

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)
) (Jointly Administered)
Debtors.)

**CERTIFICATION OF NO OBJECTION
REGARDING DOCKET NO. 2901
(NO ORDER REQUIRED)**

The undersigned hereby certifies that, as of the date hereof, she has received no answer, objection or other responsive pleading to the *Third Monthly Application of Ernst & Young LLP as Internal Auditor and Tax Accountant to the Debtors and Debtors in Possession for Interim Compensation and Reimbursement of Professional Expenses for the Interim Period June 1, 2003 through June 30, 2003* (the "Application"). The undersigned further certifies that she 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 Filing Third Application of Ernst & Young LLP as Internal Auditor and Tax Accountant to the Debtors and Debtors in Possession for Interim Compensation and Reimbursement of Professional 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 28, 2003 at 4:00 p.m.

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.

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 Ernst & Young LLP \$781,164.80 which represents 80% of the fees (\$976,456.00) and \$16,667.00, 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

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