

**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-11
	§	(Jointly Administered)
	§	
	§	Mary F. Walrath
Debtors.	§	United States Bankruptcy Judge

**NOTICE OF FILING OF FEE APPLICATION AND REQUEST FOR
REIMBURSEMENT OF EXPENSES BY PRICEWATERHOUSECOOPERS LLP**

PLEASE TAKE NOTICE that on July 24, 2003, PricewaterhouseCoopers LLP filed an application for fees and reimbursement of expenses (the "Application") requesting \$146,500.00 in fees and \$7,105.61 in expenses for a total of \$153,605.61 for the period June 1, 2003 through June 30, 2003.² To request a copy of the Application, please contact Lawrence F. Ranallo at (214) 754-5298.

PLEASE TAKE FURTHER NOTICE that any responses to the Application must be in writing and filed with the Clerk of the United States Bankruptcy Court at 824 North Market Street, 5th Floor, Wilmington, Delaware 19801, before close of business on August 14, 2003, which is twenty (20) days from the date of service hereof.

PLEASE TAKE FURTHER NOTICE that any response must be in writing and filed with the Clerk, and a copy must be served upon all parties set forth on the service list

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.

attached hereto as Exhibit A (the "Notice Parties"), with a copy to Lawrence Ranallo, PricewaterhouseCoopers LLP; 2001 Ross Avenue, Suite 1800, Dallas, Texas 75201, on or before close of business on August 14, 2003, which is twenty (20) days from the date of the service hereof. If a response is timely filed, a separate notice of hearing will be sent to the objecting party.

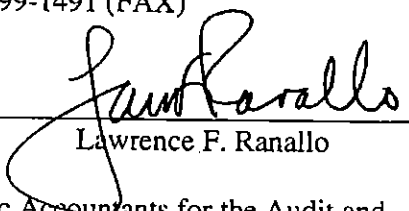
DATED: _____

Dallas, Texas

Respectfully submitted,

PRICEWATERHOUSECOOPERS LLP
2001 Ross Avenue
Suite 1800
Dallas, Texas 75201
(214) 754-5298
(214) 999-1491 (FAX)

By: _____


Lawrence F. Ranallo

Forensic Accountants for the Audit and
Compliance Committee of the Board of
Directors of the Debtors

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing NOTICE UNDER LOCAL RULE 9013(g) was served on the 24th day of July, 2003, via United States Mail, with the first-class postage affixed, to those other parties listed in the attached Service List.


Diane Schroeder

² This fee application also includes 8 hours of time incurred from the May 1, 2003 - May 31, 2003 time period that was inadvertently omitted from the previous fee application.