

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEW JERSEY**

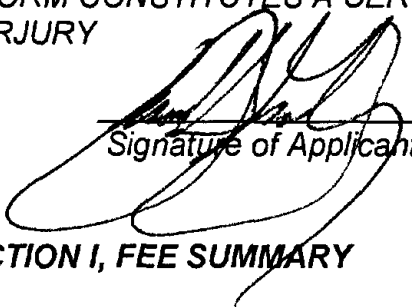
FEE APPLICATION COVER SHEET

In the Matter of: *The Grand Union Company*

Case Nos: 98-27912/NLW

Name of Applicant & Client: *Ravin, Greenberg & Marks, P.A., Co-Counsel to Debtor/
 Debtor-In-Possession*

COMPLETION OF THIS FORM CONSTITUTES A CERTIFICATION
 UNDER PENALTY OF PERJURY



 Signature of Applicant

9/14/98


 Date

SECTION I, FEE SUMMARY

Final Fee Application:

Total Previous Fee Requested: \$ -0-
Total Fees Allowed to Date: \$ -0-
Total Retainer (if applicable) \$ 50,000.00
Total Holdback (if applicable) \$ -0-
Total Received by Applicant \$ -0-

<u>Name of Professional</u>	<u>Year Admitted</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Howard S. Greenberg	1968	85.90	375.00	\$ 32,212.50
Morris S. Bauer	1988 (NY) 1990 (NJ)	<u>82.30</u>	<u>225.00</u>	<u>18,517.50</u>
Totals:		168.20	301.60	\$50,730.00

FILED
 JAMES J. WALDRON, CLERK
 SEP 15 1998
 U.S. BANKRUPTCY COURT
 NEWARK, N.J.
 BY  DEPUTY

148

Total Request This Application:

<i>Fee:</i>	<i>\$ 50,730.00</i>
<i>Disbursements:</i>	<i><u>1,689.71</u></i>
<i>TOTAL:</i>	<i>\$ 52,419.71</i>

SECTION II, ANALYSIS OF FEE BY COST CENTERS
(Where Applicable)

<u>Summary of Services:</u>	<u>Hours</u>	<u>Fee</u>
<i>(a) Telephone Calls</i>	<i>49.30</i>	<i>\$ 13,837.50</i>
<i>(b) Correspondence drafted</i>	<i>2.80</i>	<i>690.00</i>
<i>(c) Correspondence reviewed</i>	<i>11.20</i>	<i>3,480.00</i>
<i>(d) Legal Research</i>	<i>0.00</i>	<i>0.00</i>
<i>(e) Court Appearances</i>	<i>7.40</i>	<i>2,175.00</i>
<i>(f) Preparation of pleadings and briefs</i>	<i>1.60</i>	<i>495.00</i>
<i>(g) Review of Pleadings Prepared by Other Parties</i>	<i>36.50</i>	<i>11,527.50</i>
<i>(h) Internal office meetings:</i>		
<i>(1) solely w/ applicant's staff:</i>	<i>10.80</i>	<i>3,240.00</i>
<i>(2) third party conferences:</i>	<i>0.00</i>	<i>0.00</i>
<i>(i) Out of office meetings</i>	<i>25.80</i>	<i>7,965.00</i>
<i>(j) Review of file</i>	<i>9.90</i>	<i>3,045.00</i>
<i>(k) Travel time</i>	<i>13.00</i>	<i>3,975.00</i>
<i>(l) Fee application preparation</i>	<i><u>0.80</u></i>	<i><u>300.00</u></i>
SERVICES TOTAL:	168.20	\$ 50,730.00

Disbursements:

(a) Telephone See Exhibit "C" of the annexed Application.

(b) Messenger service

(c) Photocopying

No. of pages _____ Rate per page _____ (Max. .20/pg.)

(d) Travel (attach details - U.S. Govt. Rate)

(e) Postage

(f) Other (explain)

DISBURSEMENTS TOTAL

\$ 1,689.71

SECTION III, CASE HISTORY

(1) Date case filed: June 24, 1998

(2) Chapter under which case commenced: Chapter 11

(3) Date of retention: June 24, 1998

(Annex copy of order(s)) See Exhibit "A" to annexed Application.

If limit on numbers of hours or other limitations to retention, set forth:

(4) Summarize in brief the benefits to the estate and attach supplements as needed:

As per paragraph 3 of the annexed Application.

(5) Anticipated distribution to creditors:

(a) Administration expense: Paid in full

(b) Secured creditors: Paid in full

(c) Priority creditors: Paid in full

(d) General unsecured creditors: Paid in full

(6) Final disposition of case and percentage of dividend paid to creditors (if applicable):

The Debtor's Plan of Reorganization was confirmed pursuant to an Order entered by Your Honor on August 5, 1998. The Plan was consummated on August 17, 1998. All allowed general unsecured claims are to be paid in full in the ordinary course of business.

