

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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

**SUMMARY OF THE SECOND INTERIM APPLICATION OF  
KIRKLAND & ELLIS LLP FOR ALLOWANCE OF  
ADMINISTRATIVE CLAIM FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE INTERIM  
PERIOD JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Name of Applicant:	<u>Kirkland &amp; Ellis LLP</u>
Authorized to Provide Professional Services to:	<u>Fleming Companies, Inc., et al., Debtors and Debtors in Possession</u>
Date of Retention:	<u>Retention Order entered May 6, 2003, effective as of April 1, 2003</u>
Period for which compensation and reimbursement is sought:	<u>July 1, 2003 through September 30, 2003</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$6,872,830.50<sup>2</sup></u>
Amount of Expenses sought as actual, reasonable, and necessary:	<u>\$594,675.40</u>

This is an: \_\_\_ monthly  interim \_\_\_ final application.

<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.

<sup>2</sup> K&E is not seeking compensation in connection with certain professionals and paraprofessionals who spent minimal time representing the Debtors on discrete tasks during the Interim Fee Period and, accordingly, K&E has voluntarily reduced its fees in the amount of \$155,933.00.

Previously filed monthly fee applications:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Amount of Fees Approved on an Interim Basis	Amount of Expenses Approved on an Interim Basis
May 29, 2003	4/1 – 4/30/03	\$2,003,189.00	\$31,897.40	\$1,602,551.20	\$31,897.40
June 25, 2003	5/1 – 5/31/03	\$2,016,321.50	\$63,841.97	\$1,613,057.20	\$63,841.97
July 28, 2003	6/1 – 6/30/03	\$2,043,751.00	\$197,556.18	\$1,635,000.80	\$197,556.18
August 26, 2003	7/1 – 7/31/03	\$3,078,565.00	\$304,247.69	\$2,462,852.00	\$304,247.69
September 26, 2003	8/1 – 8/31/03	\$2,172,257.50	\$190,140.64	\$1,737,806.00	\$190,140.64
October 25, 2003	9/1 – 9/30/03	\$1,622,008.00	\$100,287.07	\$1,297,606.40	\$100,287.07

K&E has filed certificates of no objection with the Court with respect to the April through September Fee Applications<sup>3</sup> because no objections were filed with the Court within the respective objection periods. K&E has been paid interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested in the April through September Fee Applications.

This is the second interim application for compensation of services filed with the Court in these Chapter 11 Cases.

The K&E attorneys who rendered professional services in these Chapter 11 Cases from July 1, 2003 through September 30, 2003 ( the “Second Interim Fee Period”) are:

Name of Professional	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
James B. Allen	Associate - 2000	Real Estate	\$310.00	11.30	\$3,503.00
Ashley H Anderson	Associate - 2001	Corporate	\$345.00	252.90	\$87,250.50
Janet S Baer	Partner - 1982	Bankruptcy	\$625.00	119.50	\$74,687.50
Alexander Barnard	Associate - 1999	Litigation	\$420.00	96.80	\$40,656.00
Thomas L Bartlett-Svehla	Contract Attorney	Litigation	\$225.00	8.00	\$1,800.00
Heather D Bawden	Associate - 2002	Corporate	\$270.00	148.90	\$40,203.00
Richard S Berger	Of Counsel - 1967	Bankruptcy	\$625.00	246.40	\$154,000.00
Jack N Bernstein	Associate - 1995	Employee Benefits	\$410.00	165.70	\$67,937.00
Salvatore F Bianca	Associate - 2003	Bankruptcy	\$345.00	119.10	\$41,089.50

<sup>3</sup> Capitalized terms used but not defined herein shall have the meaning defined in the Second Interim Application of Kirkland & Ellis LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period July 1, 2003 Through September 30, 2003.

