May 1, 1988; Member of Oklahoma Bar since 1988; Litigation.	\$230	22.4	\$5,152.00
John A. Papahronis	Shareholder since Jan. 1, 1994; Joined firm Jan. 1, 1983; Member of Oklahoma Bar since 1983; ERISA.	\$225	0.4	\$90.00
Louis J. Price	Shareholder since Sept. 1, 1982; Joined firm Sept. 1, 1978; Member of Oklahoma Bar since 1978; Corporate, Bankruptcy.	\$250	62.6	\$15,650.00
James C. Prince	Of Counsel; Joined firm Nov. 16, 2001; Member of Oklahoma Bar since 1981; Taxation, Corporate.	\$210	24.3	\$5,103.00
Richard A. Riggs	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Oklahoma Bar since 1974; Corporate, Real Estate.	\$250	2.2	\$550.00
Reid R. Robison	Shareholder since Mar. 1, 1975; Joined firm Jan. 1, 1972; Member of Oklahoma Bar since 1968; Member of Colorado Bar since 1971; Litigation.	\$270	7.4	\$1,998.00
Richard J. Salamy	Associate; Joined firm March 3, 2000; Member of Oklahoma Bar since 1998; Member of Texas Bar since 1992; Corporate, Real Estate.	\$145	23.3	\$3,378.50
Myrna Schack Latham	Shareholder since Jan. 1, 1993; Joined firm June 1, 1985; Member of Oklahoma Bar since 1985; Litigation, Corporate, Real Estate.	\$210	0.2	\$42.00
Elizabeth Scott Wood	Shareholder since Jan. 1, 1989; Joined firm May 1, 1986; Member of Oklahoma Bar since 1980; Labor & Employment.	\$230	3.2	\$736.00
John D. Stiner	Associate; Joined firm August 1, 1998; Member of Oklahoma Bar since 1998; Bankruptcy, Litigation.	\$155	17.5	\$2,712.50

Drew D. Webb	Shareholder since Jan. 1, 1994; Joined firm October 1, 1986; Member of Oklahoma Bar since 1985; Litigation.	\$200	1.4	\$280.00
Shawn Harrell	Associate; Joined firm July 16, 2001; Member of Oklahoma Bar since 1995; Litigation	\$165	9.0	\$1,485.00
Jennifer Callahan	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; ERISA, Taxation.	\$175	1.2	\$210.00
Robert Dace	Shareholder since January 1, 1990; Joined firm June 1, 1983; Member of Oklahoma Bar since 1983, District of Columbia Bar since 1988; Litigation	\$200	2.0	\$400.00
Amy White	Associate; Joined firm September 5, 2001; Member of Oklahoma Bar since 2001; Litigation	\$125	15.3	\$1,912.50
Steven W. Bugg	Shareholder since Jan. 1, 1989; Joined firm Jan. 1, 1982; Member of Oklahoma Bar since 1982; Bankruptcy, Litigation.	\$195	4.3	\$838.50
J. Michael Nordin	Shareholder since Jan. 1, 1989; Joined firm May 1, 1982; Member of Oklahoma Bar since 1982; Real Estate.	\$240	2.6	\$624.00

The M&T paraprofessionals who rendered professional services in these cases from November 1, 2003 through November 30, 2003 (the "Interim Fee Period") are:

Jane E. Henson	Legal Assistant; Joined firm August 25, 1980	\$70	24.7	\$1,729.00
Dianna Peters	Legal Assistant; Joined firm Nov. 10, 1986	\$80	28.7	\$2,296.00
Stan Kelley	Legal Assistant; Dec. 2, 2002	\$65	51.0	\$3,315.00
Nancy Barton	Legal Assistant, Joined firm July 10, 1989	\$70	0.8	\$56.00
Annette Young	Legal Assistant; Joined firm Oct. 30, 2002	\$50	0.4	\$20.00
Renea Belcher	Case Management Assistant; Joined firm Dec. 16, 1998	\$50	7.3	\$365.00
Kristi Kuslak	Legal Assistant; Joined firm October 1, 2003	\$70	7.0	\$490.00

Total: \$98,986.50

Blended Rate: \$ 195.34 per hour for attorneys
Blended Rate: \$ 68.98 per hour for paraprofessionals
Total Blended Rate: \$ 169.26 per hour

