

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.)

**SUMMARY OF FIRST MONTHLY APPLICATION OF KIRKLAND &
ELLIS FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE INTERIM PERIOD APRIL 1 THROUGH APRIL 30, 2003**

Name of Applicant: Kirkland & Ellis
Authorized to Provide Professional Services to: Fleming Companies, Inc., Debtors and
Debtors in Possession
Date of Retention: Retention Order entered May 6, 2003,
effective as of April 1, 2003
Period for which compensation and reimbursement
is sought: April 1, 2003 through April 30, 2003
Amount of Compensation sought as actual,
reasonable and necessary: \$1,602,551.20 (80% of \$2,003,189.00²)
Amount of Expense Reimbursement sought as actual,
reasonable, and necessary: \$31,897.40

This is a X monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately 100 hours, and the corresponding estimated compensation that will be requested in a future application is approximately \$10,000.00.

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.

² K&E is not seeking compensation in connection with professionals and paraprofessionals who have performed discrete tasks and, accordingly, K&E has voluntarily reduced its fees in the amount of \$18,548.00.

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Compensation by Matter

Matter	Matter Description	Hours	Amount
3	Adversary Proceedings & Contested Matter	337.20	\$ 135,944.50
5	Business Operations	17.30	\$ 6,673.50
6	Case Administration	221.90	\$ 90,236.50
7	Cash, Collateral/DIP Financing	1,118.00	\$ 459,333.50
8	Claims Estimate, Objection & Resolution	17.90	\$ 4,653.00
9	Corporate and Securities Matters	154.40	\$ 69,527.50
10	Creditors/Shareholder's Inquiries	128.60	\$ 40,468.50
11	Disclosure/Plan/Confirmation	0.30	\$ 201.00
12	Employee Benefits/Pension	100.80	\$ 46,988.50
13	Employee Issues	92.30	\$ 44,888.00
14	Environmental Counseling	15.00	\$ 6,653.50
15	Executory Contracts	405.80	\$ 148,133.00
16	Fee/Employment Applications	232.70	\$ 53,878.50
18	First Day Pleadings	203.20	\$ 78,249.50
19	Intellectual Property	91.50	\$ 33,120.00
21	Liens	40.10	\$ 16,812.50
22	Meetings of Creditors	10.40	\$ 6,032.00
23	PACA Claims	92.30	\$ 28,609.50
24	Reclamation	96.90	\$ 13,704.50
25	Relief from Stay	85.70	\$ 35,687.50
26	Retention of Professionals	83.80	\$ 30,250.00
27	Schedules/Statement of Financial Affairs	4.80	\$ 2,016.00
28	Shareholder Litigation	5.60	\$ 2,802.00
29	Tax Issues	421.90	\$ 192,493.00
30	Travel	90.40	\$ 45,704.50
31	Use, Sale or Lease Property/Abandonment	605.40	\$ 262,425.50
32	Utilities	1.70	\$ 766.00
33	File, Docket, Calendar Maintenance	177.00	\$ 24,624.50
34	Hearings	207.90	\$ 87,796.50
35	Insurance	73.10	\$ 25,094.50
36	WARN issues re distribution facilities	19.50	\$ 9,421.50
	Total	5,153.40	\$2,003,189.00

Expense Summary

Service Description	Total Expenses
Telephone	1,673.13
Fax Telephone Charge	26.69
Fax Charge	342.26
Standard Copies/Tabs/Indexes/Dividers	3,468.10
Scanned Images	463.65
Postage	10.85
Overnight Delivery	529.00
Outside Messenger Services	221.60
Local Transportation	279.05
Travel Expense	2,650.19
Airfare	10,858.57
Transportation to/from airport	375.41
Travel Meals	313.54
Car Rental	492.38
Other Travel Expenses	340.59
Court Reporter/Fee Deposition	1,116.30
Calendar Services	40.00
Outside Copy/Binding Services	2,339.05
Computer Data Base Research	1,475.84
Overtime Transportation	340.72
Overtime Meals	131.04
Overtime Meals - Attorney	763.60
Secretarial Overtime	2,064.38
Word Processing Overtime	1,581.46
Total	31,897.40

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COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE INTERIM PERIOD APRIL 1 THROUGH APRIL 30, 2003**

