

UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEW JERSEY

ACCOUNTANT FEE APPLICATION COVER SHEET

IN RE: The Grand Union Company APPLICANT: PricewaterhouseCoopers
 CASE NO.: 98-27912(NW) CLIENT: Debtor
 CHAPTER: 11 CASE FILED: September 15, 1998

COMPLETION OF THE FORM CONSTITUTES A CERTIFICATION
 UNDER PENALTY OF PERJURY. RETENTION ORDERS ATTACHED.

Martha E.M. Kopacz 9-14-98
 SIGNATURE OF APPLICANT DATE

SECTION I
 FEE SUMMARY

FINAL FEE APPLICATION

TOTAL PREVIOUS FEE REQUESTED: \$ -
 TOTAL FEES ALLOWED TO DATE: -
 TOTAL RETAINER (IF APPLICABLE) 150,000
 TOTAL HOLDBACK (IF APPLICABLE) -
 TOTAL RECEIVED BY APPLICANT \$ 150,000

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

NAME OF PROFESSIONAL & TITLE		HOURS	RATE	FEES
McGowan, John	Partner	4.0	\$ 523	\$ 2,092.00
Roche, Robert	Partner	7.0	512	3,584.28
Kopacz, Marti	Partner	27.0	490	13,230.00
Haggerty, Karine	Principal Consultant	100.0	320	32,000.00
Schofield, Kirsten	Senior Manager	90.0	302	27,164.70
Pal, Suvendu	Associate Consultant	74.0	270	19,980.00
Caporale, Lara	Manager	16.0	258	4,128.80
DelMastro, Danielle	Staff Consultant	8.0	134	1,072.00
Gutilla, Rosario	Senior Consultant	12.0	120	1,440.00
Murray, Tripp	Associate Consultant	8.0	110	880.00
Messerle, Bill	Staff Consultant	16.0	99	1,584.00
Szkola, Carol	Administrative Assistant	4.0	74	294.92

TOTAL HOURS AND FEES 366.0 \$ 107,450.70

DISBURSEMENTS TOTALS - PAGE 3 5,508.09

TOTAL FEES AND DISBURSEMENTS REQUESTED \$ 112,958.79

147

**SECTION II
 SUMMARY OF SERVICES**

SERVICES RENDERED:	HOURS	FEES
(a) Telephone Calls		
(b) Correspondence Drafted/Reviewed		
(c) Court Appearances & Trial Preparation		
(d) Planning and Administration:	41.1	\$ 15,739.00
1. Staff Meetings		
2. Work Program & Scope of Services		
(e) Meetings with Parties to Case		
(f) Review of File		
(g) Travel Time		
(h) Analyze Cash Flow and Debtor Performance		
(i) Analyze Asset and Liabilities		
(j) Maintenance and Preparation of Books		
(k) Prepare and Review DIP Reports		
(l) Prepare Financial Statements and Reports	157.0	\$ 41,360.70
(m) Prepare Payroll and Income Tax Returns		
(n) Obtain and Inventory Records		
(o) Investigation and Documentation of Preferences and Fraudulent Conveyances		
(p) Analyze and Document Proof of Claim		
(q) Prepare Schedules and Statement of Financial Affairs	147.9	\$ 44,951.00
(r) Plan and Disclosure Statement Services		
(s) Prepare Fee Application	20.0	\$ 5,400.00
(t) Other Services:		
(con't. Other Services to a Separate Page If Needed)		
SERVICES TOTALS:	<u>366.0</u>	<u>\$ 107,450.70</u>

SUMMARIZE THE SERVICES RENDERED IN NARRATIVE FORM:

See Attached Fee Application

**SECTION III
 SUMMARY OF DISBURSEMENTS**

DISBURSEMENTS	AMOUNT
(a) Telephone	\$ 10.89
(b) Messenger service	
(c) Photocopying No. of pages _____ Rate per page _____	
(d) Transportation (including mileage and tolls)	2,270.23
(e) Postage	
(f) Overnight Mail	83.25
(g) Facsimile Changes	
(h) Other (explain)	
Airfare	1,625.50
Lodging	1,154.22
Meals	364.00
DISBURSEMENTS TOTAL:	<u>\$ 5,508.09</u>

**SECTION IV
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))

IF LIMIT ON NUMBERS OF HOURS OR OTHER LIMITATIONS TO
RETENTION SET FORTH:

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

In re:

THE GRAND UNION COMPANY

Chapter 11

Case No. 98-27912(NW)

Debtor

**FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP
AS ACCOUNTANT AND FINANCIAL ADVISOR TO
THE GRAND UNION COMPANY
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM JUNE 24, 1998 THROUGH SEPTEMBER 15, 1998**

INDEX

- EXHIBIT A Order authorizing the retention and employment of PricewaterhouseCoopers LLP by the Debtors
- EXHIBIT B Summary of professional fees by professional
- EXHIBIT C Complete accounting of time expended by category, by day and by professional
- EXHIBIT D Summary of professional fees by activity category
- EXHIBIT E Detailed description of actual and necessary expenses incurred by expense category by day and by professional
- EXHIBIT F Summary of actual and necessary expenses incurred by expense category
- EXHIBIT G Brief biographies of the Applicant's personnel involved in this engagement

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

In re:

THE GRAND UNION COMPANY

Debtor

**Chapter 11
Case No. 98-27912(NW)**

**FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP
AS ACCOUNTANT AND FINANCIAL ADVISOR TO
THE GRAND UNION COMPANY
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM JUNE 24, 1998 THROUGH SEPTEMBER 15, 1998**

