

Exhibit B

<u>Matter #</u>	<u>Matter Description</u>	<u>Service Description</u>	<u>Amount</u>
<b>3 Adversary Proceedings &amp; Contested Matter</b>		Telephone	\$ 160.80
		Fax Telephone Charge	\$ 1.66
		Fax Charge	\$ 109.50
		Standard Copies	\$ 1,427.30
		Tabs/Indexes/Dividers	\$ 6.60
		Scanned Images	\$ 47.85
		Postage	\$ 1.11
		Overnight Delivery	\$ 450.68
		Outside Messenger Services	\$ 76.23
		Local Transportation	\$ 63.40
		Calendar/Court Services	\$ 20.00
		Professional Fees	\$ 1,000.00
		Outside Paralegal Assistance	\$ 10.00
		Outside Copy/Binding Services	\$ 140.00
		Information Broker Doc/Svcs	\$ 6.00
		Computer Database Research	\$ 4,163.17
		Overtime Transportation	\$ 32.05
		Overtime Meals	\$ 39.00
		Overtime Meals - Attorney	\$ 218.47
		Secretarial Overtime	\$ 222.81
		Word Processing Overtime	\$ 382.16
		Miscellaneous Office Expenses	\$ 12.50
			<b>\$ 8,591.29</b>
<b>5 Business Operations</b>		Telephone	\$ 51.86
		Standard Copies	\$ 11.50
		Scanned Images	\$ 95.85
		Overnight Delivery	\$ 11.27
		<b>\$ 170.48</b>	
<b>6 Case Administration</b>		Telephone	\$ 3,639.91
		Fax Telephone Charge	\$ 26.08
		Fax Charge	\$ 635.57
		RightFAX Charge	\$ 3.00
		Standard Copies	\$ 996.80
		Binding	\$ 24.50
		Tabs/Indexes/Dividers	\$ 12.00
		Scanned Images	\$ 181.80
		CD-ROM Duplicates	\$ 45.00
		Postage	\$ 29.75
		Overnight Delivery	\$ 122.02
		Airfare	\$ -
		Court Reporter Fee/Deposition	\$ 340.10
		Outside Copy/Binding Services	\$ 2,857.20
		Computer Database Research	\$ 79.42
		Overtime Meals - Attorney	\$ 64.00
	Secretarial Overtime	\$ 368.13	
	Word Processing Overtime	\$ 968.37	
		<b>\$ 10,393.65</b>	

<b>7 Cash, Collateral/DIP Financing</b>	Telephone	\$	7.67
	Scanned Images	\$	0.75
	Overtime Meals - Attorney	\$	101.87
		\$	<b>110.29</b>
<b>8 Claims Estimate, Objection &amp; Resolution</b>	Telephone	\$	37.79
	Standard Copies	\$	124.20
	Tabs/Indexes/Dividers	\$	1.50
	Scanned Images	\$	1.05
	Overnight Delivery	\$	100.49
	Overtime Transportation	\$	16.50
	Word Processing Overtime	\$	26.66
	\$	<b>308.19</b>	
<b>9 Corporate and Securities Matters</b>	Telephone	\$	749.43
	Fax Charge	\$	73.50
	Standard Copies	\$	247.40
	Scanned Images	\$	18.90
	Overnight Delivery	\$	56.65
	Transportation to/from airport	\$	54.06
	Travel Meals	\$	151.00
	Working Meals/K&E Only	\$	323.30
	Working Meals/K&E and Others	\$	44.12
	Computer Database Research	\$	210.31
	Overtime Meals - Attorney	\$	20.10
	\$	<b>1,948.77</b>	
<b>10 Creditors/Shareholder's Inquiries</b>	Telephone	\$	11.22
	Standard Copies	\$	5.30
	Scanned Images	\$	0.15
		\$	<b>16.67</b>
<b>11 Disclosure/Plan/Confirmation</b>	Telephone	\$	184.77
	Fax Telephone Charge	\$	6.44
	Fax Charge	\$	85.50
	Standard Copies	\$	133.40
	Scanned Images	\$	28.80
	Overtime Transportation	\$	13.00
	\$	<b>451.91</b>	
<b>12 Employee Benefits/Pension</b>	Telephone	\$	1.66
	Standard Copies	\$	19.80
	Tabs/Indexes/Dividers	\$	0.70
		\$	<b>22.16</b>
<b>13 Employee Issues</b>	Telephone	\$	20.86
	Fax Charge	\$	4.50
	Scanned Images	\$	5.85
	Computer Database Research	\$	97.55
		\$	<b>128.76</b>
<b>14 Environmental Counseling</b>	Postage	\$	0.60