Name of Professional	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven E Bledsoe	Partner - 1992	Litigation	\$500.00	314.20	\$157,100.00
Erin N Brady	Associate - 2001	Bankruptcy	\$345.00	35.00	\$12,075.00
Tim P Brown	Visiting Attorney	Corporate	\$390.00	20.80	\$8,112.00
Robert T Buday	Partner - 1991	Real Estate	\$510.00	798.50	\$407,235.00
Damian D Capozzola	Partner - 1996	Litigation	\$410.00	525.00	\$215,250.00
Paul S Caruso	Associate - 1996	Corporate	\$410.00	12.00	\$4,920.00
Eugene F Chay	Associate - 1998	Litigation	\$375.00	154.70	\$58,012.50
Shirley S Cho	Associate - 1997	Bankruptcy	\$445.00	589.90	\$262,505.50
Eva H Davis	Partner - 1990	Corporate	\$545.00	405.30	\$220,888.50
Timothy D Elliott	Partner - 1996	Litigation	\$410.00	58.80	\$24,108.00
Michael G Fatall	Associate - 1997	Intellectual Property	\$375.00	53.40	\$20,025.00
Willard G Fraumann, P.C.	Partner - 1973	Corporate	\$660.00	55.80	\$36,828.00
Jason A Friedman	Associate - 2001	Real Estate	\$375.00	381.40	\$143,025.00
Raymond I Friedman	Associate - 2001	Bankruptcy	\$345.00	196.70	\$67,861.50
Christopher Frost	Associate - 1999	Litigation	\$395.00	64.70	\$25,556.50
Alexis Gabay	Contract Attorney	Bankruptcy	\$255.00	13.90	\$3,544.50
Julia Galyen	Contract Attorney	Bankruptcy	\$255.00	17.80	\$4,539.00
Evan R Gartenlaub	Associate - 1998	Bankruptcy	\$385.00	97.30	\$37,460.50
Seth J Gerson	Partner - 1995	Corporate	\$430.00	178.60	\$76,798.00
Marjon E Ghasemi	Associate - 2000	Bankruptcy	\$345.00 \$385.00	6.60 498.50	\$194,199.50
Nicole E Goldstein	Associate - 2002	Litigation	\$270.00	70.00	\$18,900.00
Mark E Grummer	Partner - 1976	Environment	\$445.00	15.00	\$6,675.00
Renee D Honigberg	Partner - 1995	Litigation	\$410.00	115.20	\$47,232.00
Vicki V Hood	Partner - 1977	Employee Benefits	\$615.00	81.50	\$50,122.50
Andrew G Horne	Associate - 2002	Litigation	\$345.00	138.50	\$47,782.50
Alison Hunter	Associate - 2000	Corporate	\$385.00	106.60	\$41,041.00
John S Irving, Jr.	Partner - 1965	Labor	\$495.00	95.20	\$47,124.00
Robert M Jason	Partner - 1981	Taxation	\$615.00	172.10	\$105,841.50
Courtney Jones	Contract Attorney	Bankruptcy	\$255.00	6.50	\$1,657.50
Natalie H Keller	Associate - 1997	Taxation	\$450.00	181.50	\$81,675.00
Michael H Kerr, P.C.	Partner - 1972	Corporate	\$660.00	14.50	\$9,570.00
Gregg Kirchhoefer	Partner - 1982	Intellectual Property	\$620.00	1.20	\$744.00
Steven R Kotarba	Associate - 1997	Bankruptcy	\$385.00 \$420.00	9.00 793.50	\$336,735.00
Constantine Koutsouvas	Associate - 1999	Corporate	\$375.00	8.60	\$3,225.00
Mark L Kovner	Partner - 1989	Litigation	\$445.00	18.50	\$8,232.50
Marcus Lee	Contract Attorney	Corporate	\$225.00	11.00	\$2,475.00
Lori A Lenard	Of Counsel - 1992	Employee Benefits	\$395.00	5.00	\$1,975.00
Eric C Liebeler	Partner - 1990	Litigation	\$525.00	476.70	\$250,267.50
Christian Lynn	Associate - 2002	Corporate	\$270.00	96.30	\$26,001.00
Nathaniel M Marrs	Partner - 1996	Real Estate	\$410.00	147.10	\$60,311.00
Elisabeth Martin	Associate - 2002	Corporate	\$310.00	10.70	\$3,317.00
Amit Mehta	Associate - 2000	Corporate	\$345.00	26.90	\$9,280.50
Andres C Mena	Associate - 2001	Corporate	\$385.00	27.50	\$10,587.50
Roberto S Miceli	Associate - 1996	Real Estate	\$410.00	21.40	\$8,774.00