PRICEWATERHOUSECOOPERS LLP (“PricewaterhouseCoopers” or the “Applicant”), as accountant and financial advisor to The Grand Union Company (the “Debtor”), files this first and final fee application for allowance of compensation for services rendered by PricewaterhouseCoopers and reimbursement of actual and necessary expenses (the “Application”) for the period June 24, 1998 through September 15, 1998 (the “Application Period”) and respectfully represents:

1. PricewaterhouseCoopers is a firm of independent Certified Public Accountants and Consultants retained by the Debtor as accountant and financial advisor.
2. PricewaterhouseCoopers' retention to assist the Debtor in the performance of its duties as Debtor-in-Possession was approved by this Court on June 24, 1998 (the “Retention Order”). A copy of said order dated June 24, 1998 is attached as Exhibit A and is incorporated herein by reference.
3. All services for which the Applicant requests compensation were performed for, or on behalf of, the Debtor.
4. Pursuant to section 330 of the United States Bankruptcy Code, 11 U.S.C. §§101-1330 (the “Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures and Rule 2016-1 of the Local Rules of this Court (“MLBR”), PricewaterhouseCoopers seeks compensation for professional services rendered and reimbursement

of expenses incurred in assisting the Debtor during the Application Period. This Application is PricewaterhouseCoopers' first and final request for allowance of compensation for services rendered and reimbursement of actual and necessary expenses. PricewaterhouseCoopers received a retainer in the amount of \$150,000.00 on June 23, 1998.

5. By this Application, the Applicant requests an allowance of compensation of \$107,450.70 for professional services rendered and \$5,508.09 for reimbursement of reasonable and necessary out-of-pocket expenses incurred during the Application Period. During the period covered by this Application, total professional hours expended in providing services to the Debtor were 366.0. An allowance of compensation in the amount requested would result in a blended hourly rate of \$293.58.

6. The Applicant respectfully submits that the amount applied for herein for professional services rendered to date in this proceeding on behalf of the Debtor is fair and reasonable given: (i) the time expended; (ii) the nature and extent of the services performed at the time at which such services were rendered; (iii) the value of such services; and (iv) the costs of comparable services other than in a case under this title.

7. From the date of its retention, the Applicant focused its efforts on assisting the Debtor in performing its duties as Debtor-in-Possession as required in a Chapter 11 proceeding.

8. Certain services in this case were rendered by associate accountants and other personnel, in accordance with the Applicant's policy to assign work, whenever possible, to personnel whose hourly billing rates are lowest, but still have the experience and specialization necessary to perform the required services efficiently. The Applicant communicated routinely with Jeffrey P. Freimark, the Debtor's Executive Vice President and Chief Financial Officer, Frank Nicastro, the Debtor's Treasurer and Tim Carnahan, the Debtor's Controller, to avoid duplicating efforts, to take advantage of work already performed by the Debtor and to provide analyses and other key information in the most cost-effective manner.

9. During the Application Period, the Applicant provided a focused range of professional services as requested by the Debtor. The Applicant respectfully submits that these services: (i) were necessary and beneficial to the successful and prompt administration of this Chapter 11 case; (ii) have been provided in a cost-efficient manner; and (iii) have been subject to on-going monitoring and review by the Debtor.

10. PricewaterhouseCoopers has neither received nor been promised any payments in connection with this matter, other than the \$150,000 retainer as previously discussed. The compensation and reimbursements

sought herein will not be divided, shared or pooled directly or indirectly with any other person or firm except in accordance with section 504(b)(1) of the Code.

11. Substantial portions of the services rendered to date in this case relate to assisting the Debtor in the preparation of the Schedule of Assets and Liabilities and Statement of Financial Affairs. These services were essential in allowing the Debtor to focus on the day-to-day business operations as they relate to its duties as Debtor-in-Possession in this Chapter 11 proceeding. The Applicant also provided the Debtor with auditing services related to completion of the Fiscal Year 1998 audit and the preparation of the Debtor's SEC 10K filing. In addition, the Applicant performed other general duties for the Debtor and responded to specific informational requests from the U.S. Trustee, critical to these Chapter 11 cases.

12. The Applicant's services, provided during the Application Period at the direction of the Debtor, are summarized into the following activity categories:

- i. Prepare the Statement of Financial Affairs and Schedule of Assets and Liabilities ("Preparation of Schedules and Financial Statements").
- ii. Perform routine services related to the general administration of the case ("General Duties");
- iii. Auditing services
- iv. Fee Application tasks inherent to retention including the preparation of Fee Application

13. Pursuant to MLBR 2016-1(d), this Application is divided into four narrative sections based on the more significant activity categories listed above. For each of the activity categories, the narrative section describes the more significant services rendered by the Applicant and how they benefit the Estate. Attached hereto as Exhibit B is a summary chart for all activity categories in the aggregate, setting forth the name of each professional, a statement of his or her hourly rates, the total hours expended by each such professional and the value of his or her services during the Application Period. Attached hereto as Exhibit C are detailed chronological descriptions of the services performed for each activity category, each day by each professional, and the time devoted to such services on that day by each professional. Exhibit D summarizes the information by activity category. The Applicant is charging only on an hourly basis for these services, and there are no monthly retainers or commissions to be paid. The fees applied for herein are based on the hourly rates that reflect the usual and customary fees charged to all clients of the Applicant. Upon knowledge and belief, the rates sought for approval herein are commensurate with the usual and customary rates charged for services

performed by financial advisors and accountants in bankruptcy cases of this nature.