HOWARD S. GREENBERG
RAVIN, GREENBERG & MARKS, P.A.
Co-Counsel for the Debtor/Debtor-In-Possession
101 Eisenhower Parkway
Roseland, New Jersey 07068
(973) 226-1500
HSG8559

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In the Matter of: : Chapter 11

THE GRAND UNION COMPANY, : Case No. 98-27912/NLW

Debtor. :

_____ :

**APPLICATION OF RAVIN, GREENBERG & MARKS, P.A.
FOR FINAL ALLOWANCE TO CO-COUNSEL
TO DEBTOR/DEBTOR-IN-POSSESSION**

TO: THE HONORABLE NOVALYN L. WINFIELD,
UNITED STATES BANKRUPTCY JUDGE

The Application of The Grand Union Company (hereinafter referred to as "Your Applicant" or "the Debtor-In-Possession"), Debtor/Debtor-In-Possession herein, by and through its Co-Counsel, Ravin, Greenberg & Marks, P.A., respectfully shows unto the Court the following:

1. On June 24, 1998, the Debtor filed a Voluntary Petition for Reorganization pursuant to the provisions of Chapter 11 of the Federal Bankruptcy Code, and at that time was continued in possession of their business and property as Debtor-In-Possession.

2. Your Applicants further show that on June 24, 1998, an Order was entered in this proceeding authorizing the retention of Ravin, Greenberg & Marks, P.A. as Co-Counsel to said Debtor-In-Possession. A copy of said Order is annexed hereto as Exhibit "A."

3. Your Applicants further show that inasmuch as this was a "pre-packaged" Chapter 11, the large majority of the legal services were performed prior to the commencement and short duration of this Chapter 11 proceeding. Notwithstanding that fact, the following significant services were rendered, *inter alia*, during the Chapter 11:

(a) Appearance before Your Honor on June 24, 1998, the filing date, with respect to the entry of numerous first day orders required to facilitate ongoing DIP operations and pave the way for an expedited Plan confirmation.

(b) Appearance before Your Honor on July 9, 1998, with respect to approval of the new Debtor-In-Possession financing.

(c) Attendance at the July 20, 1998 Section 341 hearing conducted at the Office of the United States Trustee in Newark, New Jersey.

(d) Attendance at the August 5, 1998 hearing on confirmation of the Debtor's pre-packaged Plan of Reorganization.

(e) During the pendency of the within proceedings, almost daily telephone conversations or meetings with Glenn J. Smith, Esq., general counsel to the Debtor, and various other corporate officers and employees with respect to ongoing matters requiring attention.

(f) Numerous telephone conversations with representatives of Weil, Gotshal & Manges, your applicants co-counsel, in an effort to fully monitor all aspects of the case and coordinate efforts to insure plan confirmation within the time parameters originally established.

(g) Numerous telephone conversations with representatives of the Office of the United States Trustee, various creditors and their representatives with respect to the commencement of the Chapter 11 proceedings, the timetable of Plan confirmation, the treatment of various creditor interests, and the impact of the Plan on numerous pending personal injury lawsuits.

(h) Exchange of correspondence with respect to the increase of various parties as to case status and Plan confirmation/consummation.

4. Your Applicants further show that annexed hereto as Exhibit "B" is their in-house computer printout itemizing all services performed by members and associates of Your Applicants' firm for the period of June 22, 1998 through August 5, 1998. As shown on said Exhibit, your Applicants devoted in excess of 168 hours to this matter during the aforesaid period of time, having a value of \$50,730.00 at this firm's normal billing rates. The names of the attorneys involved in this matter, the time spent by each of them and their normal billing rates in matters of this type are as follows:

<u>ATTORNEYS</u>	<u>HOURLY RATE</u>	<u>HOURS SPENT</u>	<u>AMOUNT</u>
Howard S. Greenberg	375.00	85.90	\$ 32,212.50
Morris S. Bauer	225.00	<u>82.30</u>	<u>18,517.50</u>
TOTAL:		168.20	\$ 50,730.00

5. Your Applicants further show that as reflected on Exhibit "C" annexed hereto, they have incurred out-of-pocket expenses in the additional sum of \$1,689.71 during the period of June 22, 1998 through August 5, 1998.

6. Your Applicants further show that they received a retainer from the Debtor in the amount of \$50,000.00, together with \$830.00 on account of out-of-pocket disbursements, in conjunction with the filing of the within Chapter 11 Proceedings.

7. Your Applicants further show that during the pendency of the within Chapter 11 Proceedings, they made no Application for Interim Allowances herein as Counsel to the Debtor-In-Possession.

WHEREFORE, your Applicants respectfully request that an Order be entered herein granting Ravin, Greenberg & Marks, P.A., as Co-counsel for the Debtor/Debtor-In-Possession, a Final Allowance in the amount of \$50,730.00, including the \$50,000.00 retainer received at the commencement of this matter, together with reimbursement of their additional out-of-pocket expenses in the sum of \$1,689.71, for services rendered between June 22, 1998 through August 5, 1998.

