

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
FLEMING COMPANIES, INC., et al.,<sup>1</sup> ) Case No. 03-10945 (MFW)  
) (Jointly Administered)  
Debtors. )  
) **Objection Due By: July 10, 2003 at 4:00 p.m.**  
) **Hearing Date: Hearing will be held if necessary**

**NOTICE OF FILING OF FEE APPLICATION**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) counsel to the Official Committee of Unsecured Creditors, (d) the Debtors, and (e) counsel to the Debtors.

Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel to the above-captioned debtors and debtors in possession in the above-captioned cases (the "Debtors"), has filed the First Monthly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period From April 1, 2003 through April 30, 2003, seeking fees in the amount of \$446,734.25 and expenses in the amount of \$155,135.59 (the "Application").

Objections or responses to the Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, on or before July 10, 2003, at 4:00

<sup>1</sup> 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.; Favarr 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.

p.m. prevailing Eastern Time.

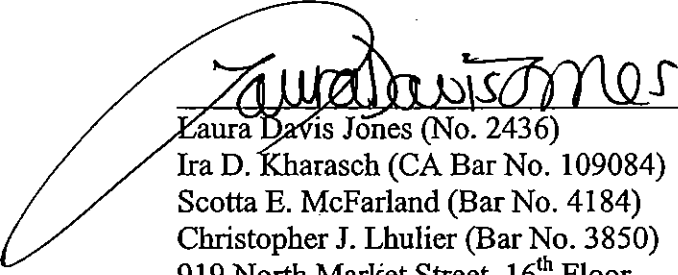
At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Fleming Companies, Inc., *et al.*: Ted Stenger, 1945 Lakeport Drive, P.O. Box 299013, Lewisville, Texas 75029; (ii) Co-counsel to Debtors: Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705; and Richard Wynne, Esquire, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, CA 90017; (iii) the Office of the United States Trustee, Attention: Joseph McMahon, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801-3519; and (iv) counsel to the Official Committee of Unsecured Creditors: Dennis F. Dunne, Esquire, Milbank, Tweener Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York, 10005; and I. William Cohen, Esquire, Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, MI 48243-1157, and David M. Fournier, Esquire, Pepper Hamilton LLP 1201 Market Street, Suite. #1600, Wilmington, DE 19899.

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF  
OBJECTIONS OR RESPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS  
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION  
WITHOUT FURTHER NOTICE OR HEARING.

Dated: June 20, 2003

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



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Laura Davis Jones (No. 2436)

Ira D. Kharasch (CA Bar No. 109084)

Scotta E. McFarland (Bar No. 4184)

Christopher J. Lhulier (Bar No. 3850)

919 North Market Street, 16<sup>th</sup> Floor

P.O. Box 8705

Wilmington, DE 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-Counsel for the Debtors and  
Debtors in Possession