

# Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
**Fleming Companies, Inc.** )  
 ) Case No. 03-10945(MFW)  
 ) (Jointly Administered)  
Debtors. )

AFFIDAVIT IN SUPPORT OF THE DEBTORS' APPLICATION  
FOR AN ORDER AUTHORIZING EMPLOYMENT AND  
RETENTION OF PRICEWATERHOUSECOOPERS LLP AS  
FORENSIC ACCOUNTANTS FOR THE AUDIT COMMITTEE OF  
THE BOARD OF DIRECTORS OF THE DEBTORS

STATE OF TEXAS )  
 ) ss.  
COUNTY OF DALLAS )

I, Lawrence F. Ranallo, being duly sworn, depose and say:

1. I am a Partner in PricewaterhouseCoopers LLP ("PricewaterhouseCoopers"), an accounting and financial services firm. I make this Affidavit on behalf of PricewaterhouseCoopers (the "Affidavit"). I submit this Affidavit in support of the application (the "Application") of Fleming Companies, Inc., the debtor and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), for an order authorizing the employment and retention of PricewaterhouseCoopers as forensic accountants for the audit committee of the Board of Directors of the Debtors under the terms and conditions set forth in

the Application. Except as otherwise noted<sup>1</sup>, I have personal knowledge of the matters set forth herein.

### **Disinterestedness and Eligibility**

2. In connection with the preparation of this Affidavit, PricewaterhouseCoopers' professionals conducted a review of its professional contacts with the Debtors, their affiliates and certain entities holding large claims against the Debtors that were reasonably known to us. Our review, completed under my supervision, consisted of queries of an internal computer database containing names of individuals and entities that are present or recent former clients of PricewaterhouseCoopers in order to identify potential relationships. A summary of the audit relationships that PricewaterhouseCoopers was able to locate using its reasonable efforts is reflected in Exhibit 1 to this Affidavit.

3. PricewaterhouseCoopers has provided and likely will continue to provide non-audit services unrelated to the Debtors' case for the various entities shown on Exhibit 2. Our assistance to these parties has been primarily related to tax, financial advisory and/or other consulting services. To the best of my knowledge, no services have been provided to these creditors or other parties in interest which could impact their rights in the Debtors' case, nor does PricewaterhouseCoopers' involvement in this case compromise its ability to continue such tax, financial advisory and/or consulting services.

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<sup>1</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at PricewaterhouseCoopers and are based on information provided by them.

4. Further, as part of its diverse practice, PricewaterhouseCoopers appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' chapter 11 cases. Also, PricewaterhouseCoopers has performed in the past, and may perform in the future, audit, tax and consulting services for various attorneys and law firms in the legal community, and has been represented by several attorneys and law firms in the legal community, some of whom may be involved in these proceedings. In addition, PricewaterhouseCoopers has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these business relationships create interests materially adverse to the Debtors herein in matters upon which PricewaterhouseCoopers is to be employed, and none are in connection with this case.

5. PricewaterhouseCoopers is not a "Creditor" of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor any other PricewaterhouseCoopers' partner or principal, to the best of my knowledge, is a holder of any shares of the Debtors' stock.

6. Based on the results of the relationship search conducted to date as described above, PricewaterhouseCoopers, insofar as I have been able to ascertain, has no connection with the above-captioned Debtors, their creditors, equity security holders, other parties-in-interest (as reasonably known to us) or their respective attorneys, except as disclosed or otherwise described

herein. Since the names of the personnel employed by the Office of the U.S. Trustee in the District of Delaware involved in this matter are not available to us, we have not checked PricewaterhouseCoopers' internal computer database to identify potential relationships. However, as related to PricewaterhouseCoopers' forensic accounting engagement team, there is no relationship with the Office of the U.S. Trustee in the District of Delaware. Further, to the best of my knowledge, there does not exist any relationship between PricewaterhouseCoopers LLP and the Office of the U.S. Trustee in this District.