RAVIN, GREENBERG & MARKS, P.A.
Counsel to Grand Union Company,
Debtor/Debtor-In-Possession

By: 

HOWARD S. GREENBERG

DATED: September 14, 1998

STATE OF NEW JERSEY)
) SS:
COUNTY OF ESSEX)

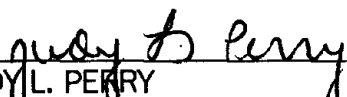
HOWARD S. GREENBERG, of full age, being duly sworn upon his oath deposes
and says:

1. I am a member of the firm of Ravin, Greenberg & Marks, P.A., Co-Counsel to
the Debtor.

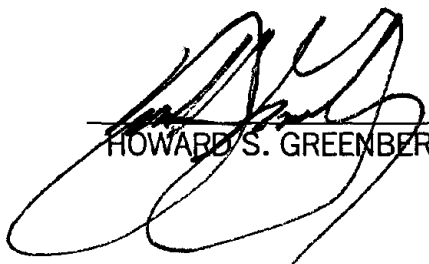
2. No agreement or understanding in any form or guise exists between deponent
and any other person for a division of compensation for services rendered in or in connection
with this proceeding, and that no such division of compensation prohibited by Section 504 of
the Bankruptcy Code will be made by deponent, except with members of your deponent's firm.

3. I hereby state, in accordance with the aforementioned Section 504 of the
Bankruptcy Code, that I have not entered into any agreement, express or implied, with any
other party in interest including the Debtor herein, any creditor or the representatives of any of
them, or with any attorney for such party in interest in the proceeding for the purpose of fixing
the amount of any of the fees or other compensation to be allowed out of or paid from the
assets of the estates to any party in interest in the within proceeding for services rendered in
connection herewith.

Sworn to and subscribed
before me this 14th day
of September, 1998



JUDY L. PERRY
A Notary Public of New Jersey



HOWARD S. GREENBERG

FILED
JAMES J. WALDRON

JUN 24 1998

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

U.S. BANKRUPTCY COURT
NEWARK, NJ
BY [Signature] DEPUTY

-----X

In re	:	Chapter 11 Case No.
	:	98 -
THE GRAND UNION COMPANY,	:	
	:	
Debtor.	:	Hearing Date: June 24, 1998

-----X

ORDER PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF RAVIN
GREENBERG & MARKS, P.A. AS CO-ATTORNEYS FOR THE DEBTOR

Upon the application dated June 24, 1998 (the "Application") of The Grand Union Company, as debtor and debtor in possession (the "Debtor"), for an order pursuant to section 327(a) of title 11 of the United States Code (the "Bankruptcy Code") approving the employment of Ravin, Greenberg & Marks P.A. ("RG&M") as its co-attorneys under a general retainer; and upon the affidavit of Howard S. Greenberg, a member of the firm of RG&M, sworn to the 24th day of June 1998 (the "HSG Affidavit"); and it appearing that the members and associates of RG&M who will be engaged in this case are duly admitted to practice before this Court in this chapter 11 case; and the Court being satisfied, based on the representations made in the Application and the HSG Affidavit, that RG&M represents or holds no interest adverse to the Debtor or to its estate as to the matters upon which it is to be engaged and is disinterested under section 101(14) of the Bankruptcy Code, as modified by

section 1107(b) of the Bankruptcy Code, and that the employment of RG&M is necessary and would be in the best interest of the Debtor and its estate; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that the relief requested by the Application is necessary and in the best interests of the Debtor, its estate, and its creditors; and due notice of the Application having been given to (i) the Office of the United States Trustee for the District of New Jersey, (ii) the attorneys for the Debtor's prepetition and proposed postpetition lending group, (iii) the attorneys for the Steering Committee (as defined in the Application), (iv) the trustee under the indenture governing the Debtor's debt securities, and (v) the attorneys for the Preferred Stockholders (as defined in the Application) and it appearing that no other or further notice need be given; and sufficient cause appearing therefor;

It Is On This 24th Day of June, 1998,

ORDERED that, pursuant to section 327(a) of the Bankruptcy Code, the Debtor, as debtor in possession, is authorized to employ and retain RG&M as its co-attorneys under a general retainer effective as of the commencement of this case; and it is further

ORDERED that RG&M shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable

Federal Rules of Bankruptcy Procedure, local rules of the Court, and such procedures as may be fixed by order of this Court.

ORDERED that service of the Application as provided therein shall be deemed good and sufficient notice of such Application; and it is further

ORDERED that the requirement under D.N.J. LBR 9013-2 for the filing of a memorandum of law be, and it hereby is waived.

L. WINFIELD

United States Bankruptcy Judge

August 20, 1998

Grand Union

	<u>Hours</u>
06/22/98 HSG Covering letter from Donald Vaillancourt re 6/23/98 Board of Directors Conference call	0.10
HSG Reviewing Certificate of Resolutions	0.20
HSG Received telecopy from D. Vaillancourt	0.10
HSG Reviewing revised Resolutions	0.10
HSG Conference call with Jeffrey Tanenbaum, Esq. and Paul Basta, Esq. re finalizing First Day pleadings and 6/23/98 Board of Directors conference call, etc.	0.20
HSG Conference with MSB re prior conference call and 6/23/98 and 6/24/98 Agenda	0.20
MSB Conference with HSG re prior conference call and 6/23/98 and 6/24/98 Agenda	0.20
HSG Telephone call to Amy Fischer re 6/24/98 Chapter 11 filing and immediate designation of Bankruptcy Judge	0.10
HSG Conference with MSB re retention pleadings and 6/23/98 Weil, Gotshal meeting	0.20
MSB Conference with HSG re retention pleadings and 6/23/98 Weil, Gotshal meeting	0.20
HSG Preparation in final of Application & Order for Co-Counsel for Debtor in Possession	0.20