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Corporate Matters	174.3	\$27,420.50
Customer Relationships	310.3	\$53,547.50
Employee Benefits	27.2	\$2,291.50
Environmental	0.0	\$0.00
Insurance	20.7	\$5,459.00
Intellectual Property	0.0	\$0.00
Litigation	44.9	\$8,728.00
Real Estate	6.9	\$1,540.00
Vendor Relationships	0.0	\$0.00
Total	584.3	\$98,986.50

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)²	Total Expense
Computer Assisted Legal Research (Rate:\$6.50 per minute)	WESTLAW	\$207.22
Court Reporting		\$0.00
Courier & Express Carriers	USPS/UPS/Federal Express	\$106.36
Facsimile (Rate:\$0.50 per page)		\$97.50
Filing/Court Fees		\$20.00
Out-of-Town Travel		\$0.00
Long Distance Telephone		\$90.24
Postage		\$0.00
Reproduction (Rate:\$0.15 per page)		\$384.45
Other	(See Exhibit to Applications for Itemized Breakdown)	\$148.75
Total		\$1,054.52

² McAfee & Taft may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

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

In re:	)	Chapter 11
)	
Fleming Companies, Inc., et al. ¹	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.)	
	)	Objection Due by: January __,
	)	2004, Hearing Date: Hearing will
	)	be held only if necessary

**EIGHTH MONTHLY APPLICATION OF MCAFEE & TAFT A PROFESSIONAL
CORPORATION FOR COMPENSATION OF SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE COUNSEL TO THE
DEBTORS FOR THE PERIOD FROM NOVEMBER 1, 2003 THROUGH
NOVEMBER 30, 2003**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") Del.Bankr.LR 2016-2, and this Court's Order Establishing Interim Fee Application and Expense Reimbursement Procedures, dated April 22, 2003 (the "Fee Order"), McAfee & Taft A Professional Corporation ("M&T") hereby submits its Eighth Monthly Application for the Compensation of Services Rendered and Reimbursement of Expenses as Special Corporate Counsel to the Debtors for the period from November 1, 2003 through November 30, 2003 (the "Application"). By this Application, M&T seeks a monthly interim allowance of compensation in the amount of \$98,986.50 (80% of which is \$79,189.20) and reimbursement of actual and necessary expenses in the amount of

¹ The Debtors are the following entities: Fleming Companies, Inc.; FCI Corporation; Core-Mark International, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; Arizona Price Impact, L.L.C.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; E.A. Morris Distributors, Ltd. of Washington; Favara Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

\$1,054.52 for a total of \$100,041.02 for the period November 1, 2003, through November 30, 2003 (the "Interim Period"). In support of this Application, M&T respectfully represents as follows:

Background

1. On April 1, 2003 (the "Petition date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

2. Since the Petition Date, the Debtors have operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2).

4. M&T has served as outside counsel to the Debtors for 30 years in relation to a wide range of legal activities, including general corporate, securities, finance, litigation, real estate, tax and regulatory matters of all types. The current standard hourly rates charged by McAfee & Taft for partners and counsel range from \$190 to \$350 per hour, the rates charged for associates range from \$125 to \$175 per hour, while the rates charged for legal assistants and other paraprofessionals range from \$70 to \$80 per hour.

5. The application for retention of M&T as Special Corporate Counsel to the Debtors (the "Employment Application") was approved by the Court on May 20, 2003, effective as of April 1, 2003. On that date, pursuant to 11 U.S.C. § 327(e), M&T received authority to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses as is customary for M&T's practice, for performing the following services for the Debtor:

(a) to advise the Debtors in connection with general corporate, business, tax and fiduciary matters;

(b) to advise the Debtors in connection with customer and vendor supply agreements, arrangements and programs and related financing activities, extensions of secured and unsecured loans and trade credit, and collection matters through litigation and arbitration proceedings;

(c) to advise the Debtors in connection with general real estate matters, including lease and sublease arrangements relating to store, warehouse and office properties, and dispositions and acquisitions of real estate;

(d) to advise the Debtors regarding and to assist the Debtors in the disposition of retail operations, other assets and subsidiaries;

