

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.)

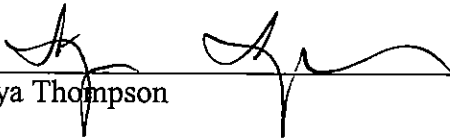
AFFIDAVIT OF SERVICE RE DOCKET NO. 219

Tanya Thompson being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. and that on the 11th day of April 2003 she caused a copy of the following documents to be served upon the following service list(s) in the manner indicated:

- 1. MOTION TO SHORTEN NOTICE PERIOD WITH RESPECT TO APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 327(a) AND FED.R.BANKR. P. 2014(a), 2016 AND 5002 AUTHORIZING THE EMPLOYMENT AND RETENTION OF ERNST & YOUNG AS INSIDE AUDITOR AND TAX ACCOUNTANT TO THE DEBTORS AND DEBTORS IN POSSESSION;**
- 2. NOTICE OF APPLCIATION OF THE DEBTORS FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 327(a) AND FED.R.BANKR. P. 2014(a), 2016 AND 5002 AUTHORIZING THE EMPLOYMENT AND RETENTION OF ERNST & YOUNG AS INSIDE AUDITOR AND TAX ACCOUNTANT TO THE DEBTORS AND DEBTORS IN POSSESSION;**
- 3. APPLCIATION OF THE DEBTORS FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 327(a) AND FED.R.BANKR. P. 2014(a), 2016 AND 5002 AUTHORIZING THE EMPLOYMENT AND RETENTION OF ERNST & YOUNG AS INSIDE AUDITOR AND TAX ACCOUNTANT TO THE DEBTORS AND DEBTORS IN POSSESSION;**

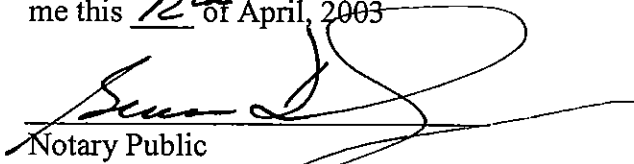
¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; 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.

4. **ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF ERNST & YOUNG LLP AS INTERNAL AUDITORS AND TAX ACCOUNTANTS TO THE DEBTORS, NUNC PRO TUNC TO APRIL 1, 2003.**



Tanya Thompson

Sworn to and subscribed before
me this 12th of April, 2003



Notary Public

My Commission Expires: 7/1/03

BRUCE DEAN CAMPBELL
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires July 1, 2003

Fleming Companies, Inc.
Case No. 03-10945
2002 Service List
21 - Hand Delivery
42 - First Class Mail
1 Overnight Mail
1 - Express Mail

(Counsel for Fleming Companies, Inc.)
Laura Davis Jones, Esquire
Chris J. Lhulier, Esquire
Pachulski, Stang, Ziehl, Young,
Jones & Weintraub P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Interoffice Delivery – (LA office)
(Counsel for Fleming Companies, Inc.)
Ira D. Kharasch, Esquire
Pachulski, Stang, Ziehl, Young,
Jones & Weintraub P.C.
10100 Santa Monica Blvd., #1100
Los Angeles, CA 90067

Hand Delivery
(Parcels)
Vito I. DiMaio
Parcels, Inc.
917 King Street
Wilmington, DE 19801

Hand Delivery
(Office Of The United States Trustee)
Julie Compton, Esquire
J. Caleb Boggs Federal Building
844 N. King Street, Suite 2313
Lock Box 35
Wilmington, DE 19801

Hand Delivery
(Counsel to Debtors' Senior Secured
Lenders and Deutsche Bank Trust
Company Americas)
Scott D. Cousins, Esquire
William E. Chipman, Jr., Esquire
Greenberg Traurig LLP
The Brandywine Building
1000 West Street, Suite 1540
Wilmington, DE 19801

Hand Delivery
(Counsel to Gold'n Plump Farms
Limited Partnership LLP, SuperValu,
Inc. and Dial Corporation)
Christopher S. Sontchi
Ricardo Palacio
Ashby & Geddes, P.A.
222 Delaware Avenue
17th Floor
Wilmington, DE 19899

Hand Delivery
(Counsel to Graf Creamery, Inc., Del
Monte Fresh Produce N.A., Inc., J.R.
Simplot Company and Sunkist Growers,
Inc., McCain Foods USA, Inc. and
parties in interest Doc# 39)
Duane D. Werb, Esquire
Werb & Sullivan
300 Delaware Avenue
10th Floor
Wilmington, DE 19899

Hand Delivery
(Counsel Fleet Capital Leasing)
Regina A. Iorii
Ashby & Geddes, P.A.
222 Delaware Avenue
17th Floor
Wilmington, DE 19899

