

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
)  
FF HOLDINGS CORPORATION )  
and )  
FARM FRESH, INC. )  
)  
Debtor(s) )

CHAPTER 11  
Case No. 98-37 (JJF)  
Case No. 98-38 (JJF)  
Jointly Administered

APPLICATION OF KAUFMAN & CANOLES FOR  
COMPENSATION AND  
FOR REIMBURSEMENT OF EXPENSES

Name of Applicant: Kaufman & Canoles, a Professional Corporation

Authorized to Provide Professional Services to: Debtors

Date of Retention: January 7, 1998

Period for which compensation and reimbursement is sought: 1/7/98 - 2/20/98

Amount of Compensation sought as actual, reasonable, and necessary: \$11,138.35

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$1,490.10

This is an: interim X final application.

The total time expended for the preparation of this application is approximately 5.50 hours and the corresponding compensation requested is approximately \$918.50.

This is the first application filed. Applicant proposes to apply \$3,726.67 in pre-petition bills against the pre-petition retainer on hand of \$25,0000 with the balance of the retainer to be applied against the fees and expenses approved pursuant to this Application. The pre-petition invoices are attached as Exhibit A. The post-petition invoices are attached as Exhibit B. The rate of charges for expense reimbursement is attached as Exhibit C. Information regarding the names of professionals, position with the applicant and number of years in that position, hourly rate, total billed hours and total compensation as well as the Grand Total and the Blended Rate is attached as Exhibit D.

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KAUFMAN & CANOLES, a professional corporation

By: William R. Van Buren, III  
Of Counsel *PWC*

William R. Van Buren, III, Esq.  
KAUFMAN & CANOLES,  
a professional corporation  
P. O. Box 3037  
Norfolk, VA 23514  
(757) 624-3000

CERTIFICATE

I certify that, on March 30 1998, I mailed a true and correct copy of the foregoing Application for Compensation and Reimbursement of Expenses pursuant to 11 U.S.C. § 506(b), by first-class mail, postage prepaid, to:

Office of the United States Trustee  
ATT: John D. McLaughlin  
601 Walnut Street  
Curtis Center, Suite 950 W.  
Philadelphia, PA 19106  
Wilmington, DE

Dechert Price & Rhoads  
ATT: Joel H. Levitin, Esq.  
Co-Counsel for the Debtors  
30 Rockefeller Plaza  
New York, NY 10112

Klehr, Harrison, Harvey, Branzburg & Ellers, LLP  
ATT: Joanne B. Wills, Esq.  
Co-Counsel for the Debtors  
919 Market Street, Suite 1000  
Wilmington, DE 19801

0473108.01

William R. Van Buren, III  
*PWC*

**EXHIBIT A**

ROBERTSON & CHASELLER  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223342  
Client No.: 006156  
Matter No.: 0050091  
102

For legal services rendered through January 6, 1998 in connection with :  
The Fresh Market, Inc.

12/31/97	Letter to Richfood with enclosed recent correspondence	
	J.R. Davis	.20 hrs.
12/31/97	Meeting with J.R. Davis; review letter to opposing counsel	
	S.E. Noona	.40 hrs.
01/02/98	Receipt and review of plaintiff's Motion for Preliminary Injunction and attached brief and affidavits; telephone conferences with SEN and local counsel; office conference with SEN	
	J.R. Davis	.70 hrs.
01/02/98	Review materials from opposing counsel regarding motion for preliminary injunction; telephone conference with local counsel, D. Fouts	
	S.E. Noona	2.10 hrs.
01/03/98	Review preliminary injunction motion issues	
	S.E. Noona	1.60 hrs.
01/05/98	Obtain North Carolina district court local rules	

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A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

Farm Fresh, Inc.

March 30, 1998

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Matter No.:0050091  
102

L.A. Claywell .20 hrs.

01/05/98 Preparation for and telephone conference with  
local counsel regarding Rule 16 pretrial  
conference; review materials from local counsel;  
review research regarding preliminary injunction

S.E. Noona 1.10 hrs.

01/06/98 Review issues regarding pretrial counsel meeting;  
review issue regarding effect of bankruptcy filing  
on pretrial issues

S.E. Noona .40 hrs.

TOTAL FOR SERVICES ..... \$ 1186.00

DISBURSEMENTS & OTHER FIRM CHARGES

Postage \$ 3.87  
Document reproduction charges \$ 58.80  
FAX charges \$ 1.50

TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES .. \$ 64.17

CURRENT BILLING FOR THIS MATTER ..... \$ 1250.17  
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A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223343  
Client No.: 006156  
Matter No.: 0050881  
102

For legal services rendered through January 6, 1998 in connection with :  
DIP Financing

01/05/98 Telephone conference with S. Schwartzberg  
W.R. Van Buren, III .20 hrs.

01/05/98 Telephone conference with S. Gelb re: opinion  
letter  
W.R. Van Buren, III .30 hrs.

01/06/98 Telephone conference with W.R. Van Buren, III;  
review attorney application  
P.K. Campsen .30 hrs.

01/06/98 Draft opinion letter  
W.R. Van Buren, III 2.00 hrs.

TOTAL FOR SERVICES ..... \$ 579.10

CURRENT BILLING FOR THIS MATTER ..... \$ 579.10

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A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223341  
Client No.: 006156  
Matter No.: 0050068  
102

For legal services rendered through January 6, 1998 in connection with :  
ads. Yvette Kennedy

01/06/98 Reviewed status of pending matter; communication  
with client

B.H. Whitt .50 hrs.

TOTAL FOR SERVICES ..... \$ 107.50

DISBURSEMENTS & OTHER FIRM CHARGES

Courier charges \$ 10.35  
Document reproduction charges \$ 5.60

TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES .. \$ 15.95

CURRENT BILLING FOR THIS MATTER ..... \$ 123.45  
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March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223340  
Client No.: 006156  
Matter No.: 0049023  
102

For legal services rendered through January 6, 1998 in connection with :  
Proposed Agreement with Richfood, Inc.