(e) to advise the Debtors in connection with general business litigation;

(f) to advise the Debtors in connection with matters pertaining to insurance issues;

(g) to advise the Debtors in connection with franchising, licensing, and related matters;

(h) to advise the Debtors in connection with state, local and federal laws and regulations relating to the protection of the environment and human health, and regulations related to their business operations;

(i) to advise the Debtors in matters pertaining to all aspects of employment law and related matters, including employment practices and policies, employee terminations and discipline, equal employment, non-competition and other business protection issues;

(j) to advise the Debtors in matters pertaining to executive employment packages, stock options, awards, individual severance agreements and releases;

(k) to advise the Debtors in matters pertaining to employment based litigation and arbitration proceedings; and

(l) to advise the Debtors in connection with all aspects of the Debtors' employee benefit plans, programs and arrangements, and all the other numerous qualified and nonqualified employee benefit programs sponsored by the Debtors.

6. On April 22, 2003, the Court entered the Fee Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in the Fee Order, a professional may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certificate of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

Compensation Paid and Its Source

7. All services for which M&T requests compensation were performed for or on behalf of the Debtors.

8. Except for the retainer described in this paragraph, M&T has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between M&T and any other person other than the shareholders of M&T for the sharing of compensation to be received for services rendered in these cases. On or about March 19, 2003, the Debtors paid a retainer to M&T in the amount of \$300,000. After deducting \$92,661.39 from the retainer for current services performed, the Debtors supplemented

the retainer on March 31, 2003 with a payment of \$92,661.39, bringing the total amount of the retainer held by M&T to \$300,000, of which \$25,000 was applied to the Debtors' prepetition account with M&T immediately prior to the filing of the petition in these cases. As of the date hereof, M&T has applied the total remaining retainer of \$275,000 to the amounts owed by Debtor with regard to M&T's first two monthly fee applications and, as a result, the retainer has been exhausted. The retainer will not be replenished. In addition, the American Arbitration Association issued a refund on May 9, 2003 in the amount of \$793.76 and another on May 16, 2003 in the amount of \$750.00, which have been placed in escrow.

Fee Statements

9. The fee statement for the Interim Period is attached hereto as Exhibit A. This fee statement contains daily time entries relating to each matter for which services were performed by M&T during the Interim Period, and particularly describes the amount of time spent and the specific activity performed by each attorney and paraprofessional during the Interim Period with regard to each such matter.

10. To the best of M&T's knowledge, this Application complies with section 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Fee Order, the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"), and the United States Trustee Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "Trustee's Guidelines").

11. M&T's time reports are initially entered into M&T's computerized time management system by the attorney or paraprofessional performing the described services. The time reports are organized on a daily basis with regard to each particular matter for which M&T has

provided services. M&T is particularly sensitive to issues of “lumping” or “block billing” and has attempted to ensure that separate time entries are set forth in the time reports. M&T’s charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. M&T has reduced its charges related to any non-working “travel time” to 50% of M&T’s standard hourly rate as required by the Delaware Local Rules. To the extent it is feasible, M&T attempts to work during travel.

Actual and Necessary Expenses

12. A summary and a detailed listing of actual and necessary expenses incurred by M&T for the Interim Period is included in the fee statement with regard to each particular matter. M&T customarily charges \$0.15 per page for photocopying expenses. M&T records copy charges for clients by documenting on charge slips the copy jobs incurred each day by the client. M&T summarized each the Debtor’s photocopying charges for each particular matter

13. M&T charges \$0.50 per page for out-going facsimile transmissions. The charge for outgoing facsimile reflects M&T’s calculation of the costs incurred by M&T for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. In accordance with the Delaware Local Rules, M&T has not charged the Debtors for incoming faxes.

14. Regarding providers of online legal research (e.g., Lexis and Westlaw), M&T charges the standard usage rates these providers charge for computerized legal research. M&T has billed the Debtor for the actual costs of such services, with no premium, in accordance with the Delaware Local Rules.

15. M&T believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. In addition, M&T believes that such charges are in

accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursement and other charges.