Pursuant to 11 U.S.C. §§ 327, 330 and 331; Rule 2016 of the Federal Rules of Bankruptcy Procedure; the Retention Order (as defined below); the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the "Interim Compensation Order"); and the Local Rules for the United States Bankruptcy Court for the District of Delaware, the law firm of Kirkland & Ellis ("K&E"), bankruptcy counsel for the above-captioned Debtors and Debtors in Possession (the "Debtors"), hereby applies (the "Application") for an order allowing it (i) compensation in the amount of \$1,602,551.20, (80% of \$2,003,189.00²) for the reasonable and necessary legal services K&E has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that K&E incurred in the amount of \$31,897.40, in each case for the

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² K&E is not seeking compensation in connection with certain professionals and paraprofessionals who spent minimal time representing the Debtors on discrete tasks during the month and, accordingly, K&E has voluntarily reduced its fees in the amount of \$18,548.00.

period from April 1 through April 30, 2003 (the “Fee Period”). In support of this Application, K&E respectfully states as follows:

Background

1. On April 1, 2003, (the “Petition Date”), the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Debtors are operating their businesses as Debtors in Possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases. An official committee of unsecured creditors (the “Committee”) was appointed on April 14, 2003.

Retention of and Continuing Disinterestedness of Kirkland & Ellis

2. By this Court’s order entered May 7, 2003, the Debtors were authorized to retain K&E as their counsel, effective as of the Petition Date, with regard to the filing and prosecution of the Chapter 11 Cases and all related matters (the “Retention Order”). The Retention Order authorizes the Debtors to compensate K&E at K&E’s hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules, and orders of this Court.

3. As disclosed in the Affidavit of James H.M. Sprayregen, P.C. in Support of Application for Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. Proc. 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Debtors in Possession, filed on the April 10, 2003, and the First Supplemental Affidavit of James H.M. Sprayregen, P.C. under 11 U.S.C. § 327(a) and Rule 2014 of the Federal Rules of Bankruptcy Procedure in Connection with the Kirkland & Ellis Retention Application (collectively the “Affidavits”), K&E does not hold or represent any interest adverse to the estate,

and 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.

4. K&E may have in the past represented, may currently represent, and likely in the future will represent, parties-in-interest in connection with matters unrelated to the Debtors in these cases. In the Affidavits, K&E disclosed its connections to parties-in-interest that it has been unable to ascertain using its reasonable efforts. K&E will update the Affidavits as necessary, if K&E becomes aware of material new information.

5. K&E performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates and not on behalf of any committee, creditor or other person.

6. Except as provided herein or in the application to retain Kirkland & Ellis, K&E has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

7. Pursuant to Fed. R. Bankr. P. 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it received or may receive with another person other than with the partners, counsel and associates of K&E or (b) any compensation another person or party has received or may receive.

8. K&E has not submitted any previous fee applications in these cases.

Reasonable and Necessary Services Rendered by Kirkland & Ellis - Generally

9. This is the first monthly application for interim compensation that K&E has filed with the Bankruptcy Court in these Chapter 11 Cases.