01/05/98 Review email from Hank Bauer, Esq. and phone message from Stephanie Schwartzberg, Esq. (both with Dechert Price); conference with W.R. Van Buren, III re: reviewing and revising proposed order and confirm payoff of Chemical Loan during NatWest refinancing; conference with P.W. Gerhardt re: upcoming sale and preparation of seller's documents; telephone conference with Stephanie Schwartzberg, Esq. re: recent Big Pig lawsuit; telephone conferences with C.E. Land and S.E. Noona re: same and description of suit for disclosure; shift all remaining Farm Fresh files from various office locations within firm into one centralized location

S.K. LaDue 3.00 hrs.

01/05/98 Board Conference Call

W.R. Van Buren, III .60 hrs.

01/06/98 Telephone conference with P.K. Campsen re: obtaining copy of disclosure; various email communications with Dechert Price re: same and in answer to various questions including, but not limited to, bylaws, patents/trademarks, affidavits, etc.

ARMOUR & COMPANY  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

Farm Fresh, Inc.

March 30, 1998

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Matter No.:0049023  
102

S.K. LaDue 1.40 hrs.

TOTAL FOR SERVICES ..... \$ 453.00

DISBURSEMENTS & OTHER FIRM CHARGES

Courier charges \$ 8.97  
Document reproduction charges \$ 34.80  
FAX charges \$ 6.00

TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES .. \$ 49.77

CURRENT BILLING FOR THIS MATTER ..... \$ 502.77  
=====

ROBERT M. CARROLL  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223339  
Client No.: 006156  
Matter No.: 0025313  
102

For legal services rendered through January 6, 1998 in connection with :  
General Labor Matters

01/05/98 Telephone conference with Linda Johnson re:  
grooming/dress policies

R.J. Barry .20 hrs.

TOTAL FOR SERVICES ..... \$ 42.40

CURRENT BILLING FOR THIS MATTER ..... \$ 42.40  
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A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223338  
Client No.: 006156  
Matter No.: 0014643  
102

For legal services rendered through January 6, 1998 in connection with :  
Corporate/General

12/31/97 Conferences with W.R. Van Buren, III, V.J.  
Mastracco, Jr. and J.A. Lynn re: upcoming  
bankruptcy filing  
S.K. LaDue .70 hrs.  
01/02/98 Communications re: bankruptcy  
V.J. Mastracco, Jr. 2.00 hrs.  
01/05/98 Review resoluitions for Farm Fresh board meeting  
W.R. Van Buren, III .30 hrs.  
01/05/98 Review issues regarding accountant's disclosure,  
draft disclosure  
S.E. Noona .30 hrs.  
01/05/98 Participation in conference call  
V.J. Mastracco, Jr. 2.00 hrs.

TOTAL FOR SERVICES ..... \$ 1139.00

Farm Fresh, Inc.

March 30, 1998

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102

DISBURSEMENTS & OTHER FIRM CHARGES

Postage	\$	15.78
Document reproduction charges	\$	35.00
FAX charges	\$	39.00
TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES ..	\$	89.78

CURRENT BILLING FOR THIS MATTER .....	\$	1228.78
		=====

**EXHIBIT B**

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223356  
Client No.: 006156  
Matter No.: 0014643  
102

For legal services rendered through February 20, 1998 in connection with :  
Corporate/General

01/09/98	RE: Woodington-consent judgment order, review enforcement of judgment procedure with D.N. Anthony, D.T. Lewandowski			
	D.E. Morrison	.50 hrs.	60.00/hr	30.00
01/12/98	Response to request of client's independent auditor for information concerning legal engagements for client, including review of files regarding claims, assessments and pending or threatened litigation			
	N.L. Mathes			200.00
01/12/98	Participation in board meeting conference call			
	V.J. Mastracco, Jr.	1.00 hrs.	242.00/hr	242.00
01/15/98	Communications with Board Members			
	V.J. Mastracco, Jr.	1.00 hrs.	242.00/hr	242.00
01/20/98	Conference with Carol Lentz and review office for V.J. Mastracco, Jr. notes on Farm Fresh, Inc. re: September 30 board meeting; conference with Tracie L. Botts re: assisting Carol Lentz with her search for same			

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

Farm Fresh, Inc.

March 30, 1998

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	S.K. LaDue	.30 hrs.	75.00/hr	22.50
02/10/98	Telephone conference with Orville Crook re: firm response to auditors letter; conference with NFS, CWL and N.L. Mathes re: tracking down original request from auditors; telephone conference with N.L. Mathes re: circulating request to firm attorneys in order for her to draft response; conference with W.R. Van Buren, III re: timing of response to auditors request			
	S.K. LaDue			100.00
02/10/98	Review phone message from auditors re: need for copies of all 1997 corporate minutes; review minutes and conference with CWL re: copies of minutes from board meetings not yet delivered to me or drafted by Dechert Price; accumulate 97 minutes and arrange copying of same; conference with W.R. Van Buren, III re: need to clarify election of officers during 1997 not reflected in prepared 1997 minutes; pull information for use in drafting clarification minutes			
	S.K. LaDue			100.00
02/10/98	Telephone conference with C.E. Land re: status of Seafin case			
	W.R. Van Buren, III	.10 hrs.	205.00/hr	20.50
02/12/98	Review copies of minutes and telephone conference with Dave Crainer, the accountant for Farm Fresh, arranging delivery of copies to his office for subsequent delivery to him at Farm Fresh			
	S.K. LaDue	.30 hrs.	75.00/hr	22.50
02/12/98	Meeting with Kay Gerehart and Jeff Stedfast re:			

Farm Fresh, Inc.

March 30, 1998

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	property for lease			
	V.J. Mastracco, Jr.	1.00 hrs.	242.00/hr	242.00
02/13/98	Meeting with Mike Julian re: wrap-up of open issues; communication with Rick Coleman			
	V.J. Mastracco, Jr.	1.50 hrs.	242.00/hr	363.00
02/13/98	Respond to auditor's letter with description of Peeler Jersey Farmers' dispute			
	A.M. Randolph, Jr.	.30 hrs.	170.00/hr	51.00
02/13/98	Prepare package for delivery to accountant re: yearend audit			
	S.K. LaDue	.30 hrs.	75.00/hr	22.50
02/13/98	Telephone conferences with S.E. Noona, CWL and C. E. Land re: description of Sea Finn litigation for audit response			
	S.K. LaDue	.30 hrs.	75.00/hr	22.50
02/17/98	Telephone conference with N.L. Mathes re: draft of auditors letter and delay in same; check to see if 2 attorneys we are missing responses from are in office (out); follow-up with Norma Stone re: W.R. Van Buren, III review and faxing draft of letter			
	S.K. LaDue	.50 hrs.	75.00/hr	37.50
02/18/98	Telephone conference with Susan Mayo re: copies of yearly annual reports for Farm Fresh from inception to date; conference with V.J. Mastracco, Jr. re: same; conference with C.F. Cagney re: contacting original accountants to obtain information; partial review minute books of early			

Farm Fresh, Inc.