7. As such, to the best of my knowledge, PricewaterhouseCoopers is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that PricewaterhouseCoopers:

- (a) is not a creditor, equity security holder or insider of the Debtors;
- (b) is not and was not an investment banker for any outstanding security of the Debtors;
- (c) has not been, within three years before the date of the filing of the Debtors' chapter 11 petition, (i) an investment banker for a security of the Debtors or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- (d) was not, within two years before the date of filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

In addition, to the best of my knowledge and based upon the results of the relationship search described above, PwC neither holds nor represents an interest adverse to the Debtors within the meaning of Section 327(a) of the Bankruptcy Code.

8. It is PricewaterhouseCoopers' policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new relevant facts or relationships are discovered or arise, PricewaterhouseCoopers will promptly file a Bankruptcy Rule 2014(a) Supplemental Affidavit.

### Scope of Services

9. PricewaterhouseCoopers has provided accounting investigation services for the Debtors. PricewaterhouseCoopers will provide such accounting services as PricewaterhouseCoopers and the Debtors deem appropriate and feasible in order to assist the Debtors in the course of these chapter 11 cases, including the following:

- Completion of the forensic investigation commenced prior to the bankruptcy;
- Assist Debtors in evaluating the impact of findings from the forensic investigation in the context of ongoing company accounting and reporting responsibilities;
- Identify documents relevant to issues within the scope of forensic investigation for further review by the Company or the Audit Committee counsel;
- Present findings to relevant parties of the results of the forensic investigation; and
- Performance of other related forensic accounting services as may be necessary or desirable.

10. The scope of services alone does not constitute an audit or review of the Debtors' financial information in whole or part for any time period.

### **Professional Compensation**

11. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, applicable U.S. Trustee guidelines and the local rules of this District, PricewaterhouseCoopers will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by PricewaterhouseCoopers. The estimated fees for the services are expected to be approximately \$500,000, excluding expenses. Such fees will be billed weekly as work is performed. PricewaterhouseCoopers' customary hourly rates as charged to both bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of PricewaterhouseCoopers. These hourly rates are adjusted annually. Such rate adjustments will be disclosed to this Court and the Debtors.

12. According to PricewaterhouseCoopers' books and records, during the ninety-day period prior to the Debtors' petition date, PricewaterhouseCoopers received \$1,237,672 from the Debtors for professional services performed and expenses incurred. Further, PricewaterhouseCoopers has received unapplied advance payments from the Debtors in the amount of \$238,359. The Debtors and PricewaterhouseCoopers have agreed that any portion of the advance payments not used to compensate PricewaterhouseCoopers for its pre-petition services and expenses will be applied against its post-petition billings and will not be placed in a separate account.

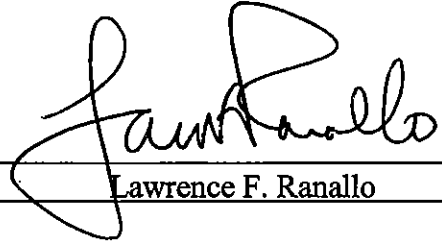
13. No commitments have been made or received by PricewaterhouseCoopers, nor any partner or employee associate thereof, as to compensation or payment in connection with

these cases other than in accordance with the provisions of the Bankruptcy Code. Further, PricewaterhouseCoopers has no agreement with any other entity to share with such entity any compensation received by PricewaterhouseCoopers in connection with these chapter 11 cases.

Dated this 8th day of April 2003.

(signature)

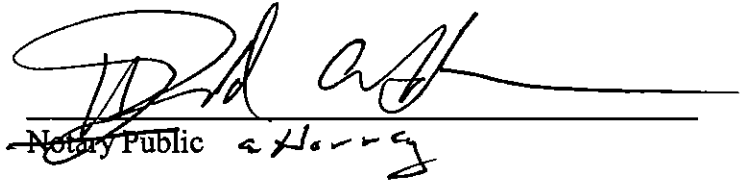
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Lawrence F. Ranallo

SUBSCRIBED AND SWORN TO BEFORE ME this \_\_\_\_ day of \_\_\_\_\_

2003.