The K&E attorneys who rendered professional services in this Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
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Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ashley Anderson	Associate 2001	Corporate	\$310.00	187.5	58,125.00
Andrew Bates	Associate 1999	Corporate	\$345.00	130.7	45,091.50
Jack Bernstein	Associate 1995	Taxation	\$395.00	38.5	15,207.50
Steven Bledsoe	Partner 1992	Litigation	\$500.00	6.8	3,400.00
Timothy P. Brown	Visiting Attorney 1997	Corporate	\$390.00	116.8	45,552.00
Robert Buday	Partner 1991	Corporate/Real Estate	\$510.00	230.2	117,402.00
Damian Capozzola	Partner 1996	Employment & Labor/ Commercial Litigation	\$410.00	83.5	34,235.00
Erik Chalut	Associate 1999	Bankruptcy	\$345.00	14.9	5,140.50
Shirley Cho	Associate 1997	Bankruptcy	\$420.00	311.2	130,704.00
Mark T. Cramer	Associate 1998	Litigation	\$375.00	32	12,000.00
Andre Davis	Associate 2001	Bankruptcy	\$345.00	6.6	2,277.00
Eva Davis	Partner 1990	Corporate	\$545.00	24.5	13,352.50
Michael Fatall	Associate 1997	Intellectual Property	\$345.00	41.9	14,455.50
Willard Fraumann	Partner 1973	Corporate	\$660.00	125.9	83,094.00
Seth J Gerson	Partner 1995	Corporate	\$430.00	74.7	32,121.00
Marjon Ghasemi	Associate 2000	Bankruptcy	\$345.00	252.4	87,078.00
Mark Grummer	Partner 1976	Environmental	\$445.00	12.7	5,651.50
Michael Hauswirth	Associate 2000	Taxation	\$330.00	5.7	1,881.00
Vicki Hood	Partner 1977	Employee Benefits	\$615.00	70	43,050.00
Jason Horwitz	Associate 1999	Bankruptcy	\$345.00	92.3	31,843.50
Yuan-Ying Hsu	Associate 2002	Taxation	\$225.00	8.7	1,957.50
John Irving	Partner 1965	Employment & Labor	\$495.00	92.9	45,985.50
Robert M. Jason	Partner 1981	Taxation	\$615.00	172.2	105,903.00
Natalie Keller	Associate 1997	Taxation	\$425.00	110.5	46,962.50
Gregg Kirchhoefer	Partner 1982	Intellectual Property	\$600.00	10.1	6,262.00
Steven Kotarba	Associate 1997	Bankruptcy	\$385.00	146.9	56,556.50
Peter Leeson	Associate 2000	Bankruptcy	\$345.00	12.8	4,416.00
Lori Lenard	Of Counsel 1992	Employee Benefits	\$395.00	6.5	2,567.50
Eric Liebeler	Partner 1990	Litigation	\$525.00	99	51,975.00
Christian Lymn	Associate 2002	Corporate	\$225.00	35.9	8,077.50
Nathaniel Marrs	Partner 1996	Real Estate	\$410.00	45.8	18,778.00
Andres Mena	Associate 2001	Corporate	\$345.00	34.7	11,971.50
Linda Myers	Partner 1990	Bankruptcy/Corporate	\$545.00	235.4	128,293.00
Julie Olsen	Associate 2000	Corporate/Real Estate	\$310.00	24.5	7,595.00
Haleh Rahjoo	Associate 1997	Bankruptcy	\$305.00	61.7	18,818.50
Geoffrey Richards	Partner 1995	Bankruptcy	\$460.00	187.4	86,204.00
Andrew Running	Partner 1982	Litigation	\$510.00	20.7	10,557.00
Heiko Schultz	Associate 1997	Litigation	\$395.00	85.3	33,693.50
Bennett Spiegel	Partner 1985	Bankruptcy	\$625.00	68.4	42,750.00
Peter Spingola	Associate 1997	Intellectual Property	\$345.00	51.8	17,871.00
James Sprayregen	Partner 1985	Bankruptcy	\$730.00	11.3	8,249.00
William Springer	Associate Pending	Bankruptcy	\$255.00	19.2	4,896.00
Stephanie Stern	Associate 2001	Litigation	\$295.00	19.4	5,723.00
Maureen Sweeney	Partner 1996	Corporate	\$410.00	134.2	55,022.00

Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Garrett Van Osdell	Associate 1999	Corporate	\$345.00	114.2	39,399.00
Victoria Wales	Associate 2000	Real Estate	\$270.00	190.7	51,489.00
Xiaojie Wang	Associate 2002	Taxation	\$235.00	72.2	16,967.00
Gene Williams	Associate 2000	Intellectual Property/ Litigation	\$310.00	43.6	13,516.00
Richard Wynne	Partner 1982	Bankruptcy	\$670.00	253	169,510.00
Total for Attorneys				4227.8	1,853,627.00

The paraprofessionals of K&E who rendered professional services in this period are:

Name of Professional Person	Position with the Applicant and Number of Years as a Paraprofessional	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Catherine Aebischer	Legal Assistant 10 Years	Corporate	\$185.00	28.00	5,180.00
Stephanie Brewer	Conflict Analyst	Admin Services	\$165.00	7	1,155.00
Wenette Bradford	Project Assistant 3 Months	Bankruptcy	\$105.00	25	2,625.00
Stephanie Casillas	File Assistant 8 months	Bankruptcy	\$70.00	57.3	4,011.00
Frank Chavez	Case Assistant 7 months	Bankruptcy	\$90.00	80.5	7,245.00
Michael Ebner	Project Assistant 1 Year	Bankruptcy	\$115.00	12	1,380.00
Stephanie D. Frye	Conflict Analyst	Admin Services	\$165.00	6.3	1,039.50
Andrew Groesch	Legal Assistant 13 Years	Bankruptcy	\$190.00	172.8	32,832.00
Michal Moskovich	Project Assistant	Bankruptcy	\$105.00	7	735.00
Alison Keeny	Project Assistant 3 Years	Bankruptcy	\$150.00	10.5	1,575.00
Ellen Kratofil	Conflicts Analyst 8 Years	Bankruptcy	\$190.00	39.7	7,543.00
Susan Perry	Legal Assistant 14 Years	Bankruptcy	\$210.00	52.1	10,941.00
Shannon Roberts	Legal Assistant 1 Year	Bankruptcy	\$145.00	80.6	11,687.00
Stephanie Rosa	File Assistant 4 Years	Bankruptcy	\$75.00	9.5	712.50
Laurie Ruxton	Legal Assistant	Corporate	\$185.00	19.4	3,589.00
Tana Ryan	Law Clerk 1 Year	Bankruptcy	\$165.00	42.6	7,029.00
Jamie Strohl	Legal Assistant 5 Months	Bankruptcy	\$150.00	25.3	3,795.00
Edward Thomas	Conflicts Analyst 4 Years	Conflicts	\$165.00	65.2	10,758.00
Rebecca Trizna	Conflicts Analyst	Conflicts	\$165.00	19.9	3,283.50
Gary Vogt	Legal Assistant 16 Years	Litigation	\$210.00	25.8	5,418.00
Deneese Walia	Law Clerk 1 Year	General	\$165.00	48.5	8,002.50
Denise Wymore	Legal Assistant 15 Years	Bankruptcy	\$210.00	90.6	19,026.00
Total for Paraprofessionals				925.6	149,562.00

10. K&E has advised and represented the Debtors in connection with the operation of their businesses and all other matters arising in the performance of their duties as Debtors in Possession, except those matters for which the Debtors have sought to retain the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. Furthermore, K&E has

prepared various pleadings, motions, and other documents submitted to this Court for consideration, has appeared before this Court during hearings regarding the Chapter 11 Cases and has performed all of the other professional services that are described in this Application.

11. The rates described above are K&E's hourly rates for services of this type. Attached as Exhibit A is the detailed itemization and description of the services that K&E rendered during the Fee Period. Based on these rates and the services performed by each individual during the Fee Period, the total reasonable value of such services rendered during the Fee Period is \$2,003,189.00. The K&E attorneys and paraprofessionals expended a total of 5,153.40 hours working on the Chapter 11 Cases during the Fee Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of the Chapter 11 Cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

12. Further, Exhibit A (a) identifies the individuals that rendered services in each Subject Matter (as defined below); (b) describes each activity or service that each individual performed; and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Each matter number in Exhibit A corresponds to the matter number that K&E assigned to the Subject Matters (as defined and described below). If a Subject Matter does not appear, then K&E did not bill time or expenses for that Subject Matter during the Fee Period, but may bill time for that Subject Matter in the future.

**Reasonable and Necessary Services Rendered
by Kirkland & Ellis - Categorized by Matter**

13. The professional services that K&E rendered during the Fee Period are grouped into the numbered and titled categories of the subject matters (the "Subject Matter(s)") described in Paragraphs 15 through 45 herein.

14. Matter 3: Adversary Proceedings & Contested Matters

(Fees: \$135,944.50; Hours: 337.2)

This Subject Matter includes legal services related to contested matters and adversary proceedings, including, but not limited to: (a) defending against adversary proceedings filed against the Debtors including complaints seeking temporary restraining orders filed by Superior Dairy, Inc., and Nickles Bakery, Inc., (b) taking of discovery and responding to discovery and various other actions such as opposing motions for temporary restraining orders, and (c) representing the Debtors in non-bankruptcy hearings where the assistance of or representation by K&E was appropriate, such as in the New Jersey District Court action.

15. Matter 5: Business Operations

(Fees: \$6,673.50; Hours: 17.3)

This Subject Matter describes the time spent advising the Debtors regarding Debtors in Possession business operational issues, including issues related to the Debtors' various customer programs.