March 30, 1998

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102

Farm Fresh and its prior subsidiaries to determine if glossy copies of annual reports (financial) incorporated therein

	S.K. LaDue	.90 hrs.	75.00/hr	67.50
02/18/98	Assemble files from earlier transactions and instructions to Pat Munoz re: preparing index of files so that files can be closed (index being prepared to reflect location of files after closing so that information can be pulled if needed by Farm Fresh)			
	S.K. LaDue	.30 hrs.	75.00/hr	22.50
02/19/98	Response to request of client's independent auditor for information concerning legal engagements for client, including review of files regarding claims, assessments and pending or threatened litigation			
	N.L. Mathes			200.00
02/19/98	Preparation of minutes			
	V.J. Mastracco, Jr.	1.00 hrs.	242.00/hr	242.00
	TOTAL FOR SERVICES .....			\$ 2250.00

DISBURSEMENTS & OTHER FIRM CHARGES

Courier charges	\$	10.35
Federal Express charges	\$	15.50
Long distance telephone charges	\$	4.15
Postage	\$	52.14
Document reproduction charges	\$	199.00
FAX charges	\$	10.00

Farm Fresh, Inc.

March 30, 1998

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102

TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES .. \$ 291.14

CURRENT BILLING FOR THIS MATTER ..... \$ 2541.14  
=====

Summary of Work

	Hours	Rate/Hr	Dollars
V.J. Mastracco, Jr.	5.50	242.00	1331.00
W.R. Van Buren, III	.10	205.00	20.50
A.M. Randolph, Jr.	.30	170.00	51.00
N.L. Mathes			400.00
S.K. LaDue	2.90	143.97	417.50
D.E. Morrison	.50	60.00	30.00
TOTAL	9.30	241.94	2250.00

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223357  
Client No.: 006156  
Matter No.: 0025299  
102

For legal services rendered through February 20, 1998 in connection with :  
Acquisition from Goldie Associates and R & W Foods

02/10/98 Discussion of matters regarding litigation  
C.E. Land .50 hrs. 217.00/hr 108.50  
TOTAL FOR SERVICES ..... \$ 108.50  
CURRENT BILLING FOR THIS MATTER ..... \$ 108.50  
=====

Summary of Work

	Hours	Rate/Hr	Dollars
C.E. Land	.50	217.00	108.50
TOTAL	.50	217.00	108.50

ARMOUR & STRONG  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223344  
Client No.: 006156  
Matter No.: 0025313  
102

For legal services rendered through February 20, 1998 in connection with :

General Labor Matters

01/13/98	Telephone conference with Linda Johnson re: grooming, especially male earrings			
	R.J. Barry	.30 hrs.	212.00/hr	63.60
02/11/98	Telephone conference with Rick Coleman; reviewed pending matter; communication with Kaufman & Canoles attorney			
	B.H. Whitt	1.10 hrs.	215.00/hr	236.50
02/11/98	Conference with K&C attorney; telephone conference with client; draft agreement			
	L.G. Gross	1.10 hrs.	165.00/hr	181.50
02/12/98	Telephone conference with client; revise agreement			
	L.G. Gross	.40 hrs.	165.00/hr	66.00
02/13/98	Office conference regarding contracts; review of same; office conference with paralegal regarding vacation pay computation			
	R.M. Feathers	.40 hrs.	145.00/hr	58.00
02/13/98	Complete documents			

RAUFMAN & CARROLL  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

Farm Fresh, Inc.

March 30, 1998

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Matter No.:0025313  
102

	L.G. Gross	.60 hrs.	165.00/hr	99.00
02/17/98	Telephone conference with R. Coleman; review and revision of contract provisions; related office conference			
	R.M. Feathers	.60 hrs.	145.00/hr	87.00
02/19/98	Telephone conferences with L. Johnson and R. Coleman; review and revise agreements			
	R.M. Feathers	1.00 hrs.	145.00/hr	145.00
	TOTAL FOR SERVICES .....			\$ 936.60
	CURRENT BILLING FOR THIS MATTER .....			\$ 936.60 =====

Summary of Work

	Hours	Rate/Hr	Dollars
B.H. Whitt	1.10	215.00	236.50
R.J. Barry	.30	212.00	63.60
L.G. Gross	2.10	165.00	346.50
R.M. Feathers	2.00	145.00	290.00
	TOTAL	5.50	170.29
			936.60

ROTHMAN & CARROLL  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223345  
Client No.: 006156  
Matter No.: 0027587  
102

For legal services rendered through February 20, 1998 in connection with :  
Trademark Matters

01/09/98	Conference with S.E. Noona re: rule 408 in preparation for conference with Richard Moose re: FARM FRESH GOLD mark			
	A.M. Randolph, Jr.	.50 hrs.	170.00/hr	85.00
01/12/98	Conference re: FARM FRESH GOLD			
	A.M. Randolph, Jr.	.20 hrs.	170.00/hr	34.00
01/14/98	Conference with Richard Moose re: trademark dispute with Peeler Farms			
	A.M. Randolph, Jr.	.40 hrs.	170.00/hr	68.00
01/15/98	Draft memo to William R. Van Buren, III re: FARM FRESH GOLD marks			
	A.M. Randolph, Jr.	.30 hrs.	170.00/hr	51.00
01/19/98	Review files and fax information to R.Randolph, various telephone conferences with R.Randolph regarding trademark matters			
	J.O. Pruitt	.50 hrs.	65.00/hr	32.50
01/19/98	Conference with Dave Schulman re: Peeler Jersey Farms dispute; conference with R. Moose			

Farm Fresh, Inc.