14. The Applicant incurred reasonable and necessary out-of pocket expenses aggregating during the Application Period as detailed in Exhibit E and summarized in Exhibit F. In seeking reimbursement for expenses, the Applicant requests only amounts actually incurred.

15. The Applicant has staffed the engagement with qualified professionals who could contribute most significantly and effectively to the case. Annexed as Exhibit G are résumés indicating the experience and qualifications of the Applicant's personnel who have contributed at least 15 hours of professional service on this engagement.

16. A narrative of the more significant services rendered by the Applicant is set forth below.

I. Preparation of SOFA and SOAL

17. The Applicant provided extensive assistance to the Debtor in preparing the Schedule of Assets and Liabilities ("SOAL") and the Statement of Financial Affairs ("SOFA"). The Applicant performed the following tasks in order to assist the Debtor in the preparation of the SOAL and SOFA:

- i. Schedule of Assets and Liabilities ("SOAL")
 - a. Collected and analyzed information related to real property in which Debtor held an interest (Section A);
 - b. Collected and analyzed information related to personal property and prepared schedules to summarize such data (Section B);
 - c. Identified the amount, nature and collateral of the secured claims (Section D);
 - d. Identified executory contracts related to store leases, capital leases and other contracts (Section G);
 - e. Identified all cosigners of Debtor's obligations (Section H).
- ii. Statement of Financial Affairs ("SOFA")
 - a. Collected and analyzed information related to the Debtor's financial affairs.
 - b. Prepared various supporting schedules and related analyses necessary to complete the Debtor's Statement of Financial Affairs.

18. The Applicant prepared both the SOAL and SOFA with assistance from the Debtor's accounting staff. The time spent by the Applicant allowed the Debtor to focus on the day-to-day business operations and its duties as Debtor-in-Possession.

II. General Duties

19. Two significant tasks comprise the category of General Duties. As accountant and financial advisor to the Debtor, the Applicant was called on to provide routine services related to the general administration of the Debtor' case. To accomplish this task, the Applicant addressed the following issues:

- i. Responded to U.S. Trustee's inquiry into billing and conflict information regarding PricewaterhouseCoopers, The Grand Union Company and various interested parties;
- ii. Periodic review and update of case issues with both the Debtor and Debtor's Counsel.

III. Auditing Services

20. The Applicant provided services relating to the completion of the Fiscal Year 1998 audit, preparation for the Debtor's SEC 10K filing, and drafting of recommendations for improving internal controls and administrative efficiency. In addition to the aforementioned, the Applicant helped management prepare for the emergence from bankruptcy by discussing various accounting, auditing and reporting requirements with management and performing research related to numerous matters concerning the accounting and reporting the emergence from bankruptcy. The Applicant also began the planning process for the fresh start audit, which included making strategic planning decisions and drafting audit programs for the various audit components.

IV. Fee Application

21. During the Application Period, the Applicant expended time and resources to prepare its Application in accordance with the requirements established by the United States Bankruptcy Code, the Bankruptcy Court, the U.S. Trustee and the Local Rules.

Conclusion

22. The Debtor utilized the Applicant's services during the Application period to perform various financial and other professional services. As stated in the Debtor's motion to retain the Applicant, the services performed by the Applicant include:

- i. Assistance in the preparation of Debtor's Schedule of Assets and Liabilities and Statement of Financial Affairs;
- ii. Render such general business consulting or such other assistance, as Debtor's management or counsel may deem necessary.

23. The services that have been provided by the Applicant during this proceeding have been wholly consistent with the Debtor's intentions and have been undertaken with specific direction and guidance from the Debtor's management. This case has necessitated the use of experienced accountants and advisors with specialized expertise in bankruptcy issues, retail operations, and financial analysis to timely and thoroughly address the needs of the Debtor in performing its duties as Debtor-in-Possession. The persons who have worked on this case have demonstrated the skill in their respective areas of expertise that are required to provide the services necessary to assist the Debtor.

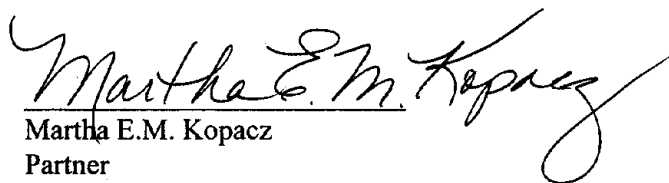
24. Pursuant to Rule 2016, the Applicant states that no compensation to be received in this proceeding will be shared with any person or entity outside of PricewaterhouseCoopers and that no compensation has been paid or promised to the Applicant in connection with the compensation sought in this application, except as it is permitted by the Order Establishing Procedures for Interim Compensation and Expense Reimbursement for Professionals.

25. I have read this application and to the best of my knowledge, information and belief formed after reasonable inquiry, certify that it complies with the requirements of such applications and that the fees and disbursements sought are billed at rates in accordance with practices customarily employed by PricewaterhouseCoopers and generally accepted by our clients.

WHEREFORE, PricewaterhouseCoopers LLP respectfully requests this Court to: (i) approve its Fee Application for compensation for the period from June 24, 1998 through September 15, 1998 in full in the amount of \$107,450.70 and (ii) reimbursement of necessary out-of-pocket expenses in the amount of \$5,508.09; and (iii) grant such other and further relief as the Court deems just and proper.

