

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
Fleming Companies, Inc., <i>et al.</i> , ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	

Objection Deadline: October 16, 2003 at 4:00 p.m. prevailing Eastern time
Hearing Date: To Be Determined, Only If Objections Are Timely Filed

**NOTICE OF MONTHLY APPLICATION OF PRICEWATERHOUSECOOPERS LLP
AS FORENSIC ACCOUNTANTS FOR THE AUDIT AND COMPLIANCE
COMMITTEE OF THE BOARD OF DIRECTORS OF THE DEBTORS FOR INTERIM
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM
AUGUST 1, 2003 THROUGH AUGUST 31, 2003**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders,
(c) counsel to the Official Committee of Unsecured Creditors, (d) the Debtors, and (e)
counsel to the Debtors

PricewaterhouseCoopers LLP, forensic accountants for the audit and compliance
committee of the board of directors of the debtors and debtors in possession in the above-
captioned chapter 11 case, filed and served the *Monthly Application Of PricewaterhouseCoopers
LLP As Forensic Accountants For The Audit And Compliance Committee Of The Board Of
Directors Of The Debtors For Interim Compensation For Services Rendered And
Reimbursement Of Actual And Necessary Expenses Incurred From August 1, 2003 Through*

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.

August 31, 2003, seeking fees in the amount of \$44,948.00 (80% of \$54,935.00) and expenses in the amount of \$2,106.93 (the Application”).

The Application is submitted pursuant to the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement Expenses for Professionals and Committee Members entered by this Court on April 22, 2003 (the “Fee Order”).

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before October 16, 2003, at 4:00 p.m. prevailing Eastern Time.

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

(1) counsel to the Debtors, Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Julie Compton, Esquire; and (4) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York

1005, Attn: Dennis F. Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center,
Suite 3600, Detroit, Michigan 48243-1157, Attn: I. William Cohen, Esquire, and Pepper
Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, Delaware, Attn: David M.
Fournier, Esquire.

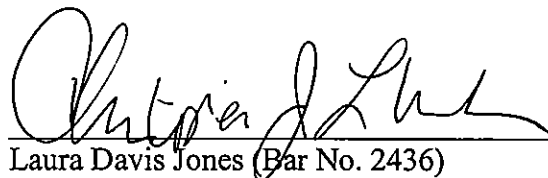
A HEARING ON THE APPLICATION WILL BE HELD AT THE COURT'S
CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

Dated: September 26 2003

KIRKLAND & ELLIS LLP
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—and—

PACHULSKI, STANG, ZIEHL, YOUNG, JONES
& WEINTRAUB P.C.



Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
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Co-Counsel for the Debtors and Debtors in Possession