March 30, 1998

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102

	A.M. Randolph, Jr.	2.20 hrs.	170.00/hr	374.00
01/19/98	Secretarial overtime Rita Parent per A.M. Randolph, Jr.			
	Secretarial Overtime	.75 hrs.	25.00/hr	18.75
01/20/98	Revision of letter to Dave Schulman and forwarded copies of extensions			
	A.M. Randolph, Jr.	.20 hrs.	170.00/hr	34.00
01/22/98	Conferences with D. Schulman and Tim Cassidy re: extension re: FARM FRESH GOLD			
	A.M. Randolph, Jr.	.40 hrs.	170.00/hr	68.00
01/23/98	Conferences with V.J. Mastracco, Jr., D. Schulman (phonemail), and Tim Cassidy re: FARM FRESH GOLD extension request			
	A.M. Randolph, Jr.	.50 hrs.	170.00/hr	85.00
01/27/98	Conference with S.E. Noona re: FARM FRESH GOLD applications and re: Peeler Jersey Farms' appeal of USPTO denial of FARM FRESH application			
	A.M. Randolph, Jr.	.40 hrs.	170.00/hr	68.00
02/11/98	Prepare and forward letter to J.Jansen sending copy of additional request for extension of time to file notice of opposition for FARM FRESH GOLD S/N 74/115530; Prepare and forward letter to J.Jansen sending copy of additional request for extension of time to file notice of opposition for FARM FRESH GOLD SN 74/694228; receive and review certificate of registration for TIME TENDER ENTREES, prepare and forward letter to J.Jansen sending certificate; notify docket control; index			

Farm Fresh, Inc.

March 30, 1998

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Matter No.:0027587  
102

file

	J.O. Pruitt	.80 hrs.	65.00/hr	52.00
02/12/98	Review correspondence to Jansen re: TIME TENDER ENTREES and FARM FRESH GOLD			
	A.M. Randolph, Jr.	.20 hrs.	170.00/hr	34.00
	TOTAL FOR SERVICES .....			\$ 1004.25

DISBURSEMENTS & OTHER FIRM CHARGES

Federal Express charges	\$	15.50
Long distance telephone charges	\$	3.37
Document reproduction charges	\$	32.60
FAX charges	\$	29.00
TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES ..		\$ 80.47

CURRENT BILLING FOR THIS MATTER ..... \$ 1084.72  
=====

Summary of Work

	Hours	Rate/Hr	Dollars
A.M. Randolph, Jr.	5.30	170.00	901.00
J.O. Pruitt	1.30	65.00	84.50
Secretarial Overtime	.75	25.00	18.75
TOTAL	7.35	136.63	1004.25

BRIDGEMAN & STRONG  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223346  
Client No.: 006156  
Matter No.: 0043951  
102

For legal services rendered through February 20, 1998 in connection with :  
Woodington Corporation

01/14/98	Review file with D.N. Anthony and D.T. Lewandowski re: consent order, motion for judgment			
	D.E. Morrison	.50 hrs.	60.00/hr	30.00
01/14/98	Office conference with D.E. Morrison re: case			
	D.T. Lewandowski	.10 hrs.	200.00/hr	20.00
01/21/98	Review file, draft Motion for Judgment and affidavit			
	D.E. Morrison	1.20 hrs.	60.00/hr	72.00
01/22/98	Revise Motion for Judgment			
	D.E. Morrison	.50 hrs.	60.00/hr	30.00
	TOTAL FOR SERVICES .....		\$	152.00

DISBURSEMENTS & OTHER FIRM CHARGES

Document reproduction charges	\$	5.20
TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES ..	\$	5.20

BRIDGEMAN & BRIDGEMAN  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

Farm Fresh, Inc.

March 30, 1998

Page 2

Matter No.:0043951  
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CURRENT BILLING FOR THIS MATTER ..... \$ 157.20  
=====

Summary of Work

	Hours	Rate/Hr	Dollars
D.T. Lewandowski	.10	200.00	20.00
D.E. Morrison	2.20	60.00	132.00
	<hr/>	<hr/>	<hr/>
TOTAL	2.30	66.09	152.00

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A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223347  
Client No.: 006156  
Matter No.: 0046149  
102

For legal services rendered through February 20, 1998 in connection with :

Sublease of a Portion of Store 354, Colonial  
Heights, VA to Books A Million, Inc.

02/05/98	Telephone conference with Richard Burroughs		
	C.E. Land	.20 hrs. 217.00/hr	43.40
	TOTAL FOR SERVICES .....	\$	43.40
DISBURSEMENTS & OTHER FIRM CHARGES			
02/09/98	Pioneer Title, Payment of Invoice #0063, Copies MB 255, PG 37; MB 255, PG39	\$	6.00
	TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES ..	\$	6.00
	CURRENT BILLING FOR THIS MATTER .....	\$	<u>49.40</u> =====

Farm Fresh, Inc.

March 30, 1998

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Matter No.:0046149

Summary of Work

	Hours	Rate/Hr	Dollars
C.E. Land	.20	217.00	43.40
	<hr/>	<hr/>	<hr/>
TOTAL	.20	217.00	43.40

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223348  
Client No.: 006156  
Matter No.: 0049023  
102

For legal services rendered through February 20, 1998 in connection with :  
Proposed Agreement with Richfood, Inc.

01/08/98	Communication with SCC and N.C. Secretary of State to order Good Standing Certificates for Farm Fresh, Inc. and Farm Fresh, Inc. DBA Farm Fresh Super Savings Center, Inc.			
	T.L. Botts	.30 hrs.	35.00/hr	10.50
01/12/98	Board conference call			
	W.R. Van Buren, III	1.00 hrs.	205.00/hr	205.00
01/13/98	Conference with W.R. Van Buren, III and sit in on telephone conference with Joel Levitin re: appointment of K&C as special counsel; conference with Tracie Botts and W.R. Van Buren, III re: receipt of good standing certificates for use in opinion on DIP financing; conference with R.J. Barry re: documentation from bankruptcy filing required for OSHA matter; telephone conference with Stephanie Schwartzberg, Esq. re: obtaining documentation for filing in OSHA matter			
	S.K. LaDue	.70 hrs.	75.00/hr	52.50
01/23/98	Telephone conference with Hank Bauer, Esq. with Dechert Price and subsequent telephone conversation with W.R. Van Buren, III re: Dechert Price wanting us to pull together listing of all contracts Farm Fresh has entered into in order for			

Farm Fresh, Inc.