Grand Union

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		<u>Hours</u>
06/22/98	HSG File review in preparation for 6/23/98 Board conference call and day-long meeting at Weil, Gotshal to finalize all Chapter 11 pleadings	1.20
	MSB Reviewing RG&M Affidavit for retention	0.10
	MSB Reviewing draft DIP financing pleadings	0.30
	MSB Telephone call from Judy Liu, Esq. re questions regarding DIP Opinion Letter and timing of docketing Order	0.20
	MSB Telephone call from P. Basta re organizing DIP pleadings	0.20
	HSG Covering letter to Steven Mackey, Esq. enclosing latest drafts of first day pleadings	0.10
06/23/98	HSG Telephone call to Glen Smith, Esq. re status and upcoming Board meeting	0.20
	HSG Travel time to/from New York, NY and Newark, NJ (Weil, Gotshal and US Trustee's Office)	3.00
	MSB Travel time to/from New York, NY (Weil, Gotshal)	3.00
	HSG Conference with MSB, J. Tanenbaum, L. Liu, P. Basta, Jeffrey Freimark, CPA, et al re conference call Board of Directors meeting authorizing 6/24/98 Chapter 11 filing, review, final revision and execution of numerous First Day Applications, conference call with S. Mackey re US Trustee's preliminary review of draft First Day pleadings, lengthy discussion of logistics re Chapter 11 filing and presentation of First Day	6.00

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Hours

	pleadings, status of cash collateral and DIP financing pleadings and miscellaneous additional matters	
06/23/98 MSB	Conference with HSG, J. Tanenbaum, L. Liu, P. Basta, J. Freimark, et al re conference call Board of Directors meeting authorizing 6/24/98 Chapter 11 filing, review, final revision and execution of numerous First Day Applications, conference call with S. Mackey re US Trustee's preliminary review of draft First Day pleadings, lengthy discussion of logistics re Chapter 11 filing and presentation of First Day pleadings, status of cash collateral and DIP financing pleadings and miscellaneous additional matters	6.00
HSG	Conference with S. Mackey re additional First Day pleadings and 6/24/98 Chapter 11 filing and presentation of First Day Orders	0.30
HSG	Telephone call from Arlene Mirsky, Esq. re serving as Co-Counsel to Bondholders and 6/24/98 Agenda, etc.	0.20
HSG	Telephone call from Paul DeFilippo, Esq. re serving as Co-Counsel to DIP Lenders and 6/24/98 Agenda, etc.	0.20
HSG	Conference with MSB re prior Weil, Gotshal meeting and coordinating 6/24/98 Agenda, etc.	0.30
MSB	Conference with HSG re prior Weil, Gotshal meeting and coordinating 6/24/98 Agenda, etc.	0.30

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	<u>Hours</u>
06/23/98 HSG Conference call with MSB and J. Tanenbaum re miscellaneous issues re presentation of First Day pleadings including sequence of same	0.20
MSB Conference call with HSG and J. Tanenbaum re miscellaneous issues re presentation of First Day pleadings including sequence of same	0.20
HSG Preliminary review of draft \$300,000,000.00 DIP/Exit Financing Agreement	1.40
MSB Reviewing various First Day Orders and related pleadings	0.90
MSB File review in preparation for 6/24/98 Chapter 11 filing and associated hearings	0.50
HSG Covering letter to P. Basta enclosing standard form of Interim Order Authorizing Use of Cash Collateral and supporting pleadings	0.10
06/24/98 HSG Reviewing Memorandum from Jane Sullivan (The Altman Group) to P. Basta re senior note tabulation	0.10
HSG Travel time to/from Bankruptcy Court/Newark	1.00
MSB Travel time to/from Bankruptcy Court/Newark	1.00
HSG Conference with MSB, J. Tanenbaum, L. Liu and P. Basta re final form of First Day pleadings and commencement of Chapter 11 proceedings	0.30
MSB Conference with HSG, J. Tanenbaum, L. Liu and P. Basta re final form of First Day pleadings and commencement of Chapter 11 proceedings	0.30

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	<u>Hours</u>
06/24/98 HSG Conference with MSB, J. Tanenbaum, et al and S. Radice re Chapter 11 filing, etc. and designation of Judge Winfield	0.40
MSB Conference with HSG, J. Tanenbaum, et al and S. Radice re Chapter 11 filing, etc. and designation of Judge Winfield	0.40
HSG Conference with MSB, J. Tanenbaum, J. Liu and Judge Winfield re Chapter 11 filing, pre-filing negotiations and pre-packaged Plan and overview of numerous First Day Applications and proposed Orders, etc.	0.60
MSB Conference with HSG, J. Tanenbaum, J. Liu and Judge Winfield re Chapter 11 filing, pre-filing negotiations and pre-packaged Plan and overview of numerous First Day Applications and proposed Orders, etc.	0.60
HSG Conference with MSB, J. Tanenbaum, J. Liu and numerous other involved Counsel	0.50
MSB Conference with HSG, J. Tanenbaum, J. Liu and numerous other involved Counsel	0.50
HSG Conference with S. Mackey re miscellaneous questions re various retention pleadings	0.20
HSG Conference with G. Smith and J. Freimark re designation of Judge Winfield and upcoming First Day Applications	0.20
HSG Court hearing re entry of numerous consensual First Day Orders and scheduling additional hearing dates	1.40