Summary of Services Rendered

16. The shareholders and associates of M&T who have rendered professional services in these cases for which M&T seeks compensation, as well as the amount of time billed by each attorney and the total amount of compensation sought for such attorney are as follows:

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice, area of expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
M. Brandon Meyer	Associate; Joined firm August 7, 2001; Member of Oklahoma Bar since 2001; ERISA, Taxation.	\$145	0.5	\$7,250.00
Stephanie Chapman	Associate; Joined firm on August 21, 2002; Member of Oklahoma Bar since 2002; Real Estate	\$125	7.0	\$875.00
Stephanie Reaugh	Associate; Joined firm June 11, 2001; Member of Oklahoma Bar since 2001; Member of Texas bar since 1999; Litigation	\$145	8.1	\$1,174.50
Mark W. Malone	Associate; Joined firm August 7, 2002; Member of Oklahoma Bar since 2002; Corporate, Estate Planning.	\$125	44.2	\$5,525.00
Beauchamp M. Patterson	Associate; Joined firm August 6, 2001; Member of Oklahoma Bar since 2001; Litigation	\$125	37.2	\$4,650.00
M. Craig Adkins	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; Real Estate	\$155	49.0	\$7,595.00
Sheryl Newberry Young	Shareholder since Jan. 1, 1998; Joined firm May 1, 1990; Member of Oklahoma Bar since 1990; Litigation	\$185	5.2	\$962.00
Joseph H. Bocoek	Shareholder since Sept. 1, 1982; Joined firm June 1, 1978; Member of Oklahoma Bar since 1978; Litigation	\$245	35.4	\$8,673.00
Kymala B. Carrier	Associate; Joined firm Sept. 1, 1998; Member of Oklahoma Bar since 1998; Litigation.	\$155	0.8	\$124.00

Elizabeth D. Tyrrell	Shareholder since Jan. 1, 1994; Joined firm Sept. 1, 1985; Member of Oklahoma Bar since 1985; Corporate, Securities.	\$235	2.3	\$540.50
John N. Hermes	Shareholder since Sept. 1, 1976; Joined firm May 1, 1975; Member of Oklahoma Bar since 1975; Litigation.	\$270	18.2	\$4,914.00
Laurence M. Huffman	Shareholder since Mar. 1, 1982; Joined firm August 1, 1978; Member of Oklahoma Bar since 1974; Litigation.	\$240	39.2	\$9,408.00
J. Dudley Hyde	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Texas Bar since 1969; Member of Oklahoma Bar since 1974; ERISA.	\$280	18.0	\$5,040.00
M. Richard Mullins	Shareholder since Jan. 1, 1996; Joined firm May 1, 1988; Member of Oklahoma Bar since 1988; Litigation.	\$230	22.4	\$5,152.00
John A. Papahronis	Shareholder since Jan. 1, 1994; Joined firm Jan. 1, 1983; Member of Oklahoma Bar since 1983; ERISA.	\$225	0.4	\$90.00
Louis J. Price	Shareholder since Sept. 1, 1982; Joined firm Sept. 1, 1978; Member of Oklahoma Bar since 1978; Corporate, Bankruptcy.	\$250	62.6	\$15,650.00
James C. Prince	Of Counsel; Joined firm Nov. 16, 2001; Member of Oklahoma Bar since 1981; Taxation, Corporate.	\$210	24.3	\$5,103.00
Richard A. Riggs	Shareholder since Mar. 1, 1976; Joined firm June 1, 1974; Member of Oklahoma Bar since 1974; Corporate, Real Estate.	\$250	2.2	\$550.00
Reid R. Robison	Shareholder since Mar. 1, 1975; Joined firm Jan. 1, 1972; Member of Oklahoma Bar since 1968; Member of Colorado Bar since 1971; Litigation.	\$270	7.4	\$1,998.00
Richard J. Salamy	Associate; Joined firm March 3, 2000; Member of Oklahoma Bar since 1998; Member of Texas Bar since 1992; Corporate, Real Estate.	\$145	23.3	\$3,378.50
Myrna Schack Latham	Shareholder since Jan. 1, 1993; Joined firm June 1, 1985; Member of Oklahoma Bar since 1985; Litigation, Corporate, Real Estate.	\$210	0.2	\$42.00