	Overtime Meals - Attorney	\$	11.86
		\$	<b>12.46</b>
<b>15 Executory Contracts</b>	Telephone	\$	113.90
	Fax Charge	\$	2.25
	Standard Copies	\$	0.40
	Scanned Images	\$	0.30
	Computer Database Research	\$	496.40
	Overtime Meals - Attorney	\$	13.20
	Word Processing Overtime	\$	194.91
		\$	<b>821.36</b>
<b>20 K&amp;E Fee Applications &amp; Monthly Statement</b>	Telephone	\$	9.37
	Fax Telephone Charge	\$	2.70
	Fax Charge	\$	27.00
	Standard Copies	\$	414.60
	Scanned Images	\$	364.50
	Information Broker Doc/Svcs	\$	13.20
	Overtime Transportation	\$	13.00
	Overtime Meals	\$	12.00
	Secretarial Overtime	\$	609.99
	Word Processing Overtime	\$	106.65
		\$	<b>1,573.01</b>
<b>23 PACA Claims</b>	Telephone	\$	34.28
	Fax Telephone Charge	\$	1.45
	Fax Charge	\$	11.25
	Standard Copies	\$	35.70
	Tabs/Indexes/Dividers	\$	2.00
	Scanned Images	\$	9.00
	Postage	\$	0.83
	Overnight Delivery	\$	163.55
	Outside Messenger Services	\$	134.40
	Computer Database Research	\$	176.98
	Overtime Transportation	\$	76.85
	Overtime Meals	\$	30.00
	Secretarial Overtime	\$	203.44
	Word Processing Overtime	\$	364.38
		\$	<b>1,244.11</b>
<b>24 Reclamation</b>	Telephone	\$	44.47
	Fax Telephone Charge	\$	6.03
	Fax Charge	\$	69.00
	Scanned Images	\$	12.00
	Overnight Delivery	\$	89.98
	Local Transportation	\$	5.00
	Computer Database Research	\$	49.09
	Overtime Transportation	\$	87.30
	Overtime Meals	\$	60.00
	Overtime Meals - Attorney	\$	42.40
	Secretarial Overtime	\$	177.74
	Word Processing Overtime	\$	888.71

		\$	<b>1,531.72</b>
<b>25 Relief from Stay</b>	Telephone	\$	65.29
	Fax Charge	\$	5.25
	Standard Copies	\$	0.20
	Scanned Images	\$	3.90
	Postage	\$	0.74
	Expert Fees	\$	16,429.69
	Computer Database Research	\$	260.52
		\$	<b>16,765.59</b>
<b>26 Retention of Professionals</b>	Telephone	\$	3.96
	Fax Telephone Charge	\$	2.91
	Fax Charge	\$	40.50
		\$	<b>47.37</b>
<b>29 Tax Issues</b>	Telephone	\$	121.24
	Fax Telephone Charge	\$	3.32
	Fax Charge	\$	21.00
	Scanned Images	\$	0.15
	Postage	\$	0.74
	Computer Database Research	\$	229.99
	Overtime Transportation	\$	6.00
	Overtime Meals - Attorney	\$	55.20
	Word Processing Overtime	\$	35.55
		\$	<b>473.19</b>
<b>30 Travel</b>	Telephone	\$	1,380.99
	Fax Charge	\$	168.37
	Standard Copies	\$	2.30
	Scanned Images	\$	5.85
	Local Transportation	\$	108.40
	Travel Expense	\$	7,208.00
	Airfare	\$	28,360.48
	Transportation to/from airport	\$	3,921.73
	Travel Meals	\$	1,294.86
	Car Rental	\$	1,049.37
	Other Travel Expenses	\$	506.64
	Overtime Transportation	\$	64.04
		\$	<b>44,071.03</b>
<b>31 Use, Sale or Lease Property/Abandonment</b>	Telephone	\$	1,017.29
	Fax Telephone Charge	\$	2.08
	Fax Charge	\$	43.50
	RightFAX Charge	\$	5.25
	Standard Copies	\$	547.60
	Tabs/Indexes/Dividers	\$	3.60
	Scanned Images	\$	76.95
	Overnight Delivery	\$	277.31
	Outside Messenger Services	\$	11.30
	Local Transportation	\$	56.40
	Outside Copy/Binding Services	\$	184.90