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	<u>Hours</u>
06/24/98 MSB Court hearing re entry of numerous consensual First Day Orders and scheduling additional hearing dates	1.40
HSG Conference with MSB, J. Tanenbaum, J. Liu, B. Basta and G. Smith re prior hearings and numerous required actions, etc.	0.40
MSB Conference with HSG, J. Tanenbaum, J. Liu, B. Basta and G. Smith re prior hearings and numerous required actions, etc.	0.40
HSG Conference with various involved Counsel re prior hearing, etc.	0.40
MSB Telephone call from P. Basta re questions regarding service on warrant holders	0.20
06/25/98 HSG Covering letter from J. Lawlor	0.10
HSG Reviewing Application, Certification of B. Twist, Certification of F. Hyman and proposed Order Approving Admission of Attorneys	0.20
HSG Received telecopy from P. Basta	0.10
HSG Reviewing Application, Notice to Existing Warrantholders and proposed Order establishing Notice procedures for existing warrantholders prepared by P. Basta	0.40
HSG Revision of Application, Notice to Existing Warrantholders and proposed Order establishing Notice procedures for existing warrantholders prepared by P. Basta	0.20
HSG Reviewing Frito Lay reclamation demand notice (with Exhibits)	0.20

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	<u>Hours</u>
06/25/98 HSG Conference with MSB re issue re notice to pre-Petition common stock warrants holders	0.20
HSG Conference with Judge Winfield re 6/24/98 First Day Orders and notice to pre-Petition common stock warrants holders	0.30
HSG Conference call with J. Tanenbaum and P. Basta re prior conversation with Judge Winfield and form of Notice to warrants holders	0.20
HSG Conference with MSB re prior conversation with Judge Winfield and form of Notice to warrants holders	0.20
MSB Conference with HSG re prior conversation with Judge Winfield and form of Notice to warrants holders	0.20
HSG Telephone call from Robert Minkoff, Esq. re Chapter 11 filing and obtaining copies of Plan and Disclosure Statement	0.20
HSG Telephone call from Bankruptcy Court (Ann) re additional information re Chapter 11 filing	0.10
HSG Telephone call from Jeremy Motz re Chapter 11 filing and impact on common stockholders, etc.	0.20
HSG Telephone call from Craig McGowan re Chapter 11 filing and impact on common stockholders, etc.	0.20
HSG Telephone call from William White, Esq. re Chapter 11 filing, and impact on common stockholders and obtaining copy of Order re utility companies	0.20

Grand Union

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		<u>Hours</u>
06/25/98	HSG Conference with MSB re hearing dates and miscellaneous pending matters	0.20
	MSB Conference with HSG re hearing dates and miscellaneous pending matters	0.20
	MSB Telephone call to P. Basta re resolution of warrants issue	0.20
	MSB Telephone call from K. Haggerty re questions regarding Schedules and Statement of Affairs	0.30
	MSB Reviewing Frito Lay reclamation demand notice (with Exhibits)	0.10
	MSB Conference with HSG re issue re notice to pre-Petition common stock warrants holders	0.20
	MSB Reviewing Notice of Deficiency and Notice of Hearing Thereon	0.10
06/26/98	HSG Covering letter from J. Liu to S. Mackey	0.10
	HSG Reviewing final form of Debtor's Application to establish Notice of procedures for holders of existing warrants, together with proposed Order	0.40
	HSG Telephone call from P. Basta re proposed revisions to warrants notice pleadings and mechanics for entry	0.20
	HSG Telephone call from J. Liu re miscellaneous matters and contacting S. Mackey re warrants' notice Application and obtaining his consent	0.20
	HSG Telephone call to S. Mackey re miscellaneous matters and re warrants' notice Application and obtaining his consent	0.20

Grand Union

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		<u>Hours</u>
06/26/98	HSG Telephone call to J. Liu re prior conversation with S. Mackey	0.10
	HSG Reviewing numerous First Day Orders (approximately) previously entered by Judge Winfield, etc.	1.00
	MSB Telephone call from P. Basta re warrants issue resolution, preparation of pleadings and preparation of Certification of Service re DIP financing	0.20
	MSB Telephone call from Mickey (Hannoch Weisman) re service list	0.10
06/29/98	HSG Reviewing Notice of Deficiency and Notice of Hearing Thereon	0.10
	HSG Covering letter from A. Mirsky	0.10
	HSG Reviewing Notice of Appearance and Request for Documents on behalf of A. Mirsky and Chaim Fortgang, Esq.	0.10
	HSG Reviewing DIP Operating Guidelines and Reporting Requirements	0.20
	HSG Telephone call to J. Liu re submission of Notice to Warrant holders pleading to Judge Winfield and service list re same	0.20
	HSG Travel time to/from Bankruptcy Court/Newark	1.00
	HSG Conference with K. Davis/L. Healy) re entry of Order approving form of Notice to warrant holders	0.30
	HSG Telephone call to J. Liu re form of Notice to warrant holders	0.10
	HSG Conference with MSB re form of Notice to warrant holders and miscellaneous other matters	0.20
	MSB Conference with HSG re form of Notice to warrant holders and miscellaneous other matters	0.20