Elizabeth Scott Wood	Shareholder since Jan. 1, 1989; Joined firm May 1, 1986; Member of Oklahoma Bar since 1980; Labor & Employment.	\$230	3.2	\$736.00
John D. Stiner	Associate; Joined firm August 1, 1998; Member of Oklahoma Bar since 1998; Bankruptcy, Litigation.	\$155	17.5	\$2,712.50
Drew D. Webb	Shareholder since Jan. 1, 1994; Joined firm October 1, 1986; Member of Oklahoma Bar since 1985; Litigation.	\$200	1.4	\$280.00
Shawn Harrell	Associate; Joined firm July 16, 2001; Member of Oklahoma Bar since 1995; Litigation	\$165	9.0	\$1,485.00
Jennifer Callahan	Associate; Joined firm August 1, 1996; Member of Oklahoma Bar since 1996; ERISA, Taxation.	\$175	1.2	\$210.00
Robert Dace	Shareholder since January 1, 1990; Joined firm June 1, 1983; Member of Oklahoma Bar since 1983, District of Columbia Bar since 1988; Litigation	\$200	2.0	\$400.00
Amy White	Associate; Joined firm September 5, 2001; Member of Oklahoma Bar since 2001; Litigation	\$125	15.3	\$1,912.50
Steven W. Bugg	Shareholder since Jan. 1, 1989; Joined firm Jan. 1, 1982; Member of Oklahoma Bar since 1982; Bankruptcy, Litigation.	\$195	4.3	\$838.50
J. Michael Nordin	Shareholder since Jan. 1, 1989; Joined firm May 1, 1982; Member of Oklahoma Bar since 1982; Real Estate.	\$240	2.6	\$624.00

A total of 464.4 hours were performed by attorneys and total fees of \$90,715.50 were incurred, resulting in a blended hourly rate for attorneys of \$195.34 per hour for attorneys.

17. The paraprofessionals of M&T who provided services to these attorneys in these cases during the Interim Period include the following paralegals and case management assistants:

Jane E. Henson	Legal Assistant; Joined firm August 25, 1980	\$70	24.7	\$1,729.00
Dianna Peters	Legal Assistant; Joined firm Nov. 10, 1986	\$80	28.7	\$2,296.00

Stan Kelley	Legal Assistant; Dec. 2, 2002	\$65	51.0	\$3,315.00
Nancy Barton	Legal Assistant, Joined firm July 10, 1989	\$70	0.8	\$56.00
Annette Young	Legal Assistant; Joined firm Oct. 30, 2002	\$50	0.4	\$20.00
Renea Belcher	Case Management Assistant; Joined firm Dec. 16, 1998	\$50	7.3	\$365.00
Kristi Kuslak	Legal Assistant; Joined firm October 1, 2003	\$70	7.0	\$490.00

A total of 119.9 hours were performed by paraprofessionals and total fees of \$8,271.00 were incurred, resulting in a blended hourly rate for attorneys of \$68.98 per hour for paraprofessionals.

18. M&T, by and through the above-named persons, has advised the Debtors on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below. M&T's efforts have been particularly extensive due to the size and complexity of Debtors' cases, and M&T has endeavored to avoid duplication of services with the Debtors' bankruptcy counsel.

Summary of Services by Project

The services rendered by M&T as Special Corporate Counsel to the Debtors pursuant to 11 U.S.C. § 327(e) during the Interim Period can be grouped into the categories set forth below. M&T attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the fee statements attached as Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each particular matter, a detailed description of the services provided by such individual, along with the number of hours for each individual and the total compensation sought for each matter for which M&T provided services to the Debtors. Based upon the time

entries for each matter listed in the fee statements in Exhibit A, the following is an identification of the amount of time spent and fees incurred in connection with each listed category of services:

A. Corporate Matters

As indicated above, M&T has served as outside counsel to the Debtors for 30 years in relation to a wide range of legal activities, including general corporate, securities, finance, litigation, real estate, tax and regulatory matters of all types. This category relates to service provided by M&T to the Debtors such as general business advice, corporate governance, advice regarding franchising, licensing, and related matters, advice regarding and assisting the Debtors in the disposition of retail operations, other assets and subsidiaries, and general contract matters.