March 30, 1998

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notices to be sent to vendor on each

	S.K. LaDue	.40 hrs.	75.00/hr	30.00
01/30/98	Review of phone message from Hank Bauer with Dechert Price re: notices to be sent and request for assistance; conference with V.J. Mastracco, Jr. re: nonreceipt of court order; email to Mr. Bauer requesting copy of court order approving firm as co-counsel of Farm Fresh so a determination can be made as to what capacity we have been approved; review email from Joel Levitin assuring us we have been approved			
	S.K. LaDue	.40 hrs.	75.00/hr	30.00
02/03/98	Review landlord estoppel documents provided by Hunton & Williams; telephone conference with Ms. Gerehart of Farm Fresh re estoppels.			
	P.W. Gerhardt	.30 hrs.	200.00/hr	60.00
02/03/98	Made a copy of the final schedules and prepared run sheet for delivery to Kay Gerehart; telephone call to Kay Gerehart regarding same.			
	T.L. Botts	.30 hrs.	35.00/hr	10.50
02/03/98	Review file for final schedules; conference with T.L. Botts re: forwarding copy of final schedules to Kay Gerehart per Ms. Gerehart's request			
	S.K. LaDue	.20 hrs.	75.00/hr	15.00
02/04/98	Telephone conference with opposing counsel Mr. Tapscott of H&W re revisions to estoppel; revise estoppel exhibits.			

Farm Fresh, Inc.

March 30, 1998

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	P.W. Gerhardt	.40 hrs.	200.00/hr	80.00
02/04/98	Communications with Rick Coleman re: Giant employees sick leave			
	W.R. Van Buren, III	.30 hrs.	205.00/hr	61.50
02/04/98	Telephone conference with D. Schulman re: transaction status and required local assistance			
	W.R. Van Buren, III	.10 hrs.	205.00/hr	20.50
02/04/98	Telephone conference with Rick Coleman and W.R. Van Buren, III re: possible severance existence for prior Tinee Giant employees currently employed by Farm Fresh pursuant to a past agreement and need to locate agreement; discussions regarding disclosure to Richfood vs. actual existence of such an agreement; begin reviewing past transactions to locate document			
	S.K. LaDue	1.40 hrs.	75.00/hr	105.00
02/05/98	Telephone conference with Ms. Gerehart re landlord estoppel.			
	P.W. Gerhardt	.10 hrs.	200.00/hr	20.00
02/06/98	Review telephone message from Stephanie Schwartzberg, Esq. re: need to obtain information on the resignation of Keith Alessi from the board of directors of Farm Fresh, Inc. and FF Holdings Corp.; review minute book and ascertain date; telephone call to Ms. Schwartzberg and communicate resignation date to Ms. Schwartzberg's secretary; information requested was needed for a notice filing			

Farm Fresh, Inc.

March 30, 1998

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102

	S.K. LaDue	.40 hrs.	75.00/hr	30.00
02/06/98	Review telephone message from Stephanie Schwartzberg, Esq. re: need to obtain information on the resignation of Michael Julian as an officer of and from the board of directors of Farm Fresh, Inc. and FF Holdings Corp.; review minute book and ascertain dates; telephone conference with Ms. Schwartzberg re: request; conference with W.R. Van Buren, III re: confirming his recollection of Mr. Julian's resignation; telephone conference with Ms. Schwartzberg re: date Mr. Julian resigned as an officer/chairman/director; email to Ms. Schwartzberg reflecting home addresses of Mr. Julian and Keith Alessi as requested for notice filing; telephone conference with Ms. Schwartzberg's secretary re: confirm receipt of email			
	S.K. LaDue	.70 hrs.	75.00/hr	52.50
02/06/98	Telephone conference with Susan Chow with Dechert Price re: need for litigation description for Sea Finn v. Farm Fresh litigation; review file and telephone call to Stephanie Schwartzberg, Esq. of Dechert Price requesting that litigation description previously provided to her for this litigation be forwarded to Ms. Chow of her office for inclusion in the disclosure			
	S.K. LaDue	.40 hrs.	75.00/hr	30.00
02/09/98	Review estoppel; telephone conference with client re revised estoppels and distribution to Landlords.			
	P.W. Gerhardt	.20 hrs.	200.00/hr	40.00
02/10/98	Review estoppel/assignment exhibits requirements.			

Farm Fresh, Inc.

March 30, 1998

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	P.W. Gerhardt	.10 hrs.	200.00/hr	20.00
02/10/98	Telephone conference with client Ms. Gerehart re additional estoppel issues; review store 295 estoppel issue.			
	P.W. Gerhardt	.20 hrs.	200.00/hr	40.00
02/11/98	Telephone conference with Ms. Gerehart re estoppels - closing preparation.			
	P.W. Gerhardt	.30 hrs.	200.00/hr	60.00
02/12/98	Review of estoppel package delivered to P.W. Gerhardt and Farm Fresh; instructions on updating file so that same can be pulled once requested revisions are made by Hunton & Williams for comparison, if needed			
	S.K. LaDue	.10 hrs.	75.00/hr	7.50
02/13/98	Telephone conference with Mr. Little-Farm Fresh landlord; telephone conference with Ms. Gerehart re: landlord issues.			
	P.W. Gerhardt	.40 hrs.	200.00/hr	80.00
02/16/98	Telephone conference with G. Thompson re: DEA license			
	W.R. Van Buren, III	.20 hrs.	205.00/hr	41.00
02/16/98	Review landlord responses--Stores 349, 195, 321, 280 and 160.			
	P.W. Gerhardt	.40 hrs.	200.00/hr	80.00
02/17/98	Preparation of closing re deed preparation.			

Farm Fresh, Inc.