Notary Public *Henry*

My Commission Expires:

\_\_\_\_\_



Exhibit 1

Disclosure of PricewaterhouseCoopers LLP's Audit Clients and Affiliates

Allianz AG <sup>(1)</sup>	Parent Company of Top 20 Equity Holders (Pimco Equity Advisors, LLC)
American International Group, Inc. (AIG)	Parent Company of Lenders to Debtor (SunAmerica Life Insurance Co.)
Bank of America	Lenders to Debtor, and Debtors' Underwriters & Agents
Bank One (Corp.) <sup>(1)</sup>	Indenture Trustees
Bankers Trust <sup>(1)</sup>	Indenture Trustees
Barclays Global Investors NA	Top 20 Equity Holders
Barclays Venture (Corp.)	Lenders to Debtor
BNP Paribas (SA)	Lenders to Debtor, and Debtors' Underwriters & Agents
Brandywine Asset Management Inc.	Top 20 Equity Holders
CIT BUS CR (Business Credit) <sup>(1)</sup>	Lenders to Debtor
Citibank NA <sup>(1)</sup>	Debtors' Underwriters and Agents
Compagnie de Saint-Gobain	Parent Company of Debtor Subsidiary (FCI Holding Corporation)
Conseco (Inc.)	Lenders to Debtor
Credit Agricole Indosuez <sup>(1)</sup>	Parent Company of Lenders to Debtor (all Indosuez entities listed in PricewaterhouseCoopers' database)
Deerfield <sup>(1)/(2)</sup>	Lenders to Debtor
Deutsche Bank AG <sup>(1)</sup>	Debtors' Underwriters and Agents
Deutsche Bank Alex Brown <sup>(1)</sup>	Debtors' Underwriters and Agents
Eaton Vance CDO III Ltd. <sup>(1)</sup>	Lenders to Debtor
Eaton Vance CDO IV Ltd. <sup>(1)</sup>	Lenders to Debtor
Eaton Vance Corp. <sup>(1)</sup>	Parent Company of Lenders to Debtor (all Eaton Vance entities listed in PricewaterhouseCoopers' database)
Eaton Vance Institutional Senior Floating-Rate Fund <sup>(1)</sup>	Lenders to Debtor
Eaton Vance Senior Income Trust <sup>(1)</sup>	Lenders to Debtor
Eaton Vance VT Floating-Rate Income Fund <sup>(1)</sup>	Lenders to Debtor
FCI Holding Corporation	Debtor Subsidiary
Fleet Bank	Lenders to Debtor
FleetBoston Financial Corporation	Parent Company of Lenders to Debtor (Fleet Bank)
Fortis Capital Corp.	Lenders to Debtor, Debtors' Underwriters and Agents
Fortis Financial Services LLC	Parent Company of Lenders to Debtor, and Debtors' Underwriters and Agents (Fortis Capital Corp.)
Franklin Float Rate Trust	Lenders to Debtor
Goldman Sachs & Company	Top 20 Equity Holders
Highland <sup>(2)</sup>	Lenders to Debtor
ING INV (Investments LLC) <sup>(1)</sup>	Lenders to Debtor
J.P. Morgan Chase (& Co)	Lenders to Debtor
Legg Mason Inc.	Parent Company of Top 20 Equity Holders (Brandywine Asset Management Inc. and Royce & Association Inc.)
M&T <sup>(2)</sup>	Indenture Trustees
Manufacturers and Traders (Trust Company)	Lenders to Debtor, Debtors' Underwriters and Agents, and Indenture Trustees
Maverick Capital Ltd. <sup>(1)</sup>	Top 20 Equity Holders