Name of Professional	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Sydne J Michel	Partner - 1995	Litigation	\$420.00	548.00	\$230,160.00
Jeffrey R Miller	Associate - 2002	Litigation	\$270.00	51.50	\$13,905.00
Dennis M Myers, P.C.	Partner - 1990	Corporate	\$545.00	3.00	\$1,635.00
Linda K Myers, P.C.	Partner - 1990	Corporate	\$545.00	11.10	\$6,049.50
Krista Nunemaker	Associate - 2000	Intellectual Property	\$345.00	18.30	\$6,313.50
Julie C Olsen	Associate - 2000	Real Estate	\$345.00	52.00	\$17,940.00
Charles C Pak	Partner - 1996	Corporate	\$435.00	400.80	\$174,348.00
Drew D Panahi	Associate - 2002	Bankruptcy	\$305.00	41.90	\$12,779.50
Andrew E Paris	Partner - 1992	Litigation	\$455.00	185.50	\$84,402.50
Larissa Paule-Carres	Associate - 1999	Litigation	\$375.00	19.90	\$7,462.50
Quentin T Phillips	Of Counsel - 1992	Litigation	\$415.00	66.00	\$27,390.00
Richard Radnay	Associate - 2000	Corporate	\$345.00	178.00	\$61,410.00
Haleh Rahjoo	Associate - 1997	Bankruptcy	\$345.00	661.80	\$228,321.00
James B Ransom	Associate - 1999	Litigation	\$395.00	46.10	\$18,209.50
Geoffrey A Richards	Partner - 1995	Bankruptcy	\$460.00	799.20	\$367,632.00
Kenneth Robling	Contract Attorney	Bankruptcy	\$255.00	57.60	\$14,688.00
Julie B Ruder	Associate - 1997	Litigation	\$410.00	49.60	\$20,336.00
Andrew R Running	Partner - 1982	Litigation	\$510.00	102.60	\$52,326.00
Christian C Semonson	Associate - 1999	Environment	\$345.00	102.50	\$35,362.50
Juliet Simpson	Contract Attorney	Bankruptcy	\$255.00	14.10	\$3,595.50
Rachel Skiffer	Associate - 2000	Real Estate	\$225.00	23.90	\$5,377.50
Marimichael Skubel	Partner - 2000	Real Estate	\$445.00	5.00	\$2,225.00
Peter M Spingola	Associate - 1997	Intellectual Property	\$375.00	83.80	\$31,425.00
James H M Sprayregen, P.C.	Partner - 1985	Bankruptcy	\$730.00	63.30	\$46,209.00
Maureen D Sweeney	Partner - 1996	Corporate	\$410.00	3.50	\$1,435.00
Laura Thomas	Associate - 2000	Litigation	\$345.00	503.30	\$173,638.50
Richard J Tilley	Associate - 2001	Corporate	\$310.00	361.60	\$112,096.00
Laurence A Urgenson	Partner - 1976	Litigation	\$570.00	1.50	\$855.00
J Garrett Van Osdell	Associate - 1999	Corporate	\$375.00	127.30	\$47,737.50
Elizabeth Vrato	Contract Attorney	Bankruptcy	\$255.00	5.20	\$1,326.00
Becca Wahlquist	Associate - 2001	Litigation	\$310.00	81.40	\$25,234.00
Victoria Wales	Associate - 2000	Real Estate	\$310.00	787.20	\$244,032.00
Xiaojie Wang	Associate - 2002	Taxation	\$280.00	104.70	\$29,316.00
Steven M Wellner	Partner - 1985	Environment	\$535.00	2.00	\$1,070.00
Richard L Wynne	Partner - 1982	Bankruptcy	\$670.00	528.90	\$354,363.00
<b>Total for Attorneys</b>				<b>14,389.60</b>	<b>\$6,131,322.00</b>

