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.	)	**Objections Due By: July 15, 2003 at 12:00 noon**
	)	**Hearing Date: July 17, 2003 at 3:00 p.m.**

NOTICE OF FILING OF FEE APPLICATION

TO: United States Trustee
Counsel for the Committee
Debtors' Senior Lenders
Parties Requesting Notice Pursuant to Bankruptcy Rule 2002

The Food Partners, LLC, retail grocery financial advisor to the debtors and debtors in possession in the above-captioned cases (the "Debtors"), has filed its First and Final Application of The Food Partners, LLC for Compensation for Services Rendered and Reimbursement of Expenses as retail grocery financial advisor to the Debtors for the sale of Debtor's nine California retail grocery stores to Save Mart Supermarkets and Ralphs Grocery Company seeking fees in the amount of $470,779.25 and expenses in the amount of $884.68 (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,

[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.

824 Market Street, 6th Floor, Wilmington, Delaware 19801, on or before July 15, 2003, at 4:00 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) Counsel to the 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 (ii) Office of the U.S. Trustee, 844 King Street, Room 2311, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE RELIEF REQUESTED IN THE APPLICATION MAY BE GRANTED WITHOUT FURTHER NOTICE OR HEARING. A HEARING ON THE APPLICATION SHALL BE HELD ON JULY 17, 2003 AT 3:00 P.M. BEFORE THE HONORABLE MARY F. WALRATH AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, WILMINGTON, DELAWARE 19801.

Dated: June 25, 2003

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

Laura Davis Jones (Bar No. 2436)
Christopher J. Lhulier (Bar No. 3850)
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Counsel for Debtors and Debtors in Possession

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