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.	)	
	)	Re: Docket No. 3235

ORDER APPROVING FIRST QUARTERLY INTERIM APPLICATION OF ERNST & YOUNG LLP AS INTERNAL AUDITOR AND TAX ACCOUNTANT TO THE DEBTORS AND DEBTORS IN POSSESSION FOR COMPENSATION AND REIMBURSEMENT OF PROFESSIONAL EXPENSES FOR THE PERIOD APRIL 1, 2003 THROUGH JUNE 30, 2003

Upon consideration of the first quarterly interim application ('the "Application"), for compensation and reimbursement of expenses of Ernst & Young LLP (the "Professional") seeking certain fees and expenses, and adequate notice of the hearing to consider such Application having been given; and the Office of the United States Trustee (the "OUST") having filed an objection to the Application (the "Objection"); and the parties having resolved the Objection; and after due deliberation; and sufficient cause appearing therefore; it is hereby

ORDERED that the Application is approved; and it is further

[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.

ORDERED that the Debtors are authorized to pay, on an interim basis, the fees and expenses listed on Exhibit A attached hereto, to the extent such amounts have not previously been paid to the Professional.

Dated: _____, 2003

_____
THE HONORABLE MARY F. WALRATH
CHIEF UNITED STATES BANKRUPTCY JUDGE

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Ernst & Young LLP (Internal Tax Auditors and Tax Accountants to the Debtors) (Docket No. 1367) CNO Docket No. 1806	4/1/2003 – 4/30/2003	$991,725.00 (fees) $11,418.00 (expenses) $1,003,143.00 (Total)	$793,380.00 (fees) $11,418.00 (expenses) $804,798.00 (Total)	$198,345.00 (fees)
Ernst & Young LLP (Docket No. 1732) CNO Docket No. 2078	5/1/2003 – 5/31/2003	$983,218.15 (fees) $14,430.00 (expenses) $997,648.15 (Total)	$786,574.52 (fees) $14,430.00 (expenses) $801,004.52 (Total)	$196,643.63 (fees)
Ernst & Young LLP (Docket No. 2901) CNO Docket No. 3560	6/1/2003 – 6/30/2003	$976,456.00 (fees) $16,667.00 (expenses) $993,123.00 (Total)	$781,164.80 (fees) $16,667.00 (expenses) $797,831.80 (Total)	$195,291.20 (fees)
Ernst & Young LLP **First Quarterly (Docket No. 3235)** **TOTALS:**	**4/1/2003** – **6/30/2003**	**$2,951,399.15 (fees)** **$42,515.00 (expenses)** **$2,993,914.15 (Total)**	**$2,361,119.32 (fees)** **$42,515.00 (expenses)** **$2,403,634.32 (Total)**	**$590,279.83 (fees)**