September 17, 1998

PRICEWATERHOUSECOOPERS LLP



Martha E.M. Kopacz

Partner

160 Federal Street

Boston, MA 02110

(617) 439-3325

Accountant and

Financial Advisor to:

The Grand Union Company

FILE *GUCo*
in Admin-Retention

FILED
JAMES J. WALDRON

JUN 24 1998

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

U.S. BANKRUPTCY COURT
NEWARK, NJ

-----X		
In re	:	Chapter 11 Case No. DEPUTY
THE GRAND UNION COMPANY,	:	98 - <i>27912 MW</i>
Debtor.	:	Hearing Date: June 24, 1998
-----X		

ORDER PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF
PRICE WATERHOUSE LLP AS ACCOUNTANTS 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 Price Waterhouse LLP ("Price Waterhouse") as its accountants and financial advisor; and upon the affidavit of Martha E.M. Kopacz, dated as of June 24, 1998, a member of Price Waterhouse (the "Price Waterhouse Affidavit"); and the Court being satisfied, based on the representations made in the Application and the Price Waterhouse Affidavit, that Price Waterhouse 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 Price Waterhouse is necessary and would be in the best interest of the Debtor and its

THE GRAND UNION COMPANY
PricewaterhouseCoopers LLP
Exhibit B - Summary of Professional Fees by Professional
June 24, 1998 through September 15, 1998

Professional	Position	Billing Rate	Hours	Fees
McGowen, John	Partner	523	4.0	2,092.00
Roche, Robert	Partner	512	7.0	3,584.28
Kopacz, Marti	Partner	490	27.0	13,230.00
Haggerty, Karine	Principal Consultant	320	100.0	32,000.00
Schofield, Kirsten	Senior Manager	302	90.0	27,164.70
Pal, Suvendu	Associate Consultant	270	74.0	19,980.00
Caporale, Lara	Manager	258	16.0	4,128.80
DelMastro, Danielle	Staff Consultant	134	8.0	1,072.00
Guttilla, Rosario	Senior Consultant	120	12.0	1,440.00
Murray, Tripp	Associate Consultant	110	8.0	880.00
Messerle, Bill	Staff Consultant	99	16.0	1,584.00
Szkola, Carol	Secretary	74	4.0	294.92
			366.0	\$107,450.70

THE GRAND UNION COMPANY
PricewaterhouseCoopers LLP
Exhibit C - Detail Time Description by Task Code
June 24, 1998 through September 15, 1998

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
<i>Auditing Services</i>			
6/24/98	Schofield, Kirsten	2.5	Conversation with T. Carnahan of Grand Union, concerning footnote disclosures
6/24/98	Schofield, Kirsten	1.6	Review with R. Guttilla of PWC information included in 10-K
6/24/98	Schofield, Kirsten	1.5	Plan the procedures to review the 10-K filing, with R. Guttilla of PWC
6/24/98	Schofield, Kirsten	1.5	Conversation with S. Savas of Grand Union, concerning preparation of SEC Filing of Form 10-K
6/24/98	Schofield, Kirsten	1.5	Meeting with T. Carnahan of Grand Union, Corporate Controller, to discuss 10-K filing
6/24/98	Schofield, Kirsten	1.3	Read unusual item and income tax footnote in 10-K
6/24/98	Schofield, Kirsten	1.1	Read inventory and lease footnote in 10-K
6/24/98	Schofield, Kirsten	1.1	Conversation with T. Carnahan of Grand Union, concerning Management Discussion and Analysis, in the 10-K
6/24/98	Guttilla, Rosario	1.9	Meeting with T. Carnahan of Grand Union to discuss timing of 10-K filing

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/24/98	Guttilla, Rosario	1.9	Review of inventory footnote in 10-K
6/24/98	Guttilla, Rosario	1.8	Conversation with T. Carnahan of Grand Union, concerning footnote disclosures
6/24/98	Guttilla, Rosario	1.6	Review with K. Schofield of PWC schedules concerning the 10-K
6/24/98	Guttilla, Rosario	1.5	Plan the procedures to review the 10-K filing, with K. Schofield of PWC
6/24/98	Guttilla, Rosario	1.3	Tie down the debt and lease footnotes in 10-K
6/24/98	Guttilla, Rosario	1.3	Conversation with T. Carnahan of Grand Union, concerning Managers Discussion and Analysis, relating to the 10-K
6/24/98	Guttilla, Rosario	0.7	Conversation with S. Savas of Grand Union concerning preparation of SEC Filing of Form 10-K
6/25/98	Schofield, Kirsten	2.5	Read receivables, accounts payable and accrued liabilities footnote in 10-K
6/25/98	Schofield, Kirsten	2.3	Prepare reconciliation of income tax schedule used in 10-K
6/25/98	Schofield, Kirsten	2.2	Speak to S. Savas of Grand Union concerning the debt footnote and presentations

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/25/98	Schofield, Kirsten	1.5	Conversation with T. Carnahan of Grand Union, concerning Management Discussion and Analysis, in the 10-K
6/25/98	Schofield, Kirsten	1.3	Review PP&E footnote in 10-K and prepare supporting schedules
6/25/98	Schofield, Kirsten	1.3	Conversation with T. Carnahan of Grand Union concerning possible changes to accounts payable and accrued liabilities footnote
6/25/98	Caporale, Lara	0.1	Review reconciliation of income tax schedule used in 10-K
6/25/98	Messerle, Bill	1.9	Review of subsequent event footnote in the 10-K
6/25/98	Messerle, Bill	1.7	Perform subsequent events procedures in preparation for filing 10-K
6/25/98	Messerle, Bill	1.5	Conversation with T. Carnahan of Grand Union, concerning schedules for footnotes
6/25/98	Messerle, Bill	1.4	Conversation with S. Savas of Grand Union concerning subsequent footnote in 10-K
6/25/98	Messerle, Bill	1.3	Update search for unrecorded liabilities
6/25/98	Messerle, Bill	0.3	Contact attorneys to update legal representation letters