**Exhibit 1**  
**Disclosure of PricewaterhouseCoopers LLP's Audit Clients and Affiliates**



Mellon Bank N.A. <sup>(3)</sup>	Top 20 Equity Holders
Mellon Financial Corporation <sup>(1)</sup>	Parent Company of Top 20 Equity Holders (Mellon Bank N.A.)
Nationwide Mutual Insurance Co. <sup>(1)</sup>	Lenders to Debtor
New York Life	Lenders to Debtor
New York Life Insurance & Annuity	Lenders to Debtor
New York Life Insurance Company	Parent Company of Lenders to Debtor (New York Life and New York Life Insurance & Annuity)
Nomura <sup>(2)</sup>	Lenders to Debtor
Oppenheimer <sup>(2)</sup>	Lenders to Debtor
PARTIDIS	Parent Company of Debtor Subsidiary (FCI Holding Corporation)
Point P SA Holding	Parent Company of Debtor Subsidiary (FCI Holding Corporation)
Prudential <sup>(2)</sup>	Lenders to Debtor
Raiffeisen Zentralbank Osterreich AG	Parent Company of Lenders to Debtor (RZB)
Royce & Association Inc.	Top 20 Equity Holders
Salomon Smith Barney <sup>(1)</sup>	Debtors' Underwriters and Agents
Southeastern Asset Management Inc. <sup>(1)</sup>	Top 20 Equity Holders
State Street Corp. <sup>(1)</sup>	Top 20 Equity Holders
Strategic Advisor Inc. (SAL)	Lenders to Debtor
SunAmerica Life (Insurance Co.)	Lenders to Debtor
Travelers Property Casualty Corp. <sup>(1)</sup>	Parent Company of Lenders to Debtor (Travelers Insurance Company)
UBS Warburg <sup>(1)</sup>	Debtors' Underwriters and Agents
Vanguard Group Inc.	Top 20 Equity Holders
Wasatch Advisors Inc. <sup>(1)</sup>	Top 20 Equity Holders

**Notes:**

*(1) The named entity is an affiliate of a PricewaterhouseCoopers' audit client.*

*(2) PricewaterhouseCoopers performs audit services for a client or clients that match this entity name. However, the client(s) may or may not be affiliated with the entity who is a party in this preceding.*

*(3) The named entity is a PricewaterhouseCoopers' restricted entity, i.e. PricewaterhouseCoopers individuals are not allowed to make any investment in securities of the entity under the existing AICPA independence rules. The named entity, however, is not a PricewaterhouseCoopers' audit client or affiliate.*

**Exhibit 2**  
**Disclosure of PricewaterhouseCoopers LLP's Non-Audit Clients and Interested Parties**



Fleming Companies, Inc	Debtor
Allianz AG <sup>(1)</sup>	Parent Company of Top 20 Equity Holders (Pimco Equity Advisors, LLC)
American Express (AMEX)	Lenders to Debtor
American International Group, Inc. (AIG)	Parent Company of Lenders to Debtor (SunAmerica Life Insurance Co.)
Antares Mariner <sup>(2)</sup>	Lenders to Debtor
Arciue R. Dykes <sup>(1)(2)</sup>	Directors and Officers of Debtor
Bank of America	Lenders to Debtor, Debtors' Underwriters and Agents
Bank One (Corp.)	Indenture Trustees
Bankers Trust	Indenture Trustees
Barclays Global Investors NA	Top 20 Equity Holders
Barclays Venture (Corp.)	Lenders to Debtor
Bear Stearns & Co Inc.	Debtors' Underwriters and Agents
Black Diamond	Lenders to Debtor
BNP Paribas (SA)	Lenders to Debtor, Debtors' Underwriters and Agents
Chase Manhattan Bank NA	Debtors' Underwriters and Agents
CIT BUS CR (Business Credit)	Lenders to Debtor
Citibank NA	Debtors' Underwriters and Agents
Citicorp North America, Inc.	Debtors' Underwriters and Agents
CNA Financial Corp.	Parent Company of Lenders to Debtor (Continental Casualty Company Inc.)
Comerica Bank, Detroit, Michigan	Lenders to Debtor
Conseco (Inc.)	Lenders to Debtor
Continental Casualty (Company Inc.)	Lenders to Debtor
Credit Agricole Indosuez	Parent Company of Lenders to Debtor (all Indosuez entities listed in PricewaterhouseCoopers' database)
Credit Agricole SA <sup>(1)</sup>	Parent Company of Lenders to Debtor (all Indosuez entities listed in PricewaterhouseCoopers' database)
CSAM Funding I	Lenders to Debtor
Deerfield <sup>(2)</sup>	Lenders to Debtor
Deutsche Bank AG	Debtors' Underwriters and Agents
Deutsche Bank Alex Brown	Debtors' Underwriters and Agents
Deutsche Bank Securities Corp.	Debtors' Underwriters and Agents
Eaton Vance CDO III, Ltd.	Lenders to Debtor
Eaton Vance CDO IV, Ltd.	Lenders to Debtor
Eaton Vance Corp.	Parent Company of Lenders to Debtor (all Eaton Vance entities listed in PricewaterhouseCoopers' database)
Eaton Vance Institutional Senior Loan Fund	Lenders to Debtor
Eaton Vance Senior Income Trust	Lenders to Debtor

