

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.)	

**CERTIFICATION OF NO OBJECTION
REGARDING DOCKET NO. 4185
(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 *Sixth Monthly Application of Kirkland and Ellis LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period September 1, 2003 through September 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 of Fee Application*, objections to the Application were to be filed and served no later than November 13, 2003 at 4:00 p.m.

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 Kirkland and Ellis LLP \$1,297,606.40 which represents 80% of the fees

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.

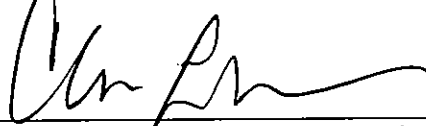
(\$1,622,008.00²) and \$100,287.07, which represents 100% of the expenses, requested in the Application for the period September 1, 2003 through September 30, 2003, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

November 17, 2003

KIRKLAND & ELLIS LLP
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 &
WEDNTRAUB 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, 16th 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

² K&E is not seeking compensation in connection with summer associates, or in connection with professionals and paraprofessionals who have performed discrete tasks, and, accordingly, has voluntarily reduced its fees in the amount of \$33,329.00.