Hand Delivery

(Counsel to United Food and
Commercial Workers Union)
Henry A. Heiman, Esquire
Susan E. Kaufman, Esquire
Heiman, Aber, Goldlust & Baker
702 King Street
Suite 600
Wilmington, DE 19899

Hand Delivery

(Counsel to Transamerica Equipment
Financial Services Corporation)
Jeffrey C. Wisler, Esquire
Connolly Bove Lodge & Hutz LLP
1220 Market Street
Wilmington, DE 19899

Hand Delivery

(Counsel to Caito Food Services, Inc.)
William W. Erhart
William W. Erhart, P.A.
800 King Street St.
Suite 302
Wilmington, DE 19899

Hand Delivery

)
David B. Stratton, Esquire
Pepper Hamilton, LLP
1201 Market Street
Suite 1600
Wilmington, DE 19899

Hand Delivery

(Counsel to The Schwan Food
Company, Schwan's Consumer Brands
North America, Inc., Edwards Fine
Foods, Inc., and Schwan's Food Servie,
Inc.)
Carl N. Kunz, III, Esquire
Morris, Janes, Hitchens & Williams LLP
Wilmington, DE 19899

Hand Delivery

(Counsel to Swedish Match North
America Inc.)
Mark E. Felger, Esquire
Cozen O'Connor
Chase Manhattan Centre
1201 North Market Street
Suite 1400
Wilmington, DE 19801

Hand Delivery

(Counsel to Target Corporation)
William P. Bowden, Esquire
Joseph C. Handlon, Esquire
Ashby & Geddes
222 Delaware Avenue
Wilmington, DE 19899

Hand Delivery

(Counsel to EFS National Bank)
Kenneth E. Aaron, Esquire
Weir & Partners LLP
824 Market Street
Suite 1001
Wilmington, DE 19899

Hand Delivery

(Counsel to Marigoldoods, LLC, Cream
O'Weber Daily, LLC, H. Meyer Dairy,
LLC, Milk Products, LP d/b/a Borden
Dairy, Flav-O-Rich Daires, LLC, Velda
Farms, LLC, Franklin Foods, Crowley
Foods, LLC, Kemps Foods, LLC and
Heluva Good LLC)
Stephen M. Miller, Esquire
Morris, James, Hitchens & Williams
LLP
222 Delaware Avenue
Wilmington, DE 19899

Hand Delivery

(Counsel to Kroger Co.)
William P. Bowden, Esquire
Ricardo Palacio, Esquire
Joseph C. Handlon
222 Delaware Avenue
Wilmington, DE 19899

Hand Delivery

(Counsel to Shield Investment
Company, LLC)
Selinda A. Melnik, Esquire
Buchanan Ingersoll, P.C.
Chase Manhattan Centre
1201 North Market Street
Suite 1501
Wilmington, DE 19801

Hand Delivery

(Counsel for XL Specialty Insurance
Company)
Richard W. Riley, Esquire
Duane Morris LLP
1100 North Market Street
Suite 1200
Wilmington, DE 19801

Hand Delivery

(Counsel to The Prudential Insurance
Company)
Tobey m. Daluz, Esquire
Jennifer A.L. Kelleher, Esquire
Ballard Spahr Andrews & Ingersoll, LLP
919 Market Street
17th Floor
Wilmington, DE 19801

Hand Delivery

(Counsel to Lanndon Ltd Partnership)
Kathleen M. Miller, Esquire
Smith, Katzenstein & Furlow, LLP
The Corporate Plaza
800 Delaware Avenue
7th Floor
Wilmington, DE 19899

Hand Delivery

(Counsel for Gilco Enterprises)
Derek C. Abbott, Esquire
Daniel B. Butz, Esquire
Morris, Nichols, Arsht & Tunnell
1201 N. Market Street
Wilmington, DE 19899

Overnight Mail

(Co-Counsel for the Debtors)
James H.M. Sprayregen, Esquire
Richard L. Wynne, Esquire
Shirley Cho, Esquire
Kirkland & Ellis
777 South Figueroa Street, 37th Floor
Los Angeles, CA 90012

First Class Mail

(Counsel to Debtors' Senior Secured
Lenders and Deutsche Bank Trust
Company Americas)
Andrew P. DeNatale, Esquire
Daniel Ginsberg, Esquire
White & Case
1155 Avenue of the Americas
New York, NY 10036-2787

First Class Mail

(Ad Hoc Trade Committee)
I. William Cohen, Esquire
Pepper Hamilton LLP
100 Renaissance Center, Suite 3600
Detroit, MI 48243-1157

First Class Mail

(PACA Group, and parties in interest
Doc# 39)
Lawrence H. Meuers, Esquire
Meuers Law Firm, P.L.
5395 Park Central Court
Naples, FL 34109

