

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. )

**CERTIFICATION OF NO OBJECTION  
REGARDING DOCKET NO. 2710  
(NO ORDER REQUIRED)**

The undersigned hereby certifies that, as of the date hereof, he has received no answer, objection or other responsive pleading to the *Second Fee Application of Rider Bennett, LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period June 1, 2003 through June 30, 2003* (the "Application"). The undersigned further certifies that he has caused the Court's docket in this case to be reviewed and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the *Notice of Second Fee Application of Rider Bennett, LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period June 1, 2003 through June 30, 2003*, objections to the Application were to be filed and served no later than August 25, 2003 at 4:00 p.m.

---

<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.

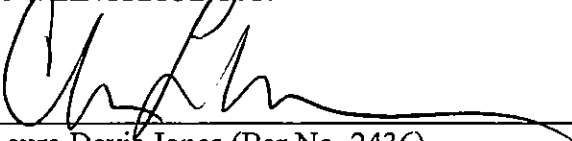
Pursuant to Administrative Order Under 11 U.S.C. §§ 105(a) and 331  
Establishing Procedures for Interim Compensation and Reimbursement of Expenses for  
Professionals and Committee Members (the "Order") [Docket No. 561], the Debtors are  
authorized to pay to Rider Bennett, LLP \$26,062.40 which represents 80% of the fees  
(\$32,578.00) and \$1,366.84, which represents 100% of the expenses, requested in the  
Application for the period June 1, 2003 through June 30, 2003, upon the filing of this  
Certification and without the need for entry of a Court order approving the Application.

Dated: September 5, 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.



---

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