Grand Union

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		<u>Hours</u>
06/29/98	HSG Telephone call from Joseph Rosenfarb re Chapter 11 filing and impact on common stock	0.20
	HSG Conference with S. Mackey re status	0.10
	MSB Telephone call from J. Liu and P. Basta re status of warrant Order	0.10
	MSB Telephone call from Mickey re service list to use	0.10
	MSB Covering letter to Bankruptcy Court filing Affidavit of service	0.10
	HSG Covering letter to Judge Winfield enclosing proposed Order Establishing Notice Procedures for Certain Existing Warrant Holders, supporting Application and proposed form of Notice	0.10
	MSB Reviewing Affidavit of Service	0.10
06/30/98	HSG Covering letter from Jonathan Rabinowitz, Esq. to Clerk	0.10
	HSG Reviewing Notice of Appearance and Demand for Service of Papers on behalf of various Rabinowitz family members	0.10
	HSG Telephone call from Ed Berkowitz re Chapter 11 filing and impact on Island Container Contract and pre-Petition claim	0.20
	HSG Telephone call from Avery Watson re Chapter 11 filing, Plan and Disclosure Statement and impact on common stock	0.20
	HSG Telephone call from Eric Sleeper, Esq. re Chapter 11 filing and miscellaneous questions re Plan and Disclosure Statement	0.20
	MSB Telephone call from Shareholder re Chapter 11 filing and miscellaneous questions	0.20

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Hours

06/30/98	HSG Covering letter to J. Liu enclosing entered Order Establishing Noticing Procedures for Certain Existing Warrant Holders	0.10
07/01/98	HSG Reviewed letter from J. Rabinowitz	0.10
	HSG Reviewed letter from J. Lawlor to Clerk	0.10
	HSG Reviewing Notice of Appearance and Demand for Service of Papers on behalf of Simpson, Thacher & Bartlett and Gibbons, DelDeo	0.10
	HSG Reviewing Letter Memorandum from S. Mackey re additional information required re DIP's retained professional firms	0.30
	HSG Telephone call from Passaic County Clerk re Chapter 11 filing and Notices received re wage garnishments	0.20
	HSG Telephone call from Robert Braine (Daily Bankruptcy Review) re Chapter 11 filing, first day hearing and miscellaneous upcoming hearings	0.20
	HSG Telephone call to G. Smith re recent developments and current status	0.20
	HSG Telephone call from John Sywilok, Esq. re Chapter 11 filing and proposed treatment of Landlords, etc.	0.20
	MSB Covering letter to Watceh enclosing blank Proof of Claim form	0.10
07/02/98	HSG Reviewing Notice of Appearance of Tracy Klestadt & Associates as Counsel for First Mountain	0.10

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	<u>Hours</u>
07/02/98 HSG Telephone call from T. Tracey re Chapter 11 filing and treatment of unsecured creditors, etc.	0.20
HSG Telephone call from Karen (Gallo & Gefner) re Chapter 11 filing and treatment of unsecured creditors, etc.	0.20
HSG Telephone call from New Jersey Department of Insurance re Notice of Chapter 11 filing, etc.	0.10
HSG Telephone call from David Albano, Esq. re Chapter 11 filing and Plan status, etc.	0.20
MSB Telephone calls to Mehsa Glasband, Esq. (2) re incoming calls and standard responses	0.30
MSB Telephone call from K. Haggerty re forwarding Statement of Affairs and where to send same	0.20
MSB Telephone call from S. Rosen re personal injury case	0.20
MSB Telephone call from Darlene (Spec. Civil Part) re docket number of case and additional information	0.20
MSB Telephone call from T. Ward re personal injury and case inquiry	0.20
MSB Telephone call from Mrs. Markem re retirement check	0.10
MSB Telephone call from M. Centi re stockholder questions	0.20
MSB Telephone call from Dee (Binghamton Days Inn) re return of 6/19/98 check	0.20
MSB Telephone call from S. Piroso re personal injury	0.20
MSB Telephone call from S. Handover (Spec. Div. Part) re docket number and case information	0.20