First Class Mail

Paul S. Aronzon, Esquire
Milbank, Tweed, Hadley & McCloy
LLP
601 South Figueroa Street
Los Angeles, California 90017

First Class Mail

(Indenture Trustee-Bankers Trust
(Deutsche Bank)
Calyan Das, Esquire
Seward & Kissel, LLP
One Battery Park Plaza
New York, NY 10004

First Class Mail

(Indenture Trustee to 5 1/4%
Convertible Notes)
James Comeaux, Esquire
Bank One, N.A.
1111 Polaris Parkway
Suite 1-K, OH1-0181
Columbus, OH 43240

First Class Mail

(Counsel to Indenture Trustee to
Manufacturers and Traders Trust Bonds)
Paul Groenwegen, Esquire
Hodgson & Russ LLP
3 City Square
Albany, NY 12207

First Class Mail

(Counsel to Gold'n Plump Farms
Limited Partnership LLP)
Richard D. Anderson
Briggs and Morgan
2400 IDS Center
80 South 8th Street
Minneapolis, MN 55402

First Class Mail

(Counsel for CitiCapital Commercial
Leasing Corporation)
William G. Wright, Esquire
Farr, Burke, Gambacorata & Wright,
P.C.
211 Benigno Boulevard
Bellmawr, NJ 08099

First Class Mail

(Counsel for CitiCapital Commercial
Leasing Corporation)
Kim A. Dennis, Asst. General Counsel
CitiCapital Commercial Legal
Department
250 E. Carpenter Freeway
7 Decker
Irving, TX 75062

First Class Mail

(Counsel for JTI McDonald)
Ira L. Herman
Bryan Cave LLP
1290 Avenue of the Americas
New York, NY 10104

First Class Mail

(Counsel to del Monte Fresh Produce
N.A., Inc. and J.R. Simplot Company)
Hartley B. Martyn, Esquire
Mark A. Amendola, Esquire
Martyn and Associates
820 Superior Avenue NW
10th Floor
Cleveland, OH 44113

First Class Mail

(Counsel to Sunkist Growers, Inc.)
Jefferey M. Chebot, Esquire
Whiteman, Bankes & Chebot, LLC
Suite 1300
Constitution Place
325 Chestnut Street
Philadelphia, PA 19106

First Class Mail

(Counsel to Conopco, Inc.)
Andrew C. Gold, Esquire
Holly G. Gydus, Esquire
Feinstein Herrick LLP
2 Park Avenue
New York, NY 10016

First Class Mail

(Counsel to Food Marketing Group,
Inc.)
Neil Berger, Esquire
Togut, Segal & Segal LLP
One Penn Plaza
Suite 3335
New York, NY 10119

First Class Mail

(Counsel to United Food and
Commercial Workers Union)
Babette Ceccotti
Cohen, Weiss and Simon LLP
330 West 42nd Street
New York, NY 10036

First Class Mail

(Counsel to Transamerica Equipment
Financial Services Corporation)
Dan Rouse
Transamerica Equipment Financial
Service Corporation
5080 Spectrum Drive
Suite 1100 West
Addison, TX 75001

First Class Mail

(Counsel to McCain Foods USA, Inc.)
Robert E. Sutcliffe, Esquire
Rudman & Winchell, LLC
The Graham Building
84 Harlow Street
Bangor, ME 04401

First Class Mail

(Counsel to The Prudential Insurance
Company)
Katten Muchin Zavis Rosenman
Thomas J. Leanse
Brian D. Huben
2029 Century Park East
Suite 2600
Los Angeles, CA 90067

First Class Mail

)
Andrew Herenstein
Quadrangle Group LLC
375 Park Avenue
14th Floor
New York, NY 10152

First Class Mail

)
Leah A. Hartman
CRT Capital Group LLC
262 Harbor Drive
Stamford, CT 06902

First Class Mail

(Counsel to Swedish Match North
America Inc.)
Michael D. Mueller, Esquire
Christian & Barton, LLP
909 East Main Street
Suite 1200
Richmond, VA 23219

First Class Mail

(Counsel to Produce Exchange, Inc. and
General Produce Co.)
Daniel A. McDaniel
Nomellini, Grilli & McDaniel
Professional Law Corporations
235 East Weber Avenue
Stockton, CA 95201

First Class Mail

(Counsel to Hershey Food Corporation)
Morton R. Branzburg, Esquire
Klehr, Harrison, Harvey, Branzburg &
Ellers LLP
260 S. Broad Street
Suite 400
Philadelphia, PA 19102

First Class Mail

(Counsel to SuperValu, Inc.)
Kimberly J. Myrdahl
11840 Valley View Road
Eden Prairie, MN 55344