The paraprofessionals of K&E who rendered professional services in these Chapter 11 Cases during the Interim Fee Period are:

Name of Professional Person	Position with Applicant and Number of Years as Paraprofessional	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jesse Aguilar	Legal Assistant 15 Years	Bankruptcy	\$190.00	14.00	\$2,660.00
Wenette Bradford	Project Assistant 8 Months	Bankruptcy	\$105.00	85.00	\$8,925.00
Lois J Broussard	Legal Assistant 1 Year	Corporate	\$145.00	150.50	\$21,822.50
James M Celeski	Project Assistant 6 Months	Bankruptcy	\$105.00	322.00	\$33,810.00
Frank A Chavez	Case Assistant 1 Year	Litigation	\$90.00	290.40	\$26,136.00
Elizabeth Cox Arnold	Legal Assistant 10 Years	Bankruptcy	\$190.00	101.20	\$19,228.00
Maria T DelZoppo	Project Assistant 6 Months	Bankruptcy	\$105.00	4.90	\$514.50
Duy Q Doan	Administrative 1 Year	Admin. Services	\$175.00	6.00	\$1,050.00
Jordan G Galassie	Project Assistant 6 Months	Bankruptcy	\$105.00	3.20	\$336.00
Adam J Gorman	Project Assistant 3 Months	Bankruptcy	\$105.00	136.00	\$14,280.00
Andrew J Groesch	Legal Assistant 13 Years	Bankruptcy	\$190.00	743.00	\$141,170.00
David Hernandez	Contract Legal Asst. 8 Months	Bankruptcy	\$150.00	191.10	\$28,665.00
Vanessa L Higareda	Hart Scott Rodino Asst. 3 Months	Admin. Services	\$95.00	0.30	\$28.50
Antoinette Huerta	Case Assistant 3 Years	Litigation	\$90.00	445.50	\$40,095.00
Claude W Irmis	Legal Assistant 8 Years	Bankruptcy	\$190.00	7.10	\$1,349.00
Daneen L Jachino	Hart Scott Rodino Mgr. 16 Years	Admin. Services	\$480.00	29.20	\$14,016.00
Alison V Keeny	Contract Legal Asst. 3 Years	Bankruptcy	\$150.00	68.00	\$10,200.00
Allison M Andrews	Legal Assistant 16 Years	Intellectual Property	\$185.00	300.50	\$55,592.50
Tracy J McCollom	Project Assistant 7 Months	Bankruptcy	\$105.00	19.90	\$2,089.50
Gary McCollum	Contract Legal Asst. 9 Months	Bankruptcy	\$150.00	19.00	\$2,850.00
Michal Moskovich	Project Assistant 9 Months	Bankruptcy	\$105.00	42.50	\$4,462.50
Michael Najjarpour	Project Assistant 5 Months	Bankruptcy	\$105.00	478.40	\$50,232.00
Jodi K Newman	Project Assistant 1 Year	Litigation	\$115.00	32.20	\$3,703.00
Joseph A Patrevito	Project Assistant 1 Year	Bankruptcy	\$115.00	128.30	\$14,754.50
Lori A Penny	Legal Assistant 6 Years	Corporate	\$175.00	10.30	\$1,802.50
Susan J Perry	Legal Assistant 14 Years	Bankruptcy	\$210.00	7.50	\$1,575.00
Robert Rittenhouse	Project Assistant 3 Months	Bankruptcy	\$105.00	7.40	\$777.00
Shannon Roberts	Legal Assistant 6 Years	Bankruptcy	\$145.00	97.70	\$14,166.50
Stephanie S Rosa	File Assistant 4 Years	Bankruptcy	\$75.00	14.20	\$1,065.00
Laurie L Ruxton	Legal Assistant 16 Years	Real Estate	\$185.00	445.30	\$82,380.50
Nicole M Sarna	Legal Assistant 2 Years	Real Estate	\$130.00	30.50	\$3,965.00
James R Strohl	Contract Legal Asst. 10 Months	Bankruptcy	\$150.00	233.60	\$35,040.00
Christopher J Valeri	Legal Assistant 10 Years	Corporate	\$175.00	8.10	\$1,417.50
Gary M Vogt	Legal Assistant 16 Years	Bankruptcy	\$210.00	82.00	\$17,220.00
Scott F Walker	Docket Clerk 17 Years	Admin. Services	\$110.00	14.00	\$1,540.00