Exhibit 2

Disclosure of PricewaterhouseCoopers LLP's Non-Audit Clients and Interested Parties



First Dominion FDG I	Lenders to Debtor
First Dominion FDG II	Lenders to Debtor
First Union Capital Market	Debtors' Underwriters and Agents
Fleet Bank	Lenders to Debtor
FleetBoston Financial Corporation	Parent Company of Lenders to Debtor (Fleet Bank)
Fortis Bank <sup>(1)</sup>	Parent Company of Lenders to Debtor, and Debtors' Underwriters and Agents (Fortis Capital Corp.)
Fortis Capital Corp.	Lenders to Debtor, Debtors' Underwriters and Agents
Franklin CLO I Ltd.	Lenders to Debtor
Franklin CLO II Ltd.	Lenders to Debtor
Fuji Bank	Debtors' Underwriters and Agents
GE Capital	Lenders to Debtor
General Acceptance Corp.	Debtor Subsidiary
Goldman Sachs & Company	Top 20 Equity Holders
Guaranty Federal Bank	Lenders to Debtor
Harch CLO I	Lenders to Debtor
Highland <sup>(2)</sup>	Lenders to Debtor
Indoseuz <sup>(1)</sup>	Lenders to Debtor
Indosuez Capital FDG IIA	Lenders to Debtor
J.P. Morgan Chase (& Co.)	Lenders to Debtor
Kenneth M. Duberstein	Directors and Officers of Debtor
Legg Mason Inc.	Parent Company of Top 20 Equity Holders (Brandywine Asset Management Inc. and Royce & Association Inc.)
Lehman Brothers	Debtors' Underwriters and Agents
Lehman Brothers Holdings Inc.	Parent Company of Debtors' Underwriters and Agents (Lehman Brothers)
Lehman Commercial Paper Inc.	Lenders to Debtors, and Debtors' Underwriters and Agents
Loews Corporation	Parent Company of Lenders to Debtors (Continental Casualty Company, Inc.)
Long Lane <sup>(2)</sup>	Lenders to Debtor
M&T <sup>(2)</sup>	Indenture Trustees
Manufacturers & Traders (Trust Company)	Lenders to Debtor, Debtors' Underwriters and Agents, and Indenture Trustees
Mark S. Hansen <sup>(3)</sup>	Directors and Officers of Debtor
Mass Mutual	Lenders to Debtor
Mass Mutual Life Insurance Company <sup>(1)</sup>	Parent Company of Lenders to Debtor (Mass Mutual Life Insurance Company Inc.)
Massmutual Holding Company <sup>(1)</sup>	Parent Company of Lenders to Debtor (Mass Mutual Life Insurance Company Inc.)
Mellon Bank N.A.	Top 20 Equity Holders
Mellon Financial Corporation <sup>(1)</sup>	Parent Company of Top 20 Equity Holders (Mellon Bank N.A.)