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/26/98	McGowen, John	2.3	Review of financial statements in preparation for SEC filing of Form 10-K
6/26/98	McGowen, John	1.8	Speak to K. Schofield of Grand Union regarding footnotes and timing of 10-K
6/26/98	Schofield, Kirsten	2.3	Read and analyze property lease footnote in 10-K
6/26/98	Schofield, Kirsten	2.0	Review of inventory footnote in 10-K
6/26/98	Schofield, Kirsten	1.8	Conversation with J. McGowen of PWC regarding 10-K filing
6/26/98	Schofield, Kirsten	1.5	Analyze stockholders equity footnote in 10-K filing
6/26/98	Schofield, Kirsten	1.3	Conversation with S. Savas of Grand Union regarding property lease schedule and supporting documentation
6/26/98	Messerle, Bill	2.5	Tie down and prepare unusual items footnote schedule
6/26/98	Messerle, Bill	2.3	Review of Reorganization footnote in 10-K
6/26/98	Messerle, Bill	2.2	Prepare and organize file and workpapers for 10-K

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/26/98	Messerle, Bill	1.1	Review self insurance and advertising cost footnotes
7/2/98	Schofield, Kirsten	1.9	Wrap-up of documentation relating to the Fiscal 1998 audit
7/2/98	Schofield, Kirsten	1.8	Draft Management Representation Letter
7/6/98	Schofield, Kirsten	1.0	Wrap-up of documentation relating to debt for the Fiscal 1998 audit
7/6/98	Caporale, Lara	1.5	Wrap up of documentation relating to long term liabilities for the year end audit
7/7/98	Schofield, Kirsten	1.8	Draft recommendations to improve internal controls and administrative efficiency
7/7/98	Schofield, Kirsten	1.3	Speak to T. Carnahan of Grand Union on timing of internal controls memo
7/7/98	Caporale, Lara	1.0	Speak to S. Savas of Grand Union concerning the debt footnote and presentations
7/8/98	Schofield, Kirsten	1.0	Discuss with T. Carnahan of Grand Union regarding accounting and disclosure of potential reorganization issues
7/10/98	Schofield, Kirsten	1.0	Discussion with J. Freimark of Grand Union regarding accounting and disclosure of potential reorganization issues

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
7/13/98	Caporale, Lara	3.5	Drafting of recommendations to improve internal controls and enhance administrative efficiency.
7/13/98	Caporale, Lara	1.3	Review trial balance and supporting schedules for 10-K filing
7/13/98	Caporale, Lara	1.3	Read unusual item and income tax footnote in 10-K
7/13/98	Caporale, Lara	0.3	Discuss internal control recommendations with S. Savas of Grand Union.
7/14/98	Caporale, Lara	2.0	Drafting of recommendations to improve internal controls and enhance administrative efficiency.
7/15/98	Schofield, Kirsten	1.6	Speak to T. Carnahan and J. Freimark of Grand Union regarding findings of research on reorganization issues
7/15/98	Schofield, Kirsten	1.4	Accounting research and documentation relating to accounting and disclosure of potential reorganization issues
7/16/98	Roche, Robert	0.3	Conversation with T. Carnahan of Grand Union concerning timing of Fresh Start Procedures
7/16/98	Caporale, Lara	1.9	Drafting of recommendations to improve internal controls and administrative efficiency
7/17/98	Schofield, Kirsten	1.0	Drafting of recommendations to improve internal controls and administrative efficiency

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
8/7/98	Schofield, Kirsten	0.3	Request trial balance from S. Savas of Grand Union for Fresh Start planning
8/10/98	Schofield, Kirsten	3.0	Review trial balance for testing of long term assets for Fresh Start
8/10/98	Schofield, Kirsten	2.8	Meeting with J. Freimark and T. Carnahan of Grand Union to discuss timing of the Fresh Start Audit, related SEC filing requirements and various implications to the Company relating to the implementation of SOP 90-7.
8/10/98	Schofield, Kirsten	2.3	Draft memos regarding the application of SOP 90-7
8/12/98	Schofield, Kirsten	2.5	Discuss the timing of the short term liabilities testing with T. Carnahan of Grand Union
8/12/98	Schofield, Kirsten	2.3	Prepare audit programs for Fresh Start audit
8/12/98	Schofield, Kirsten	1.5	Prepare the liabilities audit program for Fresh Start
8/12/98	Schofield, Kirsten	1.5	Discuss the Fresh Start procedures and testing with S. Savas and T. Carnahan of Grand Union
8/12/98	Schofield, Kirsten	1.3	Speak to T. Carnahan of Grand Union relating to testing of short term liabilities
8/12/98	DelMastro, Danielle	2.1	Select inventory items counted and trace to store physical report

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
7/17/98	Schofield, Kirsten	1.0	Discussion with PWC National office regarding accounting and disclosure of potential reorganization issues
7/22/98	Schofield, Kirsten	2.3	Accounting research and documentation relating to the implementation of SOP 90-7 "Financial Reporting by Entities in Reorganization under the Bankruptcy Code"
7/22/98	Schofield, Kirsten	1.3	Discussion with T. Carnahan of Grand Union on research findings relating to SOP-97
7/22/98	Szkola, Carol	1.7	Accumulate fee application data
7/29/98	Roche, Robert	1.4	Review of accounting issues concerning debt restructuring
8/6/98	Schofield, Kirsten	1.6	Drafting of recommendations to improve internal controls and administrative efficiency
8/6/98	Schofield, Kirsten	1.3	Review results of internal controls memo with S. Savas of Grand Union
8/6/98	Schofield, Kirsten	1.1	Speak to S. Savas of Grand Union on details of internal control memo
8/6/98	Szkola, Carol	1.9	Accumulate fee application data
8/7/98	Schofield, Kirsten	2.8	Review the trial balance for testing of short term assets for Fresh Start