	Computer Database Research	\$	2,622.40
	Overtime Transportation	\$	269.78
	Overtime Meals	\$	36.00
	Overtime Meals - Attorney	\$	217.42
	Secretarial Overtime	\$	2,184.30
	Word Processing Overtime	\$	729.16
		\$	<b>8,285.24</b>
<b>33 File, Docket, Calendar Maintenance</b>	Telephone	\$	5.81
	Fax Telephone Charge	\$	10.39
	Fax Charge	\$	132.75
	Standard Copies	\$	338.30
	Tabs/Indexes/Dividers	\$	5.00
	Scanned Images	\$	18.15
	Postage	\$	1.06
	Overnight Delivery	\$	40.78
	Information Broker Doc/Svcs	\$	570.80
	Computer Database Research	\$	530.08
	Overtime Transportation	\$	84.02
		\$	<b>1,737.14</b>
<b>34 Hearings</b>	Telephone	\$	206.08
	Fax Telephone Charge	\$	6.86
	Fax Charge	\$	52.50
	Standard Copies	\$	618.80
	Scanned Images	\$	10.35
	Overnight Delivery	\$	61.90
	Local Transportation	\$	400.00
	Computer Database Research	\$	54.09
	Overtime Transportation	\$	100.35
	Secretarial Overtime	\$	71.10
		\$	<b>1,582.03</b>
<b>35 Insurance</b>	Telephone	\$	0.50
	Scanned Images	\$	0.15
		\$	<b>0.65</b>
			<b>\$ 100,287.07</b>
<b>Grand Total</b>			

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. )

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE )  
) SS:  
COUNTY OF NEW CASTLE )

Bruce Dean Campbell being duly sworn according to law, deposes and says that he is employed by the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. and that on the 24<sup>th</sup> day of October 2003 he caused a copy of the following documents to be served upon the following service list(s) in the manner indicated:

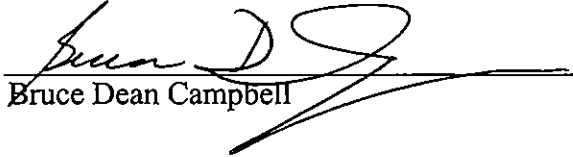
**1. Notice of Filing Fee Application;**

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<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.

2. **Sixth Monthly Application Of Kirkland & Ellis LLP For Allowance Of Administrative Claim For Compensation And Reimbursement Of Expenses For The Interim Period September 1 Through September 30, 2003; Exhibit A; and Exhibit B.**

October 24, 2003

  
\_\_\_\_\_  
Bruce Dean Campbell

Sworn to and subscribed before  
me this 24<sup>th</sup> of October, 2003

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 2-20-04

**DIANE K. POTTS**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
My commission expires Feb. 20, 2004



**Fleming Companies, Inc.  
Core Group Service List**

Case No. 03-28587

Document No. 71568

05 - Hand Delivery

06 - First Class Delivery

(Counsel for Fleming Companies, Inc.)

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Chris J. Lhulier, Esquire

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