Name of Professional Person	Position with Applicant and Number of Years a Paraprofessional	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Toni L Wallace	Legal Assistant 2 Years	Bankruptcy	\$190.00	19.10	\$3,629.00
Michael West	Case Assistant 9 Years	Real Estate	\$100.00	40.40	\$4,040.00
Melanie D Whitcomb	Legal Assistant 18 Years	Bankruptcy	\$190.00	12.70	\$2,413.00
Denise Wymore	Legal Assistant 15 Years	Bankruptcy	\$210.00	252.70	\$53,067.00
Maria E Yapan	Case Assistant 7 Years	Bankruptcy	\$100.00	5.50	\$550.00
Edgar I Yep	Case Assistant 2 Years	Litigation	\$90.00	209.90	\$18,891.00
<b>Total for Paraprofessionals</b>				<b>5,109.10</b>	<b>\$741,508.50</b>

Grand Total for Fees: \$6,872,830.50

Blended Rate: \$352.48

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
3	Adversary Proceedings & Contested Matter	3,604.40	\$1,266,477.00
4	Avoidance Actions	1.70	\$1,062.50
5	Business Operations	24.90	\$11,972.00
6	Case Administration	370.80	\$147,405.00
7	Cash, Collateral/DIP Financing	194.50	\$76,931.50
8	Claims Estimate, Objection & Resolution	284.70	\$60,536.00
9	Corporate and Securities Matters	68.30	\$32,646.50
10	Creditors/Shareholder's Inquiries	109.20	\$29,466.50
11	Disclosure/Plan/Confirmation	459.20	\$243,233.00
12	Employee Benefits/Pension	151.10	\$78,495.00
13	Employee Issues	262.00	\$113,944.50
14	Environmental Counseling	125.80	\$44,838.50
15	Executory Contracts	800.60	\$270,607.50
16	Fee/Employment Applications	56.60	\$12,621.50
19	Intellectual Property	32.60	\$12,178.50
20	K&E Fee Applications & Monthly Statement	435.20	\$123,051.50
21	Liens	4.30	\$1,253.50
22	Meetings of Creditors	11.10	\$5,942.00
23	PACA Claims	787.20	\$142,437.50
24	Reclamation	118.00	\$41,304.50
25	Relief from Stay	1,084.40	\$466,310.50
26	Retention of Professionals	88.90	\$29,219.50
27	Schedules/Statement of Financial Affairs	15.20	\$6,121.50
28	Shareholder Litigation	176.40	\$84,717.00
29	Tax Issues	423.40	\$192,058.00
30	Travel	498.70	\$186,867.00
31	Use, Sale or Lease Property/Abandonment	6,947.60	\$2,681,175.00
33	File, Docket, Calendar Maintenance	1,376.90	\$168,049.00
34	Hearings	974.90	\$337,208.00
35	Insurance	10.10	\$4,700.50
	<b>Total</b>	<b>19,498.70</b>	<b>\$6,872,830.50</b>