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
8/12/98	DelMastro, Danielle	1.3	Document results of findings during store physical
8/12/98	DelMastro, Danielle	1.3	Observe the inventory count teams throughout the store
8/12/98	DelMastro, Danielle	1.2	Perform testing to agree shelf price to scan prices for selected items
8/12/98	DelMastro, Danielle	0.6	Perform testing and accumulation of data on the sales and cash report
8/12/98	DelMastro, Danielle	0.4	Perform testing of selected employees to the payroll registers and time cards
8/12/98	DelMastro, Danielle	0.4	Perform testing of merchandise receipts records
8/12/98	DelMastro, Danielle	0.4	Tour the store with the store manager to become familiar with the layout of the store inventory
8/12/98	DelMastro, Danielle	0.3	Conversation with store manager concerning store physical inventory observation
8/13/98	Roche, Robert	2.4	Conversation with J. Freimark of Grand Union concerning accounting issues relating to debt restructuring.
8/13/98	Roche, Robert	1.3	Conversation with T. Carnahan of Grand Union concerning timing of Fresh Start

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
8/13/98	Schofield, Kirsten	3.9	Discuss with J. Freimark of Grand Union preparation for Fresh Start Audit
8/13/98	Schofield, Kirsten	2.7	Discuss with S. Savas of Grand Union expectations and completion time of Fresh Start audit
8/13/98	Schofield, Kirsten	2.3	Prepare audit programs for long term assets
8/13/98	Schofield, Kirsten	1.3	Prepare audit programs for testing of short term assets relating to Fresh Start audit
8/13/98	Schofield, Kirsten	1.3	Discuss with T. Carnahan of Grand Union potential Fresh Start adjustments
8/13/98	Schofield, Kirsten	0.5	Discuss with R. Rubin of PWC (Scheduling Manager), on timing of staff to begin Fresh Start audit
8/14/98	Roche, Robert	1.7	Meeting with J. Freimark and T. Carnahan of Grand Union regarding time constraints and procedures during Fresh Start
8/14/98	Schofield, Kirsten	2.9	Prepare memo regarding discussion and conclusion per conversations with S. Savas, T. Carnahan and J. Freimark of Grand Union
8/14/98	Schofield, Kirsten	1.3	Discuss with T. Carnahan and J. Freimark of Grand Union the completion time for the Fresh Start audit
8/14/98	Caporale, Lara	3.3	Preparation of staff performance evaluations for Fiscal 1998 audit

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
8/14/98	Szkola, Carol	0.4	Accumulate fee application data
		157.0	
<i>Fee Application</i>			
8/17/98	Pal, Suvendu	1.8	Collect and manage data to create exhibits for fee application
8/17/98	Pal, Suvendu	1.2	Input time and expense detail for K. Haggerty, S. Pal and T. Murray of PWC into fee application software
8/18/98	Pal, Suvendu	2.7	Prepare text for fee application and time detail exhibits
8/18/98	Pal, Suvendu	1.5	Input time and expense detail for R. Guttilla, C. Szkola, R. Roche and D. DelMastro of PWC into fee application software
8/19/98	Pal, Suvendu	2.8	Input time and expense detail for B. Messerle, K. Schofield, J. McGowen and L. Caporale of PWC into fee application software
8/19/98	Pal, Suvendu	1.2	Continue prepare text for fee application and time detail exhibits
8/24/98	Pal, Suvendu	2.8	Review all PWC employees' entries in time detail for consistency and format
8/24/98	Pal, Suvendu	1.6	Collect and manage information from Audit team for fee application exhibits
8/25/98	Pal, Suvendu	1.7	Complete K. Haggerty of PWC's edits to fee application

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
8/25/98	Pal, Suvendu	0.8	Prepare complete fee application package
8/25/98	Pal, Suvendu	0.6	Discuss changes to fee application with K. Haggerty of Grand Union
8/25/98	Pal, Suvendu	0.3	Obtain copy of confirmed retention application for fee application package
9/8/98	Pal, Suvendu	0.3	Discuss changes and further detail requirements for PWC Audit team time detail with R. Guttilla of PWC
9/10/98	Pal, Suvendu	0.5	Discuss final changes to fee application with K. Haggerty of PWC
9/10/98	Pal, Suvendu	0.2	Complete changes to PWC Audit team's time and expense detail in fee application
		20.0	
<i>General Duties</i>			
7/7/98	Kopacz, Marti	2.1	Review prior conflict system search results
7/7/98	Kopacz, Marti	0.8	Initiate research on conflict information involving Grand Union and other interested parties
7/8/98	Kopacz, Marti	1.8	Research and review prior billing records
7/9/98	Haggerty, Karine	5.2	Clean-up working files and organize source documents related to all prior work completed on engagement

