IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., et al.,[1]	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	Related Docket No. 14

Objection Deadline: April 14, 2003 at 4:00 p.m. prevailing Eastern time
Hearing Date: April 21, 2003 at 12:30 p.m. prevailing Eastern time

NOTICE OF MOTION FOR ADMINISTRATIVE ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS AND COMMITTEE MEMBERS

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) counsel to the Indenture Trustees; (d) counsel to the ad hoc trade committee; (e) counsel to certain PACA claimants; (f) each of the Debtors' twenty (20) largest unsecured creditors, and (g) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed with the United States Bankruptcy Court for the District of Delaware the annexed *Motion for Administrative Order Under 11 U.S.C. §§ 105(A) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* (the "Motion").

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

Any objection or response to the relief requested in the Motion must be filed in writing with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 **no later than April 14, 2003 at 4:00 p.m. prevailing Eastern time.**

At the same time, you must also serve a copy of the objection or response upon: (1) proposed counsel to the Debtors, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; and (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Julie Compton, Esquire.

A HEARING ON THE MOTION WILL BE HELD ON **APRIL 21, 2003 AT 4:00 P.M. PREVAILING EASTERN TIME**, BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 824 MARKET STREET, 6TH FLOOR, WILMINGTON, DE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 4, 2003

KIRKLAND & ELLIS
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and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

Scotta E. McFarland

Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
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[Proposed] Counsel for the Debtors and Debtors in Possession