16. Matter 6: Case Administration

(Fees: \$90,236.50; Hours: 221.9)

This Subject Matter includes legal services not described elsewhere under another matter, including, but not limited to: (a) administering, managing and coordinating the bankruptcy cases, (b) organizing the voluminous files of the Debtors, (c) assisting the Debtors in

fulfilling their duties as Debtors in Possession, (d) interacting with the Committee and processing document requests, (e) coordinating efforts among the various K&E professionals and paraprofessionals working on the Chapter 11 Cases, and (f) complying with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, orders of this Court, and any other applicable law.

17. Matter 7: Cash Collateral / DIP Financing

(Fees: \$459,333.50; Hours: 1,118)

This Subject Matter includes legal services related to DIP financing and cash collateral, including, but not limited to: (a) negotiating and drafting the bridge loan and cash collateral stipulation and DIP financing documents and related pleadings, and (b) analysis of issues regarding the use of DIP financing and cash collateral.

18. Matter 8: Claims Estimate, Objection and Resolution

(Fees: \$4,653.00; Hours: 17.9)

This Subject Matter includes legal services related to claims against the Debtors, including, but not limited to: (a) identifying and evaluating potential claims scheduled and filed against the Debtors, (b) developing strategies concerning such claims, and (c) negotiating and drafting stipulations resolving certain claims.

19. Matter 9: Corporate and Securities Matters

(Fees: \$69,527.50; Hours: 154.4)

This Subject Matter includes legal services related to corporate and securities matters, including, but not limited to: (a) analysis of Debtors' existing capitalization and debt structure, (b) drafting and revising certain documents public filings for the SEC, including 8-K filing, and (c) analysis and advice regarding the Debtors' existing surety bonds and developing strategies concerning post-petition bond issues.

20. Matter 10: Creditors / Shareholders Inquiries

(Fees: \$40,468.50; Hours: 128.6)

This Subject Matter includes legal services related to creditors' and shareholders' inquiries, including, but not limited to: (a) discussions and correspondence with the Debtors regarding creditor and shareholder inquiries, and (b) responding to the considerable volume of miscellaneous creditor and shareholder inquiries received by the Debtors and/or K&E in connection with questions and concerns connected to the Chapter 11 Cases including vendor and critical trade inquires.

21. Matter 12: Employee Benefits / Pension

(Fees: \$46,988.50; Hours: 100.8)

This Subject Matter includes legal services related to employee benefit and pension matters, including but not limited to correspondence and communications with the Debtors regarding the application of the wages order and supplemental wages orders to the Debtors' payroll operations and assisting the Debtors with providing information to their employees regarding these issues.

22. Matter 13: Employee Issues

(Fees: \$44,888.00; Hours: 92.3)

This Subject Matter includes legal services related to general labor and employee issues including review and analysis of the Debtors' existing collective bargaining agreements for purposes of advising the Debtors regarding their post-petition rights and obligations under such agreements.

23. Matter 14: Environmental Counseling

(Fees: \$6,653.50; Hours: 15)

This Subject Matter includes activities in connection with counseling the Debtors with regard to environmental and related regulatory issues.

24. Matter 15: Executory Contracts

(Fees: \$148,133.00; Hours: 405.8)

This Subject Matter includes legal services relating to voluminous executory contract and unexpired lease portfolio, including, but not limited to: (a) analysis of executory contracts and unexpired leases for rejection, (b) preparing motions to reject certain contracts and unexpired leases, and (c) analysis of the Debtors' ability to assume and assign certain contracts and unexpired leases and preparation of related documents and pleadings.

25. Matter 16: Fee / Employment Applications

(Fees: \$53,878.50; Hours: 232.7)

This Subject Matter includes legal services related to the preparation and filing of the retention applications of Kirkland & Ellis and the analysis involved for the necessary disclosures as well as issues related to fee applications and interim compensation.

26. Matter 18: First Day Pleadings

(Fees: \$78,249.50; Hours: 203.20)

This Subject Matter includes legal services related to the coordination, preparation, drafting, revision and supplementing of the "first day motions" and related pleadings, including, but not limited to motions regarding critical trade, employee wages and benefits, cash collateral, customer programs and cash management.

