

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 31, 2003 at 4:00 p.m. prevailing Eastern time  
Hearing Date: To be determined, if necessary

**NOTICE OF FILING FEE APPLICATION**

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.

Kekst and Company, Inc., communications consultants to the debtors and debtors  
in possession in the above-captioned chapter 11 case, filed and served the *Second Interim Fee  
Application for Approval of Professional Fees and Expenses Incurred by Kekst and Company,  
Inc. as Communications Consultants to the Debtors for the Period from June 1, 2003 through  
June 30, 2003*, seeking fees in the amount of \$21,040.00 (80% of \$26,300.00) and expenses in  
the amount of \$2,218.89 (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.

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 31, 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; (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Julie Compton, Esquire; and (4) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 1005, Attn: Dennis F. Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, Attn: I. William Cohen, Esquire, and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, Delaware, Attn: David M. Fournier, Esquire

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

July 11, 2003

KIRKLAND & ELLIS  
James H. M. Sprayregen, P.C. (ARDC No. 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Geoffrey A. Richards (ARDC No. 6230120)  
Shirley S. Cho (CA Bar No, 192616)  
777 South Figueroa Street  
Los Angeles, CA 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500

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)  
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, Delaware 19899-8705 (Courier No. 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Co-Counsel for the Debtors and Debtors in Possession