### Service Summary

<b>Service Code</b>	<b>Service Description</b>	<b>Amount</b>
1001	Telephone	\$36,287.40
1002	Fax Telephone Charge	\$411.11
1101	Fax Charge	\$5,053.85
1102	RightFAX Charge	\$8.25
1501	Standard Copies	\$26,867.20
1502	Binding	\$173.25
1503	Tabs/Indexes/Dividers	\$365.50
1506	Color Copies	\$162.00
1513	Exhibit Labels	\$12.00
1520	Scanned Images	\$4,015.65
1521	CD-ROM Duplicates	\$105.00
1551	Standard Copies NY	\$2,200.20
1801	Postage	\$84.84
1802	Overnight Delivery	\$10,590.73
2002	Outside Messenger Services	\$2,433.49
2501	Local Transportation	\$1,823.25
3001	Travel Expense	\$78,398.44
3002	Airfare	\$171,776.66
3003	Transportation to/from airport	\$16,407.72
3004	Travel Meals	\$10,759.97
3006	Car Rental	\$7,219.93
3010	Other Travel Expenses	\$4,234.09
4001	Court Reporter Fee/Deposition	\$43,121.41
4004	Calendar/Court Services	\$50.00
5005	Expert Fees	\$16,429.69
5007	Professional Fees	\$1,000.00
5017	Investigators	\$517.65
6503	Outside Paralegal Assistance	\$13,724.34
6504	Outside Video Services	\$18,853.23
6506	Outside Copy/Binding Services	\$23,535.82
6801	Working Meals/K&E Only	\$614.77
6802	Working Meals/K&E and Others	\$8,217.46
7001	Information Broker/Document Svcs	\$12,826.00
7002	Library Document Procurement	\$60.00
7003	Computer Database Research	\$34,533.74
8001	Overtime Transportation	\$2,597.70
8002	Overtime Meals	\$980.50
8003	Overtime Meals - Attorney	\$2,402.91
8004	Secretarial Overtime	\$10,538.38
8005	Word Processing Overtime	\$24,819.41
8006	Overtime Meals - Legal Assistant	\$78.93
9040	Miscellaneous Office Expenses	\$382.93
	<b>Total</b>	<b>\$594,675.40</b>



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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

**SECOND INTERIM APPLICATION OF KIRKLAND &  
ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE INTERIM PERIOD JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Pursuant to 11 U.S.C. §§ 327, 330 and 331; Rule 2016 of the Federal Rules of Bankruptcy Procedure; the Retention Order (as defined below); the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for the Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the "Interim Compensation Order"); and the Local Rules for the United States Bankruptcy Court for the District of Delaware, the law firm of Kirkland & Ellis LLP ("K&E"), bankruptcy counsel for the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby applies (the "Second Interim Fee Application") for an order allowing it compensation in the total amount of \$7,467,505.90, consisting of (i) \$6,872,830.50<sup>2</sup> for the reasonable and necessary legal services K&E has rendered on behalf of the Debtors, and (ii) \$594,675.40 reimbursement of the actual and

---

<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.

<sup>2</sup> K&E is not seeking compensation in connection with certain professionals and paraprofessionals who spent minimal time representing the Debtors on discrete tasks during the Interim Fee Period and, accordingly, K&E has voluntarily reduced its fees in the amount of \$155,933.00.

necessary expenses that K&E has incurred on behalf of the Debtors, in each case for the period from July 1, 2003 through September 30, 2003 (the "Second Interim Fee Period"). In support of this Second Interim Fee Application, K&E respectfully states as follows:

**Background**

1. On April 1, 2003 (the "Petition Date"), the Debtors filed their respective voluntary petitions (the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are operating their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases. An official committee of unsecured creditors (the "Committee") was appointed on April 14, 2003.

**Retention of and Continuing Disinterestedness of Kirkland & Ellis LLP**

2. By this Court's Order entered May 7, 2003, the Debtors were authorized to retain K&E as their counsel, effective as of the Petition Date, with regard to the filing and prosecution of the Chapter 11 Cases and all related matters (the "Retention Order"). The Retention Order authorizes the Debtors to compensate K&E at K&E's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules, and orders of the Court.