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	<u>Hours</u>
07/02/98 MSB Telephone call to R. Vincent's office	0.10
07/05/98 MSB Reviewing draft Statement of Affairs	0.50
07/06/98 HSG Reviewed letter from J. Willing re claim of Mary Kring	0.10
HSG Reviewed letter from Michael Mueller, Esq. re reclamation claim of Swedish Match North America	0.10
MSB Telephone call from L. Oldun re questions regarding receipt of materials	0.20
MSB Telephone call to M. Lappin's office	0.10
MSB Telephone call from L. Persons re questions regarding package	0.20
MSB Telephone call from M. Gilbey re retirement payment	0.10
MSB Telephone call from C. Whitaker re retirement payment	0.10
MSB Telephone call from B. Vene re personal injury	0.20
MSB Telephone call from M. Richards re employee worker's compensation	0.10
MSB Telephone call from M. Mankun re questions regarding package	0.20
MSB Telephone call to K. Roberts re case inquiry	0.10
MSB Telephone call to J. O'Neil (message)	0.10
MSB Telephone call to S. Levenian re conversation with Weil, Gotshal	0.10
MSB Telephone call from M. Glasband re DIP hearing, obtaining entered Order and creditor calls	0.20
MSB Telephone call from P. Basta re filing of Interim Financial Reports and filing of Schedules and Statement of Affairs	0.20

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		<u>Hours</u>
07/06/98	MSB Telephone call to S. Mackey re filing of Schedules and Interim Financial Reports	0.10
	MSB Telephone call to M. Blake re personal injury	0.10
	MSB Telephone call to B. Moen	0.10
	MSB Telephone call to P. DeMezza re personal injury settlement	0.20
	MSB Telephone call to M. Knops re retirement payment	0.10
07/07/98	HSG Reviewed letter from S. Mackey to J. Liu re further disclosure re DIP's professionals	0.10
	HSG Reviewing Notice of Appearance on behalf of CS Integrated	0.10
	MSB Covering letter from K. Haggerty (Price Waterhouse)	0.10
	MSB Reviewing 7/6/98 draft of Schedules of Assets (excluding Schedule "F")	0.60
	MSB Conference call with P. Basta and K. Lee re docket entries, Affidavit of Service and upcoming hearings	0.20
	MSB Received telecopy from K. Lee re docket documents	0.10
	MSB Telephone call from Cheryl Smith re case inquiry	0.20
	MSB Telephone call to R. Gartner re case inquiry	0.10
	MSB Telephone call to Gabriella Piccirillo re case inquiry	0.20
	MSB Telephone call to Olympic	0.10
	MSB Telephone call to Brenda Moen re case inquiry	0.20
	MSB Telephone call to R. Long	0.10
	MSB Conference call with K. Haggerty and P. Basta re finalizing Schedules and Statement of Affairs	0.20

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	<u>Hours</u>
07/07/98 MSB Received telecopy from K. Haggerty re cover sheets to schedules	0.10
MSB Telephone call to K. Haggerty re changes to cover sheet and Statement of Affairs	0.20
07/08/98 HSG Covering letter from A. Mirsky to Clerk	0.10
HSG Reviewing Application and proposed Order granting admission Pro Hac Vice	0.20
HSG Telephone call from MSB re status and 7/9/98 DIP financing hearing before Judge Winfield	0.20
MSB Telephone call to HSG re status and 7/9/98 DIP financing hearing before Judge Winfield	0.20
MSB Reviewing draft Schedules and Statement of Affairs	1.10
MSB Review docket on PACER and downloaded same to compare with file and K. Lee letter	0.30
MSB File review to respond to K. Lee letter	0.40
MSB Telephone call to K. Lee re documents related to letter	0.20
MSB Telephone calls from K. Haggerty re arrangements to obtain Schedules and sending footnote page	0.20
MSB Telephone call from P. Basta re copying Schedules and DIP hearing	0.20
MSB File review in preparation for DIP hearing	0.40
MSB Telephone call from A. Waters re check and contacting Grand Union directly	0.20
MSB Telephone call from A. Morejan re questions regarding filing and personal injury suit	0.20

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		<u>Hours</u>
07/08/98	MSB Telephone call from R. Schiebech re payment of pension	0.10
	MSB Telephone call from J. Kidd re payment to Atlanta Gas Light and requesting copy of utility Order	0.20
	MSB Telephone call to R. Long	0.10
	MSB Telephone call from Palonbit re pension payment	0.10
	MSB Telephone call from B. Moen re case inquiry	0.10
	MSB Telephone call from G. Sarlo re case inquiry and personal injury lawsuit	0.20
	MSB Telephone call from Stacey (Lab Safety) re case inquiry	0.20
	MSB Telephone call to J. Maloney	0.10
	MSB Telephone call to J. LeAir	0.10
	MSB Telephone call from E. Maroge, Esq. re package received by daughter	0.10
	MSB Telephone call from J. O'Neill re case inquiry	0.10
	MSB Telephone call from Mr. Tragno re case and pension payment	0.10
	MSB Telephone call from P. Tornetta, Esq. re Town of Wyckoff and receipt of documents	0.20
	MSB Telephone call from W. Hester re pension payment	0.10
	MSB Covering letter to Dept. of Treasury, IRS, enclosing copy of Plan and Disclosure Statement	0.10
07/09/98	HSG Reviewed letter from Burt Lerner to G. Smith re objection to confirmation of Plan	0.20
	MSB Reviewing Proof of Claim re John Middleton, Inc.	0.10

