

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.)	

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

David W. Elmquist declares as follows:

1. I am a shareholder of the firm of Winstead Sechrest & Minick P.C. (the "Firm"), which maintains offices at 5400 Renaissance Tower, 1201 Elm Street, Dallas, Texas 75270.

2. This Affidavit is submitted in connection with an order of the United States Bankruptcy Court for the District of Delaware entered May 22, 2003 authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' Chapter 11 cases (the "Chapter 11 Cases"). The Debtors have requested, and the Firm has agreed, to continue to represent and advise the Debtors pursuant to Section 327 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code").

3. The Firm is currently providing services to the Debtors on three separate matters. The scope of services that the Firm proposes to provide to the Debtors in connection with these matters includes the following:

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.

Matter	Description of Services
Crump Foods, Inc.— 2000 Loan	Monitor compliance of Chapter 11 plan pursuant to confirmation order and conclude the guarantor litigation in the Dallas County district court.
Torrey Square One, Ltd.	Defend suit by a landlord for failure to pay rent and prosecute counterclaim.
General Corporate	Handle minor corporate matters as requested by client.

4. The rates that the Firm proposes to charge for its services are as follows:

Name	Title	Rate
Robert E. Crawford	Shareholder	\$450.00
Roger J. Allen	Shareholder	\$375.00
Jeff Carruth	Associate	\$250.00
Tom C. Van Arsdel	Associate	\$225.00
Sheri L. Watson	Associate	\$210.00
Jaime Myers	Associate	\$175.00
Elisa Weaver	Paralegal	\$130.00
Karen Bibby	Paralegal	\$ 80.00

5. To the best of my knowledge, formed after due inquiry, the Firm does not have any connection with the Debtors (except as noted in paragraph 3 above) or currently represent any of their creditors, other parties-in-interest, the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which it is to be engaged, and the Firm does not, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, hold or represent any interest adverse to the Debtors, their estates or any class of creditors or equity interest holders, except Winstead has represented and currently represents Guaranty Bank as a pre-petition lender to the Fleming Companies under the Credit Agreement dated June 18, 2002.

6. Thus, I believe that the Firm's representation of the Debtors is not adverse to the Debtors' interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such services impair the Firm's ability to represent the Debtors in the ordinary course in these Chapter 11 Cases.

7. In addition, although unascertainable at this time after due inquiry, due to the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may represent certain other creditors of the Debtors, or certain parties owing monies for services rendered and disbursements incurred, in discrete matters entirely unrelated to the Debtors and their estates, but in this regard, the Firm's work for these clients will not include representation on any matters relating to the Chapter 11 Cases.

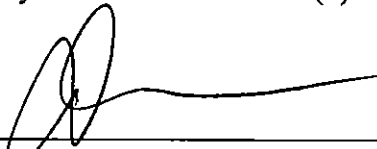
8. The Firm's process of ascertaining what, if any, connection it may have with any interest adverse to the Debtors, their estates or any class of creditors or equity interest holders, consists of consisted of (i) checking conflicts at the time files are opened for the Fleming Companies and determining that there are any conflicts, and (ii) checking the Firm's business records to confirm that the Firm is not representing any other party in the Chapter 11 Cases.

9. The Firm is currently owed \$18,950.26 on account of pre-petition services. This debt is partially secured by pre-petition retainers in the aggregate amount of \$15,092.93.

10. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors or equity interest holders, as identified to the Firm, with respect to the matters in which the Firm will be engaged.

11. The firm further states that it has not shared, nor agreed to share any compensation received in connection with the Chapter 11 Cases with another party or person, other than as permitted by Section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

12. The foregoing constitutes the statement of the Firm pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

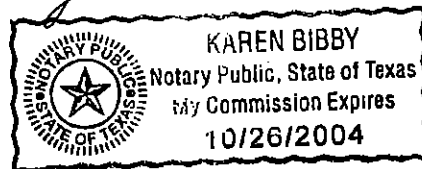


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Sworn to before me
this 9th day of July, 2003.



Notary Public



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