27. Matter 19: Intellectual Property

(Fees: \$33,120.00; Hours: 91.5)

This Subject Matter includes legal services related to evaluating and advising the Debtors on intellectual property related issues, including but not limited to matters regarding franchise, licensing and infringement agreements that the Debtors are a party to.

28. Matter 21: Liens

(Fees: \$16,812.50; Hours: 40.1)

This Subject Matter includes legal services related to lien issues, including but not limited to trade liens and UCC lien searches.

29. Matter 22: Meeting of Creditors

(Fees: \$6,032.00; Hours: 10.4)

This Subject Matter includes, but is not limited to, legal services related to the preparation for and attendance at the meeting of creditors.

30. Matter 23: PACA Claims

(Fees: \$28,609.50; Hours: 92.3)

This Subject Matter includes time spent implementing the procedure to address and pay PACA claims and responding to PACA claims, motions and objections and preparation for and participation in contested hearings regarding the same.

31. Matter 24: Reclamation

(Fees: \$13,704.50; Hours: 96.9)

This Subject Matter includes time spent implementing the procedure to address and pay reclamation claims and responding to reclamation claims, motions and objections.

32. Matter 25: Relief from Stay Matters

(Fees: \$35,687.50; Hours: 85.7)

This Subject Matter involves legal services related to responding to and analyzing efforts by creditors or litigants seeking relief from the automatic stay or, alternatively, efforts by the Debtors to seek relief from stay, including, but not limited to: (a) responding to motions' for relief from the automatic stay filed by parties-in-interest, (b) preparing motions to clarify the scope and application of the automatic stay, and (c) analyzing automatic stay issues relating to certain pending litigation.

33. Matter 26: Retention of Professionals

(Fees: \$30,250.00; Hours 83.8)

This Subject Matter includes legal services related to the retention of professionals, including, but not limited to: (a) the retention, and in some instances termination, of bankruptcy professionals, other than K&E, under sections 327 and 363 of the Bankruptcy Code including, but not limited to the retention of AP Services as restructuring advisors, Ernst & Young as tax advisors, FTI Consulting as financial consultants, Glass & Associate as financial advisors, Bain & Company as restructuring advisors, Rider Bennett as special labor counsel, Kekst & Company as public relations and communications consultants and (b) the retention of ordinary course professionals retained under sections 105(a) and 327 of the Bankruptcy Code.

34. Matter 27: Schedules / Statements of Financial Affairs

(Fees: \$2,016.00; Hours: 4.8)

This Subject Matter includes legal services related to the preparation and filing of schedules and statements of financial affairs, including but not limited to: (a) preparing the Debtors' schedules and statements of financial affairs, (b) answering questions and reviewing documents related to the preparation of the Debtors' schedules and statements of financial

affairs, and (c) coordinating the filing of the Debtors' schedules and statements of financial affairs.

35. Matter 28: Shareholder Litigation

(Fees: \$2,802.00; Hours: 5.6)

This Subject Matter includes legal services related to the Debtors' pending shareholder litigation, including but not limited to, advising the Debtors of the effect of bankruptcy on the litigation and coordinating efforts with the Debtors' outside litigation counsel.

36. Matter 29: Tax Issues

(Fees: \$192,493.00; Hours: 421.9)

This Subject Matter includes legal services related to tax matters, including, but not limited to: (a) determining the Debtors' obligations in connection with pre-petition and post-petition tax liabilities, and (b) analysis of NOL issues.

37. Matter 30: Travel

(Fees: \$45,704.50; Hours: 90.4)

This Subject Matter includes time spent traveling while representing the Debtors, where the time does not directly relate to another Subject Matter.

38. Matter 31: Use, Sale and Lease of Property / Assets

(Fees: \$262,425.50; Hours: 605.4)

This Subject Matter includes legal services related to the use, sale and lease of property and assets, including, but not limited to: (a) advising the Debtors regarding their retail store divestiture efforts, (b) researching and drafting sale and bidding procedures pleadings such as those of the Save Mart retail stores, (c) preparation of a de minimis asset sale procedures motion and real estate sale procedures motion, and (d) coordinating GOB sale efforts.

39. Matter 32: Utilities

(Fees: \$766.00; Hours: 1.7)

This Subject Matter includes legal services related to the first day utilities motion and the objections filed in response.