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	P.W. Gerhardt	.20 hrs.	200.00/hr	40.00
02/17/98	Telephone conference Kaufman & Canoles paralegal re deed preparation; review of correspondence from opposing counsel; telephone conference with opposing counsel.			
	P.W. Gerhardt	.90 hrs.	200.00/hr	180.00
02/17/98	Draft accountant letter response			
	W.R. Van Buren, III	.50 hrs.	205.00/hr	102.50
02/17/98	Preclosing matters including review of listing of files on site, need to shift same and			
	S.K. LaDue	1.00 hrs.	75.00/hr	75.00
02/17/98	E-mail to Kim Pillsbury regarding Kay Gerehart's address			
	T.L. Botts	.10 hrs.	35.00/hr	3.50
02/18/98	Farm Fresh - Office conference with Stacia regarding financial statements; communication with Ed Jones, CPA			
	C.F. Cagney	.40 hrs.	75.00/hr	30.00
02/18/98	Telephone conferences with Ms. Gerhart re: Suffolk store; telephone conference with Kaufman & Canoles paralegal-S. LaDue re property descriptions; review files; compile property description; draft deed descriptions.			
	P.W. Gerhardt	4.40 hrs.	200.00/hr	880.00
02/18/98	Review purchase agreement re owned property			

Farm Fresh, Inc.

March 30, 1998

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transfer.

	P.W. Gerhardt	.30 hrs.	200.00/hr	60.00
02/18/98	Made copies of the final schedules, Asset Purchase Agreement, and gathered files related to Schedule 2.3A and sent to Newport News on 10:30a.m. run; conferences with Pat Munoz and S.K. Ladue regarding closing files; organize files and box up for indexing in order to close out files and send to storage			
	T.L. Botts	7.30 hrs.	35.00/hr	255.50
02/18/98	Telephone conference with P.W. Gerhardt re: preparation of deeds on various owned properties, final agreement and schedules; review files and pull final agreement and verify final schedules; pull all owned property files; assist with organization of transaction files (all stores and due diligence listing); instructions to T.L. Botts re: boxing of lease files and due diligence files in preparation of closing (in case documentation needed in Richmond at closing); partial assistance with boxing of files			
	S.K. LaDue	4.70 hrs.	75.00/hr	352.50
02/18/98	Conference with P.W. Gerhardt re: North Carolina property, form of special warranty deed			
	S.K. LaDue	.20 hrs.	75.00/hr	15.00
02/18/98	Telephone conference with Curtis Carlson, Esq. with Hunton & Williams re: timing of closing, information need in connection with same; subsequent conference with W.R. Van Buren, III re: questions raised by Mr. Carlson re: temporary use of Farm Fresh permits post closing by Richfood			

Farm Fresh, Inc.

March 30, 1998

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	pending Richfood's transfer of same or obtaining new permits			
	S.K. LaDue	.30 hrs.	75.00/hr	22.50
02/18/98	Telephone conference with D. Alden re: DEA license transfer for pharmacies			
	W.R. Van Buren, III	.30 hrs.	205.00/hr	61.50
02/19/98	Review title commitments re properties to be transferred; preparation of closing re transfer documents and title requirements.			
	P.W. Gerhardt	2.80 hrs.	200.00/hr	560.00
02/19/98	Review default letter - Rocky Mountain; telephone conference with Circuit City counsel re rent; telephone conference with Ms. Gerehart re Rocky Mountain Rent payment.			
	P.W. Gerhardt	.40 hrs.	200.00/hr	80.00
02/19/98	Review property descriptions.			
	P.W. Gerhardt	1.00 hrs.	200.00/hr	200.00
02/20/98	Telephone conference with Ms. Gerehart re prior assigned leases; review purchase agreement.			
	P.W. Gerhardt	.40 hrs.	200.00/hr	80.00
02/20/98	Telephone conference with Ms. Gerehart re landlord estoppels.			
	P.W. Gerhardt	.20 hrs.	200.00/hr	40.00
02/20/98	Telephone conference with M. Tull re: DEA power of attorney; revision of power of attorney			

ANTHONY J. CARROLL  
 A PROFESSIONAL CORPORATION  
 ATTORNEYS AND COUNSELORS AT LAW

Farm Fresh, Inc.

March 30, 1998

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W.R. Van Buren, III      .30 hrs.      205.00/hr      61.50

TOTAL FOR SERVICES ..... \$      4281.00

DISBURSEMENTS & OTHER FIRM CHARGES

01/13/98 Harbor Club, misc. expenses      \$      886.91  
 Courier charges      \$      8.97  
 Federal Express charges      \$      15.50  
 Long distance telephone charges      \$      12.95  
 Document reproduction charges      \$      97.20  
 FAX charges      \$      25.00

TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES .. \$      1046.53

CURRENT BILLING FOR THIS MATTER ..... \$      5327.53  
 =====

Summary of Work

	Hours	Rate/Hr	Dollars
W.R. Van Buren, III	2.70	205.00	553.50
P.W. Gerhardt	13.00	200.00	2600.00
C.F. Cagney	.40	75.00	30.00
S.K. LaDue	10.90	75.00	817.50
T.L. Botts	8.00	35.00	280.00
TOTAL	35.00	122.31	4281.00

WILMINGTON & BRIDGE  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh, Inc.  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223349  
Client No.: 006156  
Matter No.: 0050091  
102

For legal services rendered through February 20, 1998 in connection with :  
The Fresh Market, Inc.

01/07/98	Telephone calls to Norfolk, Newport News, Alexandria, Richmond and Wilmington Bankruptcy courts			
	D.E. Morrison	.50 hrs.	60.00/hr	30.00
01/07/98	Telephone conference with S.E. Noona re: bankruptcy litigation issues			
	P.K. Campsen	.20 hrs.	222.00/hr	44.40
01/07/98	Review issues, preparation for pretrial counsel conference; review issues regarding preliminary injunction; telephone conference with D. Fouts, J.R. Davis; telephone conference with P.K. Campsen regarding bankruptcy issue, bankruptcy paralegal, corporate paralegal; telephone conference with S. Schwartzberg; telephone conference with S. LaDue; telephone conference with D. Fouts, S. LaDue; draft letter to opposing counsel; suggestion in bankruptcy			
	S.E. Noona	3.20 hrs.	190.00/hr	608.00
01/08/98	Revise letter to opposing counsel; revise suggestion in bankruptcy; review issues regarding bankruptcy filing; telephone conference with opposing counsel, local counsel			

Farm Fresh, Inc.