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		<u>Hours</u>
07/09/98	MSB Reviewing Request for Notice re Howard C. Buccham	0.10
	MSB Telephone call from F. Vydra, Novus Credit Services, re Court approval of Agreement	0.10
	MSB Preparation of Schedules and Statement of Affairs for filing	0.20
	MSB Travel time to/from Bankruptcy Court/Newark	1.00
	MSB Filed Schedules and Statement of Affairs with Clerk	0.20
	MSB Attendance at DIP financing hearing	0.60
	MSB Conference with Clerk, J. Liu and M. Glasband to obtain conformed Order and certified docket	0.20
	MSB Telephone call to M. Glasband to confirm receipt of all documents	0.10
	MSB Covering letter to P. Basta enclosing copy of Schedules and Statement of Affairs	0.10
	MSB Covering letter to G. Smith enclosing copy of Schedules and Statement of Affairs	0.10
	MSB Covering letter to K. Haggerty enclosing copy of Schedules and Statement of Affairs	0.10
07/10/98	HSG Covering letter from J. Woolsey to Judge Winfield re Mr. & Mrs. Ferriere having no objection to proposed Plan	0.10
	HSG Reviewing Stipulation and Order re Cynthia and Nicholas Ferriere	0.10
	HSG Covering letter from D. Dixon to Clerk	0.10
	HSG Reviewing Proof of Claim of Borough of Lincoln Park	0.10

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		<u>Hours</u>
07/10/98	HSG Covering letter from C. Gruen to Clerk	0.10
	HSG Reviewing Notice of Appearance on behalf of Finova Capital	0.10
	HSG Reviewing Proof of Claim with statement of arrears due creditor on behalf of Finova (with Exhibits)	0.20
	HSG Telephone call to MSB re 7/9/98 DIP financing hearing and miscellaneous other matters	0.20
	MSB Telephone call from HSG re 7/9/98 DIP financing hearing and miscellaneous other matters	0.20
	MSB Telephone call from K. Lee re forwarding Affidavit of service prepared by Altman Group	0.20
	MSB Telephone call from D. Rocano re filing of Affidavit of Service and forwarding same	0.20
	MSB Telephone call from R. Malone re Shanley Fisher representing Debtor in personal injury cases and retention Order	0.20
	MSB Covering letter to Atlantic Gas & Light enclosing Order re utility companies	0.10
07/11/98	HSG Sat. Preliminary review of 4 bound volumes containing multiple exhibits	1.20
07/13/98	HSG Covering letter from R. DelTufo to Clerk	0.10
	HSG Reviewing Notice of Appearance and Request for Documentation on behalf of Bankers Trust	0.10
	HSG Covering letter from P. Fugee to Clerk	0.10

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	<u>Hours</u>
07/13/98 HSG Reviewing Notice of Appearance on behalf of Somerset County Shopping Center and Federal Realty Investment Trust	0.10
HSG Reviewing Notice of Appearance on behalf of TN Commissioner of Revenue	0.10
HSG Reviewed letter from R. Evens (NY Dept. of Taxation) re requirements for payment of tax liabilities	0.10
HSG Reviewing Request for Special Notice on behalf of Peter A. Chapman	0.10
HSG Reviewing Request for Service on behalf of Christopher Beard, Esq.	0.10
HSG Telephone call from Jeffrey Rothbard, Esq. re Chapter 11 filing/status and Plan impact on Landlords	0.20
HSG Telephone call to G. Smith re status and 7/20/98 Sec. 341 Meeting	0.20
HSG Telephone call from Leonard Weiss, Esq. re Chapter 11 filing/status and impact on personal injury claim, etc.	0.20
HSG Conference with MSB re creditor inquiries and general status	0.20
MSB Conference with HSG re creditor inquiries and general status	0.20
MSB Reviewed letter from Todd Brents, Frito-Lay, re return of goods delivered within 10 days prior to the Petition date	0.20
MSB Telephone call from R. Branhan (CT Natural Gas) re case inquiry re utilities	0.20

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	<u>Hours</u>
07/13/98 MSB Telephone call from J. Ruch (GPA) re case inquiry and utilities	0.20
MSB Telephone call from C. Brown re worker's compensation claim	0.20
MSB Telephone call from J. Rothbard re various personal injury Plaintiff's	0.20
MSB Telephone call from T. Bush (SHK) re trade condition, no claim and receipt of mailing	0.20
MSB Telephone call from R. Braine of Daily Review re outcome of DIP financing hearing	0.20
MSB Telephone call to J. L'Air	0.10
MSB Telephone call from S. Schoenfeld	0.10
MSB Telephone call from D. Branna re pension and retirement checks	0.10
MSB Telephone call from H. Janett re case inquiry	0.10
MSB Telephone call to R. Roarty	0.10
MSB Telephone call from N. Walizer re pension	0.10
MSB Reviewed letter from D. Rocano (BSI)	0.10
MSB Reviewing Affidavit of Mailing re various First Day Orders and Notices	0.20
MSB Reviewing Altman Group Notice of Mailing	0.10
MSB Telephone call from P. Basta re receipt and filing of Affidavits	0.10
MSB Telephone call to L. Model (O. Knisk) message	0.10
MSB Telephone call to R. Saltzman re case inquiry	0.10
MSB Telephone call from M. Pinsky re case and personal injury suits and no relief of stay	0.20