Exhibit 2

Disclosure of PricewaterhouseCoopers LLP's Non-Audit Clients and Interested Parties



Mizuho Corporate Bank Ltd.	Lenders to Debtor
Mizuho Holdings Inc. <sup>(1)</sup>	Parent Company of Lenders to Debtor (Mizuho Corp Bank Ltd.)
Morgan Stanley	Parent Company of Debtors' Underwriters and Agents (Morgan Stanley & Co)
Morgan Stanley & Co.	Debtors' Underwriters and Agents
Morgan Stanley Prime Income Trust	Lenders to Debtors
Mountain Capital CLO I	Lenders to Debtor
Natexis BQES POP (Natexis Banques Populaires)	Lenders to Debtor
National City Bank Cleveland	Parent Company of Lenders to Debtor (National City Bank Cleveland)
National City Corporation <sup>(1)</sup>	Lenders to Debtor
Nationwide Life Insurance Co.	Lenders to Debtor
Nationwide Mutual Insurance Company	Lenders to Debtor
New York Life Insurance & Annuity	Parent Company of Lenders to Debtor (New York Life and New York Life Insurance & Annuity)
New York Life Insurance Company	Lenders to Debtor
Nomura	Lenders to Debtor
Oppenheimer <sup>(2)</sup>	Lenders to Debtors
Pacific Partners I, L.P.	Lenders to Debtors
PAM Capital	Lenders to Debtor
Prudential	Debtor Subsidiary
Rainbow Foods Group, Inc. <sup>(1)</sup>	Top 20 Equity Holders
Royce & Association Inc.	Lenders to Debtor
RZB <sup>(2)</sup>	Lenders to Debtor
Sankaty <sup>(2)</sup>	Lenders to Debtor
Salomon Smith Barney	Debtors' Underwriters and Agents
Shaker Investment Corp. <sup>(1)</sup>	Top 20 Equity Holders
Siemens AG <sup>(1)</sup>	Parent Company of Lenders to Debtor (Siemens Financial)
Siemens Financial (Services, Inc.)	Lenders to Debtor
Societe Generale	Debtors' Underwriters and Agents
State Street Corp.	Top 20 Equity Holders
Strategic Advisors Inc. (SAI)	Lenders to Debtor
Sumitomo TR (Trust & Banking Co.)	Lenders to Debtor
SunAmerica Inc.	Parent Company of Lenders to Debtors (SunAmerica Life Insurance Co.)
SunAmerica Life (Insurance Co.)	Lenders to Debtor
TCW KZH CNC LCC <sup>(2)</sup>	Lenders to Debtor
Transamerica Business Capital Corporation	Lenders to Debtor, and Debtors' Underwriters & Agents

**Exhibit 2**  
**Disclosure of PricewaterhouseCoopers LLP's Non-Audit Clients and Interested Parties**



Travelers Corporate Loan Fund  
Travelers Insurance (Company)  
Travelers Property Casualty Corp.  
UBS Warburg  
Vanguard Group Inc.  
Wachovia Bank NA  
Wachovia Corp.  
Wachovia Securities Inc.

Lenders to Debtor  
Lenders to Debtor  
Parent Company of Lenders to Debtor (Travelers Insurance Company)  
Debtors' Underwriters and Agents  
Top 20 Equity Holders  
Lenders to Debtor, and Debtors' Underwriters & Agents  
Parent Company of Debtors' Underwriter and Agents (Wachovia Securities Inc.)  
Debtors' Underwriters and Agents

**Notes:**

- (1) The named entity is an interested party in a matter in which PricewaterhouseCoopers provides non-audit services.
- (2) PricewaterhouseCoopers performs non-audit services for a client or clients that match this entity name. However, the client(s) may or may not be affiliated with the entity who is a party in this preceding.
- (3) The non-audit service PricewaterhouseCoopers performs for this client is preparing the individual's personal income tax return.