40. Matter 33: File, Docket, Calendar Maintenance

(Fees: \$24,624.50; Hours: 177)

This Subject Matter describes time spent organizing and distributing pleadings, motions and other court filings, and maintaining the voluminous files of the Debtors, including indexing and organizing the numerous reclamation and PACA claims.

41. Matter 34: Hearings

(Fees: \$87,796.50; Hours: 207.9)

This Subject Matter includes legal services rendered in preparation for and attendance of post-petition hearings.

42. Matter 35: Insurance

(Fees: \$25,094.50; Hours: 73.1)

This Subject Matter includes legal services related to the Debtors' post-petition insurance rights and obligations, including issues related to the Debtors' workers' compensation and liability insurance matters.

43. Matter 36: WARN Issues re Distribution Facilities

(Fees: \$9,421.50; Hours: 19.5)

This Subject Matter includes legal services related evaluating and advising the Debtors with respect to potential WARN Act issues in connection with the Debtors' numerous distribution facilities.

Actual and Necessary Expenses

44. It is K&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate with the allowance of class upgrades.

45. In order to ensure the compliance with all applicable deadlines in these highly complex Chapter 11 Cases K&E utilizes the services of overtime secretaries. K&E charges fees for these services pursuant to the prepetition engagement letter between K&E and the Debtors (the "Engagement Letter"), which permits K&E to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, because of the almost constant attention K&E professionals must give to these Chapter 11 Cases, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

46. K&E charges: (a) \$0.10 to \$0.15 per page for duplication and (b) \$0.75 per page for outgoing telecopier transmissions (plus related toll charges). K&E does not charge its clients for incoming telecopier transmissions. K&E has negotiated a discounted rate for Westlaw computer assisted legal research, which is approximately \$125/hour of online use of the standard Westlaw databases. Computer assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

47. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by K&E on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for K&E's out-of-pocket expenses, totaling \$31,897.40. These disbursements are grouped in Exhibit B into the same numbered and titled categories of Subject Matters as the fees are grouped in Exhibit A. The matter numbers within Exhibit B correspond to the numbers assigned to the matters described in Paragraphs 15 through 45 herein. Any missing matter numbers merely indicate that no expenses were attributed to the matter corresponding to that number during the Fee Period, but expenses may be attributable to a Subject Matter in the future.

Representations

48. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Bankruptcy Rules, and the Interim Compensation Order.

49. In summary, by this Application, K&E requests interim payment of compensation for fees and expenses in the total amount of \$1,634,448.60 consisting of (a) \$1,602,551.20, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E and (b) \$31,897.40 for actual and necessary costs and expenses.

WHEREFORE, K&E requests that it be allowed reimbursement for its fees and expenses incurred during the Fee Period and that such fees and expenses be paid as administrative expenses of the estates.

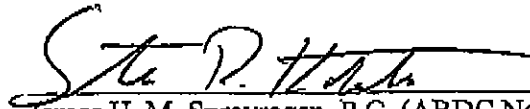
Wilmington, Delaware

Dated: May 29, 2003

Respectfully submitted,

FLEMING COMPANIES, INC

KIRKLAND & ELLIS



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Counsel for the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

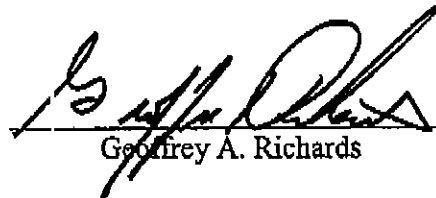
In re:) Chapter 11
)
Fleming Companies, Inc., et al.,¹) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)

STATE OF *New York*)
)
COUNTY OF *New York*) SS.

VERIFICATION


Geoffrey A. Richards, after being duly sworn according to law, deposes and says:

1. I am an attorney with the applicant firm, Kirkland & Ellis, and have been admitted to the Bar of the State of Illinois since 1995.
2. I have personally performed many of the legal services rendered by Kirkland & Ellis as general bankruptcy counsel to the Debtors and am generally familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



Geoffrey A. Richards

SUBSCRIBED AND SWORN TO before me
this day 29th of May, 2003.



Notary Public

NATHANIEL F. MEYERS
Notary Public, State of New York
No. 01ME9057476
Qualified in New York County
Commission Expires March 25, 1998
2004

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.