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
7/9/98	Haggerty, Karine	1.4	Coordinate Grand Union workpaper files for storage
7/9/98	Haggerty, Karine	0.9	Meet with R. Ayers of GU Real Estate department to discuss beneficial leasehold and lease rejection analysis conducted by PWC
7/9/98	Haggerty, Karine	0.5	Prepare leasehold and lease rejection documentation binder for R. Ayers of GU Real Estate department
7/9/98	Murray, Tripp	8.0	Clean-up working files and organize source documents related to all prior work completed on engagement
7/10/98	Kopacz, Marti	1.2	Research and review prior billing records
7/10/98	Kopacz, Marti	0.8	Discuss U.S. Trustee billing and conflict inquiry letter with D. Slayton of PWC to initiate billing research on FAS, Audit and Tax
7/13/98	Kopacz, Marti	0.8	Teleconference call to US Trustee, S. Mackey regarding extension of timing for response to and content of inquiry letter
7/14/98	Kopacz, Marti	1.0	Review prior conflict system search results
7/15/98	Kopacz, Marti	1.6	Initiate research on law firm conflict search
7/15/98	Kopacz, Marti	0.3	Teleconference with J. Freimark of Grand Union regarding first unsecured creditors' committee meeting

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
7/17/98	Kopacz, Marti	4.4	Review and research conflict search results obtained to date
7/17/98	Kopacz, Marti	2.1	Draft letter to US Trustee, S. Mackey regarding letter received inquiring into billing and conflict issues with respect to Grand Union
7/17/98	Kopacz, Marti	0.3	Teleconference with J. Tanenbaum of Weil Gotshal regarding first unsecured creditors' committee meeting
7/20/98	Kopacz, Marti	0.8	Review and research conflict search results obtained to date
7/22/98	Kopacz, Marti	2.0	Review and research conflict search results obtained to date
7/22/98	Kopacz, Marti	1.2	Review and research billing history of FAS regarding Audit and Tax billing history regarding Grand Union engagement
7/29/98	Kopacz, Marti	1.1	Draft letter related exhibits to US Trustee, S. Mackey regarding inquiries concerning billing issues
7/29/98	Kopacz, Marti	1.0	Review summary of all billing information regarding Grand Union
8/5/98	Kopacz, Marti	1.3	Complete review of conflict research on both Price Waterhouse and Coopers & Lybrand
8/5/98	Kopacz, Marti	0.5	Draft letter to US Trustee, S. Mackey regarding inquiries concerning conflicts
		41.1	

Preparation of SOAL and SOFA

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/24/98	Kopacz, Marti	1.1	Confer with PWC team to discuss SOFA and SOAL workplan, progress on information gathering for Preparation of SOAL and SOFA and outstanding issues to be resolved
6/24/98	Haggerty, Karine	1.7	Review exhibits prepared by the Grand Union for inclusion in the SOFA
6/24/98	Haggerty, Karine	1.4	Prepare introductory statements for inclusion in the SOFA
6/24/98	Haggerty, Karine	1.3	Prepare SOFA template for Grand Union
6/24/98	Haggerty, Karine	1.1	Confer with M. Kopacz of PWC to discuss SOFA and SOAL workplan, progress on information gathering for Preparation of SOAL and SOFA and outstanding issues to be resolved
6/24/98	Haggerty, Karine	0.8	Meet with T. Carnahan of Grand Union and S. Pal of PWC to discuss SOFA and SOAL workplan
6/24/98	Haggerty, Karine	0.8	Meet with F. Nicastro of Grand Union and S. Pal of PWC to discuss Bankruptcy Service Inc.'s preparation of Exhibits E and F of SOAL
6/24/98	Haggerty, Karine	0.6	Meet with GU accounting department to discuss SOFA and SOAL workplan
6/24/98	Haggerty, Karine	0.3	Telephone discussion with K. Gerber of BSI and S. Pal of PWC to discuss preparation of Exhibits E and F of SOAL
6/24/98	Pal, Suvendu	1.6	Review and incorporate information on trademarks and licenses for Schedule B21 of SOAL

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/24/98	Pal, Suvendu	1.1	Confer with M. Kopacz of PWC to discuss SOFA and SOAL workplan, progress on information gathering for Preparation of SOAL and SOFA and outstanding issues to be resolved
6/24/98	Pal, Suvendu	1.0	Meet with L. Joseph of Grand Union to obtain and discuss personal injury litigation database
6/24/98	Pal, Suvendu	0.8	Meet with T. Camahan of Grand Union and K. Haggerty of PWC to discuss SOFA and SOAL workplan
6/24/98	Pal, Suvendu	0.8	Meet with F. Nicastro of Grand Union and S. Pal of PWC to discuss Bankruptcy Service Inc.'s preparation of Schedules E and F of SOAL
6/24/98	Pal, Suvendu	0.6	Meet with GU accounting department to discuss workplan for SOFA and SOAL
6/24/98	Pal, Suvendu	0.5	Review information provided by L. Joseph of Grand Union on personal injury litigation and casualty claims
6/24/98	Pal, Suvendu	0.5	Meet with L. Villano of Grand Union to discuss trademark and license information for Schedule B21 of SOAL
6/24/98	Pal, Suvendu	0.4	Review Schedules prepared by the Grand Union Co. for inclusion in the SOFA
6/24/98	Pal, Suvendu	0.4	Prepare introductory statement for Schedule B21 of SOAL
6/24/98	Pal, Suvendu	0.3	Telephone discussion with K. Gerber of BSI and K. Haggerty of PWC to discuss the preparation of Schedules E and F of SOAL

