

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)	
In re:	)	Chapter 11
	)	
FF HOLDINGS CORPORATION, and	)	Case No. 98-37
FARM FRESH, INC.,	)	Case No. 98-38
	)	
Debtors.	)	
	)	

**ORDER APPROVING FINAL FEE APPLICATIONS**

THIS MATTER is before the Court on the final applications for payment of reasonable and necessary fees and expenses filed by retained professionals (together, the "Applications") in the above captioned cases and after a hearing on the Applications held on April 22, 1998, and based on the record in this matter, and this Court having denied the request of counsel for the Debtors that this Order be entered as an interim order subject to objection by the Office of the United States Trustee for a period of five days in accordance with an agreement between counsel for the Debtors and the Office of the United States Trustee, it is hereby

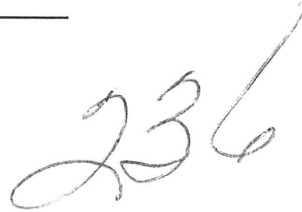
ORDERED, that those Applications identified on Schedule A annexed hereto are approved in the amounts set forth thereon; and it is further

ORDERED that the Reorganized Farm Fresh is authorized and directed to pay the professionals the amounts in excess of any retainers paid pursuant to the retentions of the professionals.

Dated: April 22, 1998  
Wilmington, Delaware



The Honorable Joseph J. Farnan, Jr.  
Chief United States District Judge



**SCHEDULE A**

Applicant	Period	Amount Requested	Amount Granted
Dechert Price & Rhoades	1/7/98 - 2/20/98	Fees: \$234,468.75 Expenses: \$ 13,741.45	Fees: \$234,468.75 Expenses: \$ 13,741.45
Klehr, Harrison, Harvey, Branzburg & Ellers	1/7/98 - 2/20/98	Fees: \$26,439.75 Expenses: \$16,681.26	Fees: \$26,439.75 Expenses: \$16,681.26
Kaufman & Canoles	1/7/98 - 2/20/98	Fees: \$11,138.35 Expenses: \$ 1,490.10	Fees: \$11,138.35 Expenses: \$ 1,490.10
Donaldson, Lufkin & Jenrette Securities Corporation	12/5/96 - 2/20/98	Fees: \$2,334,050.00 Expenses:\$ 56,906.97	Fees: \$2,334,050.00* Expenses:\$ 38,667.00

\*Not subject to reduction or increase based upon any Working Capital Adjustment as referenced in the First and Final Application for Compensation and for Reimbursement of Expenses filed by the applicant.