

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 Deadline: July 15, 2003 at 4:00 p.m. prevailing Eastern time  
Hearing Date: To be determined, if necessary

**NOTICE OF FILING SECOND MONTHLY APPLICATION OF KIRKLAND &  
ELLIS FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE INTERIM PERIOD MAY 1 THROUGH MAY 31, 2003**

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

Kirkland & Ellis, co-counsel to the debtors and debtors in possession in the  
above-captioned chapter 11 case, filed and served the *Second Monthly Application Of Kirkland  
& Ellis For Allowance Of Administrative Claim For Compensation And Reimbursement Of  
Expenses For The Interim Period May 1 through May 31, 2003*, seeking fees in the amount of  
\$1,613,057.20 (80% of \$2,016,321.50<sup>2</sup>) and expenses in the amount of \$63,841.97 (the  
“Application”).

<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.; 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.

<sup>2</sup> K&E is not seeking compensation in connection with summer associates, or in connection with professionals and paraprofessionals who have performed discrete tasks, and, accordingly, has voluntarily reduced its fees in the amount of \$18,910.00

The Application is submitted pursuant to the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement Expenses for Professionals and Committee Members entered by this Court on April 22, 2003 (the "Fee Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6<sup>th</sup> 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 objection or response upon:

(1) counsel to the Debtors, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; and (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esquire.

A HEARING ON THE APPLICATION WILL BE HELD AT THE COURT'S  
CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

Dated: June 25, 2003

KIRKLAND & ELLIS  
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and

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



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Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
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Christopher J. Lhulier (Bar No. 3850)  
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