3. As disclosed in the Affidavit of James H.M. Sprayregen, P.C. in Support of Application for Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. Proc. 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Debtors in Possession, filed on April 10, 2003; the First Supplemental Affidavit of James H.M. Sprayregen, P.C., Under 11 U.S.C. § 327(a) and Rule 2014 of the Federal Rules of Bankruptcy Procedure in Connection with the Kirkland & Ellis Retention Application, filed on May 2, 2003;

and the Second Supplemental Affidavit of James H.M. Sprayregen, P.C., Under 11 U.S.C. § 327(a) and Rule 2014 of the Federal Rules of Bankruptcy Procedure in Connection with the Kirkland & Ellis Retention Application, filed on July 16, 2003 (collectively, the "Affidavits"), K&E does not hold or represent any interest adverse to the estates, and is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

4. K&E may have in the past represented, may currently represent, and likely in the future will represent, parties in interest in connection with matters unrelated to the Debtors in these cases. In the Affidavits, K&E disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. K&E will update the Affidavits, as necessary, if and when it becomes aware of material new information.

5. K&E performed the services for which it is seeking compensation and incurred the expenses for which it is seeking reimbursement on behalf of the Debtors and their estates and not on behalf of any committee, creditor or other person.

6. Except as provided herein or in the application to retain Kirkland & Ellis, K&E has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

7. Pursuant to Fed. R. Bankr. P. 2016(b), K&E has not shared, nor has K&E agreed to share with another person other than with the partners, counsel and associates of K&E, (a) any compensation it received or may receive or (b) any compensation another person or party has received or may receive.

### Monthly Fee Applications Covered Herein

8. The First Interim Fee Application covering the Interim Fee Period from April 1, 2003, through June 30, 2003, was filed on August 21, 2003, and is currently set for hearing on November 25, 2003.<sup>3</sup>

9. K&E has advised and represented the Debtors in connection with the operation of their businesses and other matters arising in the performance of their duties as debtors in possession, except those matters for which the Debtors have sought to retain the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. Furthermore, K&E has prepared various pleadings, motions and other documents submitted to this Court for consideration, has appeared before this Court during hearings regarding the Chapter 11 Cases, and has performed various other professional services that are described in this Second Interim Fee Application.

10. K&E has filed the following Monthly Fee Applications during this Second Interim Fee Period:

- (a) Fourth Monthly Application of Kirkland & Ellis LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period from July 1, 2003 through July 31, 2003, filed August 26, 2003 (the "July Fee Application"), a copy of which is attached hereto as Exhibit A;
- (b) Fifth Monthly Application of Kirkland & Ellis LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period from August 1, 2003 through August 31, 2003, filed September 25, 2003 (the "August Fee Application"), a copy of which is attached hereto as Exhibit B;
- (c) Sixth Monthly Application of Kirkland & Ellis LLP for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period from September 1, 2003 through September 30, 2003, filed

---

<sup>3</sup> The U.S. Trustee has filed an Objection to K&E's First Interim Fee Application [Docket No. 3744]. K&E has had several discussions with the U.S. Trustee in response to the Objection and has provided additional information as requested by the U.S. Trustee.

October 25, 2003 (the "September Fee Application" and collectively with the July Fee Application and the August Fee Application, the "Month), a copy of which is attached hereto as Exhibit C.

11. Professionals may apply for monthly compensation and reimbursement (each such application a "Monthly Fee Application") pursuant to the procedures set forth in the Interim Compensation Order. If no party objects to a professional's Monthly Fee Application within twenty (20) days after the date of service of such Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection, whereupon the Debtors are authorized to pay the applicable professional interim compensation of 80% of the fees requested and reimbursement of 100% of the expenses requested.