First Class Mail

(Counsel to The Dial Corporation)
Peter Rathwell, Esquire
Snell & Witmer
One Arizona Center
Phoenix, AZ 85004

First Class Mail

(Counsel to Minnesota Mining and
Manufacturing Company)
Michael F. McGarth, Esquire
Ravich Meyer Kirkman McGrath &
Nauman, P.A.
4545 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

First Class Mail

(Counsel to The Schwan Food
Company, Schwan's Consumer Brands
North America, Inc., Edwards Fine
Foods, Inc., and Schwan's Food Servie,
Inc.)
Monica L. Clark, Esquire
Dorsey & Whitney LLP
50 South Sixth Street
Suite 1500
Minneapolis, MN 55402

First Class Mail

)
Nathan M. Fuchs
(SEC)
233 Broadway
New York, NY 10279

First Class Mail

(Counsel to Target Corporation)
Dennis M. Ryan, Esquire
James D. H. Loushin, Esquire
Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402

First Class Mail

(Counsel to EFS National Bank)
E. Franklin Childress, Jr., Esquire
Wyatt, Tarrant & Combs LLP
1715 Aaron Brenner Drive
Suite 800
Memphis, TN 38120

First Class Mail

(Counsel to Sperling Massillon, LLC,
SBW Massillon, LLC, WMS Massillon,
LLC, WC Massillon, LLC and NSHE
Sossaman, LLC)
Thomas E. Pitts, Jr., Esquire
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, NY 10019

First Class Mail

(Debtors)
Fleming Companies, Inc.
1945 Lakepoint Drive
P.O. Box 299013
Lewisville, TX 75029

First Class Mail

)
Sara B. Eagle, Esquire
Pension Benefit Guaranty
Office of the General Counsel
1200 K Street, N.W.
Washington, D.C. 2005

First Class Mail

(Counsel to Marigold Foods, LLC, Cream
O'Weber Daily, LLC, H. Meyer Dairy,
LLC, Milk Products, LP d/b/a Borden
Dairy, Flav-O-Rich Daires, LLC, Velda
Farms, LLC, Franklin Foods, Crowley
Foods, LLC, and Kemp's Foods, LLC)
Billy G. Leonard, Jr., Esquire
Strasburger & Price, LLC
901 Main Street, Suite 4300
Dallas, TX 75202

First Class Mail

(Counsel to parties in interest
Doc# 126)
Eric N. Mathison, Esquire
David I. Cisar, Esquire
von Briesen & Roper, s.c.
411 East Wisconsin Avenue
Suite 700
Milwaukee, WI 53201

First Class Mail

(Counsel for HSS Partners, LLC)
Arnold H. Landis
77 West Washington Street
Suite 702
Chicago, IL 60602

First Class Mail

)
Fred B. Ringel, Esquire
Robinson Brog Leinwand Greene
Genovese & Gluck P.C.
Attorneys for 12 Church Associates,
LLC
1345 Avenue of the Americas
New York, NY 10105

First Class Mail

(Counsel for Vestcom International,
Inc.)
Sharon L. Levine, Esquire
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, NJ 07068

First Class Mail

(Counsel for XL Specialty Insurance
Company)
J. Michael Franks, Esquire
Thomas Pennington, Esquire
Michael E. Collins, Esquire
Manier & Herod, P.C.
One Nashville Place
Suite 2200
150 Fourth Avenue North
Nashville, TN 37219

First Class Mail

(Counsel to Miami Food Co. Investors
LLC)
James F. Wallack, Esquire
Christian J. Urbano, Esquire
Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, MA 02110

First Class Mail

(Counsel to Sara Lee Corporation)
Maria Ellena Chavez-Ruark, Esquire
Richard M. Kremen, Esquire
Piper Rudnick
6225 Smith Avenue
Baltimore, MD 21209

First Class Mail

(Counsel for Kellogg Company)
Michael D. Warner, Esquire
Simon, Warner & Doby, LLP
1700 City Center Tower II
301 Commerce Street
Fort Worth, TX 76102

First Class Mail

(Counsel for Rebneq Nine, Inc.)
James D. Sheets, Esquire.
Randall L. Haen, Esquire
Ober, Kaler, Grimes & Shriver
1401 H Street, N.W.
Washington, DE 20005

Express Mail

(Counsel for Tax Appraisal District o
Bell County, County of Brazos, County
of Denton, Longview I.S.D.t, County of
Henderson, City of Waco, Waco I.S.D.)
McCreary, Veselka, Bragg & Allen, P.C.
Michael Reed, Esquire
McCreary, Veselka, Bragg & Allen, P.C.
P.O. Box 26990
Austin, TX 78755