March 30, 1998

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Matter No.:0050091

102

	S.E. Noona	2.10 hrs.	190.00/hr	399.00
01/19/98	Telephone conference with plaintiff's counsel			
	J.R. Davis	.20 hrs.	120.00/hr	24.00
01/19/98	Review materials from local counsel; review issues regarding request of opposing counsel			
	S.E. Noona	.20 hrs.	190.00/hr	38.00
01/20/98	Review order from Court			
	S.E. Noona	.10 hrs.	190.00/hr	19.00
01/21/98	Review issue regarding lifting of stay regarding preliminary injunction motion			
	S.E. Noona	.40 hrs.	190.00/hr	76.00
02/06/98	Telephone conference with Richfood counsel			
	J.R. Davis	.30 hrs.	120.00/hr	36.00
02/06/98	Telephone conference with counsel for Richfood; review status of matter			
	S.E. Noona	.20 hrs.	190.00/hr	38.00
02/13/98	Telephone conference with Richfood counsel; review issue regarding status of preliminary injunction motion			
	S.E. Noona	.30 hrs.	190.00/hr	57.00
02/16/98	Review issues regarding status of preliminary injunction motion, motion for relief from stay			

Farm Fresh, Inc.

March 30, 1998

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Matter No.:0050091  
102

	S.E. Noona	.20 hrs.	190.00/hr	38.00
02/19/98	Review issue regarding status of motion for injunctive relief			
	S.E. Noona	.20 hrs.	190.00/hr	38.00
TOTAL FOR SERVICES .....				\$ 1445.40

DISBURSEMENTS & OTHER FIRM CHARGES

Federal Express charges	\$	22.50
Long distance telephone charges	\$	19.47
Document reproduction charges	\$	13.80
FAX charges	\$	1.00
TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES ..		\$ 56.77

CURRENT BILLING FOR THIS MATTER .....	\$	1502.17
		=====

Summary of Work

	Hours	Rate/Hr	Dollars
P.K. Campsen	.20	222.00	44.40
S.E. Noona	6.90	190.00	1311.00
J.R. Davis	.50	120.00	60.00
D.E. Morrison	.50	60.00	30.00
TOTAL	8.10	178.44	1445.40

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223350  
Client No.: 006156  
Matter No.: 0050251  
102

For legal services rendered through February 20, 1998 in connection with :

OSHA Matters

01/13/98	Telephone conference with Virginia Occupational Safety and Health Office re: upcoming hearing; telephone conference with Monica Martin re: cancellation of hearing; communications with S.K. LaDue re: obtaining petition			
	R.J. Barry	.80 hrs.	212.00/hr	169.60
01/19/98	Letter to VOSH documenting bankruptcy and abatement			
	R.J. Barry	.30 hrs.	212.00/hr	63.60
	TOTAL FOR SERVICES .....		\$	233.20

DISBURSEMENTS & OTHER FIRM CHARGES

Postage	\$	1.19
Document reproduction charges	\$	2.80
TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES ..	\$	3.99

CURRENT BILLING FOR THIS MATTER ..... \$ 237.19  
=====

Farm Fresh

March 30, 1998

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Matter No.:0050251

Summary of Work

	Hours	Rate/Hr	Dollars
R.J. Barry	1.10	212.00	233.20
<b>TOTAL</b>	<b>1.10</b>	<b>212.00</b>	<b>233.20</b>

ANNA MARR & CARROLL  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223353  
Client No.: 006156  
Matter No.: 0050608  
102

For legal services rendered through February 20, 1998 in connection with :  
Nikko Foods

02/17/98 Review file status re: auditor's memo

D.E. Morrison .10 hrs. 60.00/hr 6.00

TOTAL FOR SERVICES ..... \$ 6.00

CURRENT BILLING FOR THIS MATTER ..... \$ 6.00  
=====

Summary of Work

	Hours	Rate/Hr	Dollars
D.E. Morrison	.10	60.00	6.00
TOTAL	<u>.10</u>	<u>60.00</u>	<u>6.00</u>

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223352  
Client No.: 006156  
Matter No.: 0050607  
102

For legal services rendered through February 20, 1998 in connection with :  
Vitafort

02/17/98 Review file status re: aufditor's memo

D.E. Morrison .10 hrs. 60.00/hr 6.00

TOTAL FOR SERVICES ..... \$ 6.00

CURRENT BILLING FOR THIS MATTER ..... \$ 6.00  
=====

Summary of Work

	Hours	Rate/Hr	Dollars
D.E. Morrison	.10	60.00	6.00
TOTAL	.10	60.00	6.00

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223351  
Client No.: 006156  
Matter No.: 0050606  
102

For legal services rendered through February 20, 1998 in connection with :

T. McConnell Sales

02/13/98	Review of Nancy Mathes memo with D.T. Lewandowski, obtain files for further review			
	D.E. Morrison	.40 hrs.	60.00/hr	24.00
02/17/98	Review file status re: auditor's memo			
	D.E. Morrison	.10 hrs.	60.00/hr	6.00
	TOTAL FOR SERVICES .....		\$	30.00
	CURRENT BILLING FOR THIS MATTER .....		\$	30.00

Summary of Work

	Hours	Rate/Hr	Dollars
D.E. Morrison	.50	60.00	30.00
TOTAL	.50	60.00	30.00

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223354  
Client No.: 006156  
Matter No.: 0050881  
102

For legal services rendered through February 20, 1998 in connection with :  
DIP Financing

01/07/98	Revise opinion letter			
	W.R. Van Buren, III	1.20 hrs.	205.00/hr	246.00
01/08/98	Telephone conference with D. Schulman			
	W.R. Van Buren, III	.30 hrs.	205.00/hr	61.50
02/09/98	Conference with W.R. Van Buren, III re: preparation of supporting certificates to opinion and preparation of litigation schedule to opinion; review draft opinion and file to ascertain which final documents have been delivered; telephone call to and subsequent telephone conference with Marc Rosenberg, Esq. with Kay Scholer re: need for copies of final documents as listed in opinion; draft incumbency certificate and litigation certificate; partial review of Revolving Credit Agreement re: execution and completeness of same; request to Nancy Mathis re: circulating updated litigation status request			
	S.K. LaDue	1.50 hrs.	75.00/hr	112.50
02/09/98	Telephone conference M. Rosenberg			
	W.R. Van Buren, III	.10 hrs.	205.00/hr	20.50
02/10/98	Proof and revise supporting documents to opinion;			

