

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
Fleming Companies, Inc., <u>et al.</u> , 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.

**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**

Name of Applicant: The Food Partners, LLC ("TFP").

Authorized to Provide Professional Services to: The Debtors and Debtors in Possession.

Date of Retention: consensual proposed order submitted on June 24, 2003 under certification of counsel (currently pending) (seeking retention *nunc pro tunc* to May 9, 2003)

Assets for which Compensation and Reimbursement is Sought: For the sale of Debtor's nine California retail grocery stores sold to Save Mart Supermarkets and Ralphs Grocery Company.

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.

Amount of Compensation Sought as Actual, Reasonable and Necessary:

\$470,779.25.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and

Necessary: \$884.68.

This is a: monthly interim final application.

**COMPENSATION FOR THE SALE OF DEBTOR'S THE CALIFORNIA RETAIL
GROCERY STORES**

Save Mart – 6 California Stores	
Sale of Fixed Assets, Goodwill, etc.	\$22,250,000.00
Sale of Inventory/Cash on Hand	\$4,503,209.00
Assumption of Capitalized Leases	<u>\$9,537,335.07</u>
Total Amount of Assets Sold and Liabilities Assumed	\$36,290,544.07
Divestiture Fee (calculated at 1.0% of assets sold and liabilities assumed)	\$362,905.44
Ralph's – 3 California Stores	
Sale of Fixed Assets, Goodwill, etc.	\$5,000,000.00
Sale of Inventory/Cash on Hand	\$2,181,437.00
Assumption of Capitalized Leases	<u>\$3,605,944.37</u>
Total Amount of Assets Sold and Liabilities Assumed	\$10,787,381.37
Divestiture Fee (calculated at 1.0% of assets sold and liabilities assumed)	\$107,873.81
Total Divestiture Fees	\$470,779.25

EXPENSE SUMMARY

Trip to New York for Auction of 9 California Stores (May 30, 2003)	
Airfare	\$479.50
Ground Transportation	\$181.00
Meals	<u>\$9.63</u>
Total	\$670.13
Trip to Delaware for Bankruptcy Court Hearing (June 4, 2003)	
Ground Transportation	\$51.00
Meals	<u>\$25.53</u>
Total	\$76.53
FedEx Expenses	\$138.02
Total Expenses	\$884.68

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.

**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**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Interim Fee Application and Expense Reimbursement Procedures, entered April 22, 2003 (the “Administrative Order”), The Food Partners, LLC (“TFP”) hereby submits its First and Final Application of The Food Partners, LLC for Allowance and 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 (the “Application”).

By this Application, TFP seeks a final allowance of compensation in the amount of \$470,779.25 and reimbursement of actual and necessary expenses in the amount of \$884.68 for a total of

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.

\$471,663.93 for the sale of Debtor's nine California retail grocery stores to Save Mart Supermarkets and Ralphs Grocery Company. In support of this Application, TFP respectfully represents 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 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 this case. An official committee of unsecured creditors (the "Committee") was appointed on April 10, 2003.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

3. The application for retention of TFP as retail grocery financial advisor to the Debtors was filed with the Court on April 19, 2003 (Docket No. 939) (the "Employment Application"). On April 29, 2003, the Office of the United States Trustee (the "UST") filed an objection to the Application (Docket No. 1138). On June 2, 2003, the Official Committee of Unsecured Creditors (the "Committee") filed an objection to the Employment Application (Docket No. 1225). The objections of the UST and the Committee were resolved and on June 24, 2003, the Debtors submitted a revised proposed order regarding the Employment Application under certification of Counsel (Docket No. 1627). Through the Employment Application, TFP seeks authority to be compensated on a contingent fee basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**TFP'S APPLICATION FOR COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES**

Requested Relief

4. By this Application, TFP requests that the Court approve the final allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by TFP for the sale of Debtor's nine California retail grocery stores to Save Mart Supermarkets and Ralphs Grocery Company.

5. At all relevant times, TFP has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interests of the estate.

6. All Services for which TFP requests compensation were performed for or on behalf of the Debtors.

7. TFP 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 the matters covered by this Application. There is no agreement or understanding between TFP and any other person other than the members of TFP for the sharing of compensation to be received for services rendered in these cases.

8. The professional services and related expenses for which TFP requests final allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in the discharge of TFP's professional responsibilities as retail grocery financial advisor for the Debtors in these chapter 11 cases. TFP's services have been necessary and beneficial to Debtors, their estates, creditors, and other parties in interest.

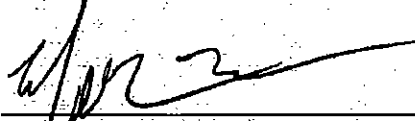
9. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by TFP is fair and

reasonable given (a) the complexity of these 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 this title.

WHEREFORE, TFP respectfully requests that the Court enter an order, substantially in the form attached hereto, providing that, for the sale of Debtor's nine California retail grocery stores to Save Mart Supermarkets and Ralphs Grocery Company, a final allowance be made to TFP in the sum of \$470,779.25 as compensation for necessary professional services rendered, and the sum of \$884.68 for reimbursement of actual necessary costs and expenses, for a total of \$471,663.93, that such sums be authorized for payment, and for such other and further relief as this Court may deem just and proper.

Dated: June 25, 2003

THE FOOD PARTNERS, LLC



Matthew S. Morris, Principal
975 East Tower
1300 Eye Street, NW
Washington, DC 20005
Tel.: (202) 589-0434

Retail Grocery Financial Advisor for Fleming Companies,
Inc., et al., Debtors and Debtors in Possession

VERIFICATION

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

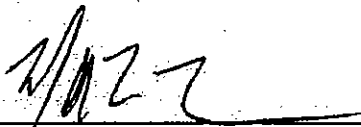
Matthew S. Morris, after being duly sworn according to law, deposes and says:

- a) I am a Principal with the applicant, The Food Partners, LLC ("TFP").
- b) I have personally performed some of the financial advisory services

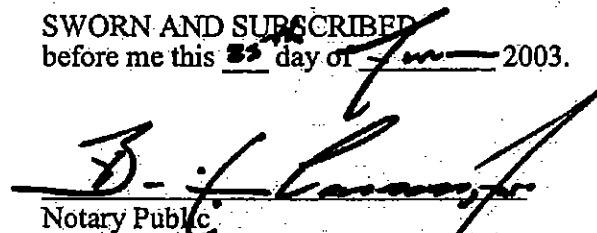
rendered by TFP as retail grocery financial advisor to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the professionals and paraprofessionals of TFP.

- c) I have reviewed the foregoing Application and the facts set forth therein

are true and correct to the best of my knowledge, information and belief.


Matthew S. Morris

SWORN AND SUBSCRIBED
before me this 22nd day of June 2003.


Notary Public
My Commission Expires:

BERNIE L. CARSON, JR.
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires February 28, 2007

