

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. 3152**

ORDER APPROVING FIRST QUARTERLY APPLICATION OF FTI CONSULTING, INC. FOR INTERIM COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISORS FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM APRIL 1, 2003 THROUGH JUNE 30, 2003

Upon consideration of the first quarterly interim application (“the “Application”), for compensation and reimbursement of expenses of FTI Consulting, Inc. (the “Professional”) seeking fees and expenses in the amount listed on Exhibit A attached hereto, and adequate notice of the hearing to consider such Application having been given and no objections to the Application having been filed; and after due deliberation; and sufficient cause appearing therefore; it is hereby

ORDERED that the Application is hereby approved; and it is further

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

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.

have not previously been paid to the Professional.

Dated: Dec 23, 2003



THE HONORABLE MARY F. WALRATH