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/25/98	Haggerty, Karine	1.9	Review commercial litigation information prepared by the company and incorporate in to the SOFA
6/25/98	Haggerty, Karine	1.9	Incorporate various company prepared exhibits received to date into the SOFA
6/25/98	Haggerty, Karine	1.4	Review Exhibit 18a (Inventory) of SOFA and format for inclusion in the SOFA
6/25/98	Haggerty, Karine	1.2	Continue to incorporate various company prepared exhibits received to date into the SOFA
6/25/98	Haggerty, Karine	0.6	Review with S. Pal of PWC status of schedules for inclusion in the SOAL
6/25/98	Haggerty, Karine	0.5	Review Exhibit 7(Gifts) of SOFA by cross referencing against accounts payable documentation
6/25/98	Haggerty, Karine	0.3	Review with F. Nicastro of Grand Union creditors claims identified as contingent, unliquidated or disputed
6/25/98	Haggerty, Karine	0.2	Revise Exhibit 7(Gifts) of SOFA
6/25/98	Pal, Suvendu	2.8	Analyze litigation database files to build files of open litigated/non-litigated claims, and closed claims for Exhibit 4 of SOFA
6/25/98	Pal, Suvendu	0.9	Met with K. Kohler and A. Craig of Grand Union to discuss and review lease contract documents for Schedule G of SOAL

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/25/98	Pal, Suvendu	0.7	Meet with L. Joseph of Grand Union to discuss and answer questions information on casualty claims for Exhibit 8 of SOFA
6/25/98	Pal, Suvendu	0.7	Meet with D. Vallaincourt's secretary of Grand Union to research and obtain accounts payable support information for Exhibit 7 of SOFA
6/25/98	Pal, Suvendu	0.6	Review with K. Haggerty of PWC status of schedules for inclusion in the SOAL
6/25/98	Pal, Suvendu	0.5	Meet with J. Meadows of Grand Union to discuss merchandise contracts missing from executory contracts list in Schedule G of SOAL
6/25/98	Pal, Suvendu	0.5	Review and incorporate information provided on casualty claims into SOFA
6/25/98	Pal, Suvendu	0.5	Meet with L. Villano of Grand Union to discuss executory contract list and missing merchandise contracts provided to her by J. Meadows of Grand Union for Schedule G of SOAL
6/25/98	Pal, Suvendu	0.4	Meet with F. Benzler of Grand Union to discuss information he provided on Debtor's stock interests for Schedule B12 of SOAL
6/25/98	Pal, Suvendu	0.4	Meet with D. Vallaincourt of Grand Union to discuss and obtain information on Exhibit 7 (Gifts) of SOFA
6/26/98	Kopacz, Marti	0.8	Discuss with K. Haggerty of PWC the progress on SOFA and SOAL
6/26/98	Haggerty, Karine	1.1	Research and revise Exhibit 19b (Officer and Directors section) of SOFA to include addresses and percentage stock ownership

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/26/98	Haggerty, Karine	0.8	Research and prepare Exhibit 19b (Shareholders section) of SOFA
6/26/98	Haggerty, Karine	0.8	Compare and revise schedule Exhibit 19b (Officers and Directors section) of SOFA to 10K for accuracy and consistency
6/26/98	Haggerty, Karine	0.8	Discuss with M. Kopacz of PWC the progress on SOFA and SOAL
6/26/98	Haggerty, Karine	0.3	Meet with T. Carnahan of Grand Union to discuss status of exhibits to be prepared by the accounting department for inclusion in the SOFA and SOAL
6/26/98	Haggerty, Karine	0.2	Discuss with J. Lynch of Grand Union warehouse and commissary inventory and footnote included in Exhibit 18a of SOFA
6/29/98	Haggerty, Karine	2.7	Continue to incorporate company prepared exhibits received to date into the SOFA
6/29/98	Haggerty, Karine	2.2	Review Exhibit 21 (Insider Compensation) of SOFA and cross reference to supporting documentation
6/29/98	Haggerty, Karine	1.3	Review Exhibit 3b (Payment to Insiders) of SOFA and cross reference to supporting documentation
6/29/98	Haggerty, Karine	1.2	Revise moving and auto expenses paid to officers and directors included in Exhibit 21 (Insider Compensation) of SOFA
6/29/98	Haggerty, Karine	0.8	Review expenses and fees paid to former directors with Marvin Punnt of Grand Union to obtain missing information

<i>Date</i>	<i>Professional</i>	<i>Hours</i>	<i>Description of Task</i>
6/29/98	Haggerty, Karine	0.8	Meet with S. Pal of PWC to discuss status of workplan and outstanding information
6/29/98	Haggerty, Karine	0.6	Review moving and auto expenses paid to officers with S. DeCristoff of Grand Union
6/29/98	Haggerty, Karine	0.4	Review Exhibit 3b (Payment to Insiders) of SOFA with J. Lynch of Grand Union to obtain supporting documentation and understand information included in the Exhibit
6/29/98	Pal, Suvendu	1.8	Create and format master file of SOAL and incorporated all available schedules
6/29/98	Pal, Suvendu	1.3	Prepare detailed store-by-store schedule of casualty claims for Exhibit 8 of SOFA
6/29/98	Pal, Suvendu	1.2	Review and check schedule of real property against property records
6/29/98	Pal, Suvendu	1.1	Prepare owned real property schedule for Schedule A of SOAL
6/29/98	Pal, Suvendu	1.1	Prepare master schedule for Schedule B of SOAL
6/29/98	Pal, Suvendu	0.9	Meet with L. Joseph of Grand Union to obtain and discuss more detailed information on casualty claims on a store-by-store basis for Exhibit 8 of SOFA
6/29/98	Pal, Suvendu	0.8	Meet with K. Haggerty of PWC to discuss status of workplan and outstanding information