12. Furthermore, and also pursuant to the Interim Compensation Order, professionals are to file and serve on the Debtors, co-counsel for the Debtors, counsel for the Debtors' prepetition and postpetition Lenders, counsel for the Official Committee of Unsecured Creditors, and the United States Trustee, a request every three months (an "Interim Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the period covered by that Interim Fee Application. If the Court grants the relief requested in the Interim Fee Application, the Debtors are authorized and directed to pay the applicable professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Interim Fee Application, less any amounts previously paid in connection with such Monthly Fee Applications. Any payment made pursuant to a Monthly Fee Application or an Interim Fee Application is subject to final approval following a hearing on the professional's final fee application.

13. This Second Interim Fee Application, which covers the Interim Fee Period of July 1, 2003 through September 30, 2003, is the Second Interim Fee Application that K&E has filed with the Court in these Chapter 11 Cases.

14. The period for objecting to the July Fee Application and the August Fee Application have expired. No objections were filed. The Debtors have filed the respective Certificates of No Objection with the Court and have been paid for 80% of the fees and 100% of the expenses requested in the July Fee Application and the August Fee Application consistent with the Interim Compensation Order. The objection period for the September Fee Application expired on November 13, 2003. The Debtors will file the Certificate of No Objection if no objections are timely filed, consistent with the local rules.

#### **Requested Relief**

15. By this Second Interim Fee Application, K&E requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by K&E for the Second Interim Fee Period as detailed in the Monthly Fee Applications, less any amounts previously paid to K&E pursuant to such Monthly Fee Applications and the procedures set forth in the Interim Compensation Order.<sup>4</sup> As stated above, the full scope of services provided and the related expenses incurred are fully described in the Monthly Fee Applications, which are attached hereto as Exhibits A – C.

#### **Representations**

16. K&E believes that the Second Interim Fee Application complies with the requirements of Del. Bankr. L.R. 2016-2.

17. The professional services and related expenses for which K&E requests interim allowance of compensation and reimbursement of expenses were rendered and incurred

---

<sup>4</sup> K&E reserves the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the July 1, 2003 through September 30, 2003 period that are not otherwise included in the relevant Applications.

in connection with K&E's professional responsibilities as attorneys for the Debtors in these Chapter 11 Cases. K&E's services have been necessary and beneficial to the Debtors and their estates, creditors and other parties in interest.

18. In summary, by this Second Interim Fee Application, K&E requests compensation in the total amount of \$7,467,505.90, consisting of (a) \$6,872,830.50 for the reasonable and necessary professional services K&E has rendered on behalf of the Debtors and (b) \$594,675.40 for reimbursement of the actual and necessary costs and expenses that K&E incurred on behalf of the Debtors during the Second Interim Fee Period.

**WHEREFORE**, K&E respectfully requests that it be allowed compensation for its fees and expenses incurred during the Second Interim Fee Period and that such fees and expenses be paid as administrative expenses of the estates.

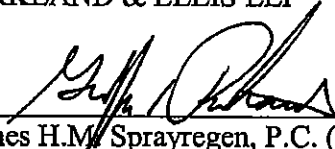
Wilmington, Delaware

Dated: November 17, 2003

Respectfully submitted,

FLEMING COMPANIES, INC.

KIRKLAND & ELLIS LLP



---

James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Geoffrey A. Richards (ARDC No. IL 6230120)  
Steven R. Kotarba (ARDC No. IL 6245278)  
200 East Randolph Drive  
Chicago, Illinois 60601  
312-861-2000 (Telephone)  
312-861-2200 (Facsimile)

and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB PC

Laura Davis Jones (DE No. 2436)  
Ira D. Kharasch (CA No. 109084)  
Scotta E. McFarland (DE No. 4184)  
Christopher J. Lhulier (DE No. 3850)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier Zip 19801)  
(302) 652-4100 (Telephone)  
(302) 652-4400 (Facsimile)

Co-Counsel for the Debtors and Debtors in Possession