Fees: \$27,420.50 Total Hours: 174.3

B. Customer Relationships

This category relates to Debtors' multi-faceted relationships with their customers, and, specifically, includes such matters as customer supply agreements, arrangements and programs and related financing activities, extensions of secured and unsecured loans and trade credit, investments in customers, and collection matters.

Fees: \$53,547.50 Total Hours: 310.3

C. Employee Benefits

M&T provides services to the Debtors in connection with all aspects of the Debtors' employee benefit plans, programs and arrangements, and all the other numerous qualified and nonqualified employee benefit programs sponsored by the Debtors. This category also encompasses matters pertaining to all aspects of employment law and related matters, including employment practices and policies, employee terminations and discipline, equal employment,

non-competition and other business protection issues, executive employment packages, stock options, awards, individual severance agreements and releases, as well as employment based litigation and arbitration proceedings.

Fees: \$2,291.50 Total Hours: 27.2

D. Environmental

M&T advises the Debtors in connection with state, local and federal laws and regulations relating to the protection of the environment and human health, and regulations related to their business operations.

Fees: \$0.00 Total Hours: 0.0

E. Insurance

This category involves M&T's advice and services to the Debtors in connection with insurance issues.

Fees: \$5,549.00 Total Hours: 20.7

F. Intellectual Property

This category involves M&T's advice and services to the Debtors in patent, copyright, trademark, and related matters.

Fees: \$0.00 Total Hours: 0.0

G. Litigation

M&T advises the Debtors in connection with general business litigation and arbitration, including disputes with trading partners, collection of amounts owed Debtors, and other such matters.

Fees: \$8,728.00 Total Hours: 44.9

H. Real Estate

This category involves advising the Debtors in connection with general real estate matters, including lease and sublease arrangements relating to store, warehouse and office properties, and dispositions and acquisitions of real estate.

Fees: \$ 1,540.00 Total Hours: 6.9

I. Vendor Relationships

This category involves advice and services to the Debtors with regard to vendor supply arrangements, and the Debtors' relationships with its suppliers.

Fees: \$ 0.00 Total Hours: 0.0

Valuation of Services

Attorneys and paraprofessionals of M&T expended a total of 584.3 hours in connection with these categories during the Interim Period, as more fully reflected on an individual basis in the table above and on the fee statements attached as Exhibit A.

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto. These are M&T's normal hourly rates for work of this character. The reasonable value of the services rendered by M&T to the Debtors during the Interim Period is \$98,986.50.

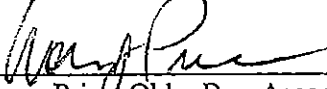
In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by M&T is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this

title. Moreover, M&T has reviewed the requirements of the Delaware Local Rules, including Del.Bankr.LR 2016-2, and believes that this Application complies with such rules.

WHEREFORE, M&T respectfully requests for the period November 1, 2003 through November 30, 2003, the sum of \$98,986.50 as compensation for necessary professional services rendered, and the sum of \$1,054.52 for reimbursement of actual necessary costs and expenses, for a total of \$100,041.02, and that the amount of \$80,243.72 be paid pursuant to the Fee Order to M&T, (80% of fees and 100% of costs incurred) and for such other and further relief as this Court may deem just and proper.

Date: December 17, 2003

McAfee & Taft A Professional Corporation



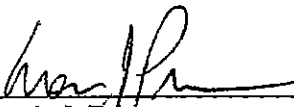
Louis Price, Okla. Bar. Assoc. #7299
John D. Stiner, Okla. Bar Assoc. #18148
Tenth Floor
Two Leadership Square
211 North Robinson
Oklahoma City, OK 73102
Telephone: (405) 235-9621
Facsimile: (405) 235-0439
Email: john.stiner@mcafeetaft.com
Special Corporate Counsel for
Fleming Companies, Inc., et al.
Debtors and Debtors in Possession

VERIFICATION

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

Louis Price, after being duly sworn according to law, deposes and says:

- a) I am a shareholder with the applicant law firm McAfee & Taft A Professional Corporation.
- b) I have personally performed some of the legal services rendered by McAfee & Taft as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of M&T.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Louis J. Price

SWORN TO AND SUBSCRIBED
before me this 19th day of December, 2003

E. Renea Belcher
Notary Public
My Commission Expires:

