

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.)
) **Objection Due By: January 12, 2004 at 4:00 p.m.**
) **Hearing Date: Hearing will be held if necessary**

NOTICE OF FILING OF FEE APPLICATION

TO: United States Trustee Parties Requesting Notice Pursuant
Counsel to the Official Committee to Bankruptcy Rule 2002
Of Unsecured Creditors

Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel to the above-captioned debtors and debtors in possession in the above-captioned cases (the "Debtors"), has filed the Sixth Monthly Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period From September 1, 2003 through September 30, 2003, seeking fees in the amount of \$505,389.00 and expenses in the amount of \$270,072.05 (the "Application").

Objections or responses to the Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, on or before January 12, 2004, at

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.

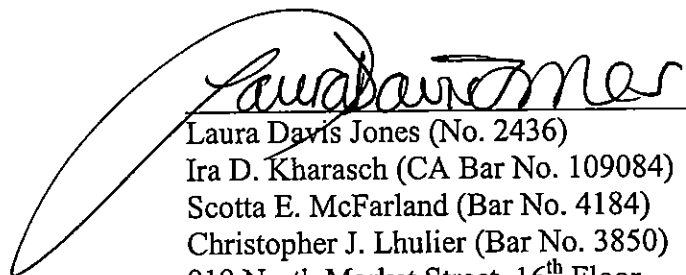
4:00 p.m. prevailing Eastern Time.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Fleming Companies, Inc., *et al.*: Peter S. Willmott, 1945 Lakeport Drive, P.O. Box 299013, Lewisville, Texas 75029; (ii) Co-counsel to Debtors: Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705; and Richard L. Wynne, Esquire, Kirkland & Ellis, LLP, 777 South Figueroa Street, Los Angeles, CA 90017; (iii) the Office of the United States Trustee, Attention: Joseph McMahon, Esquire, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801-3519; and (iv) counsel to the Official Committee of Unsecured Creditors: Dennis F. Dunne, Esquire, Milbank, Tweed Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York, 10005; and I. William Cohen, Esquire, Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, MI 48243-1157, and David M. Fournier, Esquire, Pepper Hamilton LLP, 1201 Market Street, Suite, #1600, Wilmington, DE 19899.

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF
OBJECTIONS OR RESPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION
WITHOUT FURTHER NOTICE OR HEARING.

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

A large, stylized handwritten signature in black ink, appearing to read "Laura Davis Jones", is written over a horizontal line. The signature is fluid and cursive, with a large loop at the beginning.

Laura Davis Jones (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, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and
Debtors in Possession