

IN THE UNITED STATES BANKRUPTCY COURT
FOR DISTRICT OF DELAWARE

In re:) Chapter 11
)
FLEMING COMPANIES, INC., et al.,) Case No. 03-10945 (MFW)
)
Debtors.) (Jointly Administered)
)
)
) **Objection Deadline: 8/11/03 at 4:00 p.m.**
) **Hearing Date: To be determined**

NOTICE OF APPLICATION

TO: U.S. Trustee, counsel to the Debtors, and counsel to Debtors' primary post-petition secured lenders.

Compass SRP Associates LLP, investment banking advisors, (hereinafter referred to as "Applicant") has filed its **First Monthly Fee Statement for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period April 16, 2003 Through May 31, 2003** (the "Application").

You are required to file a response to the attached application on or before **August 11, 2003 at 4:00 p.m. Eastern Standard Time.**

At the same time, you must also serve a copy of the response upon Applicants:

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PEPPER HAMILTON LLP
I. William Cohen, Esq.
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100 Renaissance Center
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A HEARING ON THE APPLICATION WILL BE SCHEDULED at the Court's convenience before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor Wilmington, Delaware 19801 only if objections to the Application are filed.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: July 24, 2003

Respectfully submitted,



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*Attorneys for the Official Committee of
Unsecured Creditors*