Farm Fresh

March 30, 1998

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Matter No.:0050881  
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conference with CWL re: service of any new litigation matters since January 1, 1998 (two new cases) ; telephone conference with N.L. Mathes re: circulation of litigation update to attorneys in order to update litigation schedule for attachment to opinion; conference with W.R. Van Buren, III re: date of opinion to ascertain if 2 new matters need to be reflected in Schedule to opinion

S.K. LaDue 100.00

02/12/98 Review federal express package from Jeannie Bionda, Legal Assistant with Kay Scholer re: documents needed to be reviewed for execution purposes in connection with opinion to be issued by K&C; compare documents received to those listed in opinion letter; dictate letter to Ms. Bionda requesting 2 additional documents that were to be furnished and not included in package

S.K. LaDue .30 hrs. 75.00/hr 22.50

02/17/98 Revise letter to Kaye Scholer (Bionda); conferences with N.L. Mathes re: opinion letter to be issued and update on litigation matters

S.K. LaDue .60 hrs. 75.00/hr 45.00

TOTAL FOR SERVICES ..... \$ 608.00

CURRENT BILLING FOR THIS MATTER ..... \$ 608.00  
=====

Farm Fresh

March 30, 1998

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Matter No.:0050881

Summary of Work

	Hours	Rate/Hr	Dollars
W.R. Van Buren, III	1.60	205.00	328.00
S.K. LaDue	2.40	116.67	280.00
TOTAL	4.00	152.00	608.00

NORMAN & CARROLL  
A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS AT LAW

March 30, 1998

Farm Fresh  
Attn: Accounts Payable  
P. O. Box 1289  
Norfolk, VA 23501

Bill No.: 223355  
Client No.: 006156  
Matter No.: 0051011  
102

For legal services rendered through February 20, 1998 in connection with :  
Trademark Dispute with Peeler Jersey Farms, Inc.

01/30/98 Conference with Richard Moose re: extension  
request

A.M. Randolph, Jr. .20 hrs. 170.00/hr 34.00

TOTAL FOR SERVICES ..... \$ 34.00

CURRENT BILLING FOR THIS MATTER ..... \$ 34.00  
=====

Summary of Work

	Hours	Rate/Hr	Dollars
A.M. Randolph, Jr.	.20	170.00	34.00
TOTAL	.20	170.00	34.00

**EXHIBIT C**

KAUFMAN & CANOLES

REIMBURSABLE EXPENSES  
EFFECTIVE MARCH 15, 1995<sup>1</sup>

EXPENSE DESCRIPTION	BASIS	RATE CHARGED
Court Costs	Cost	Cost
Deposition Transcripts/Service of Process	Cost	Cost
Book Binding	Per Booklet	Cost
Equipment Rental	Cost	Cost
Facsimile - Outgoing sent manually	Per Page	1.00
Facsimile - Outgoing sent via computer	Per Page	0.50
Federal Express Delivery	Per Package	Standard
Filing, Recordation Fees	Cost	Cost
Westlaw	Per Minute/Search	\$4.00 per minute
Messenger Deliveries	Per Delivery	Cost
Messenger Delivery - Kaufman & Canoles' courier	Per Mile	Decreasing scale per mile from 0.79 to 0.39
Minute Books	Per Book	Cost
Other Miscellaneous Costs	Cost	Cost
Document reproduction: a. In-house - immediate need b. In-house - within 24 hours c. Outside Service	Per Page Per Page Per Page	0.20 0.10 Cost
Postage (only charge for special handling or volume mailings)	Cost	Cost
Reports, Searches, Certificates	Cost	Cost
Staff Overtime - directly related to client urgency	Per hour	\$25

<sup>1</sup>Subject to Change Without Notice

EXPENSE DESCRIPTION	BASIS	RATE CHARGED
Telephone: Long Distance Calls, including fax machine calls	Per Call	Standard
Travel - Auto	Per Mile	0.29
Travel - Non Auto	Cost	Cost

211946

**EXHIBIT D**

**EXHIBIT D**

<u>Name</u>	<u>Years in Practice</u>	<u>Position</u>	<u>Billing Rate</u>	<u>Hours Worked</u>	<u>Total Comp</u>
Vincent J. Mastracco, Jr.	33	Member	242.00	5.50	1331.00
Charles E. Land	20	Member	217.00	0.70	151.90
Burt H. Whitt	20	Member	215.00	1.10	236.50
Paul K. Campsen	20	Member	222.00	0.20	44.40
William R. Van Buren, III	17	Member	205.00	4.40	902.00
Robert J. Barry	20	Member	212.00	1.40	296.80
Dennis T. Lewandowski	16	Member	200.00	0.10	20.00
Paul W. Gerhardt	14	Member	200.00	13.00	2600.00
Steven E. Noona	13	Member	190.00	6.90	1311.00
Alfred M. Randolph, Jr.	11	Member	170.00	5.80	986.00
Laura G. Gross	15	Associate	165.00	2.10	346.50
Richard M. Feathers	8	Associate	145.00	2.00	290.00
David N. Anthony	4	Member	0.00	0.00	0.00
Jason R. Davis	2	Associate	120.00	0.50	60.00
Carol F. Cagney		Paralegal	75.00	0.40	30.00
Nancy L. Mathes		Paralegal	0.00	0.00	400.00
Jane O. Pruitt		Paralegal	65.00	1.30	84.50
Stacia K. LaDue		Paralegal	81.02	18.70	1515.00
Diane E. Morrison		Paralegal	60.00	3.90	234.00
Tracie L. Botts		Paralegal	35.00	8.00	280.00
Secretarial Overtime		Secretary	25.00	0.75	18.75

11138.35

Grand Total Billed Hours                    76.75  
 Blended Rate    145.13