

DISCLOSURE SCHEDULE

to

ASSET PURCHASE AGREEMENT

dated as of July 7, 2003

among

C&S ACQUISITION LLC,

as Purchaser,

C&S WHOLESALE GROCERS, INC.,

as Parent,

FLEMING COMPANIES, INC.

and

THE OTHER ENTITIES IDENTIFIED HEREIN,

as Sellers

## **INTRODUCTION**

This Disclosure Schedule is made and given pursuant to that certain Asset Purchase Agreement (the "Agreement"), dated as of July 7, 2003, by and among C&S Acquisition LLC, a Delaware limited liability company ("Purchaser"), Fleming Companies, Inc., an Oklahoma corporation ("Fleming"), Fleming Transportation Service, Inc., an Oklahoma corporation, Piggly Wiggly Company, an Oklahoma corporation, RFS Marketing Services, Inc., an Oklahoma corporation, Fleming International Ltd., an Oklahoma corporation, Fleming Foods of Texas L.P., an Oklahoma limited partnership, Fleming Foods Management Co., L.L.C., and an Oklahoma limited liability company (each, a "Seller" and collectively, "Sellers"), each a debtor and debtor in possession under Chapter 11 Case No. 03-10945 (MFW) (jointly administered) pending in the United States Bankruptcy Court for the District of Delaware and, with respect to Article V and Sections 14.8 and 14.11 only, C&S Wholesale Grocers, Inc., a Vermont corporation ("Parent"). All capitalized terms shall have the meanings defined in the Agreement, unless the context otherwise requires. The section numbers below correspond to the section numbers of the representations and warranties in the Agreement which are modified by the disclosures. Any descriptions of agreements herein are summaries only and are qualified in their entirety by the specific terms of such agreements, copies of which have been made available to the Buyer. Where any representation or warranty contained in the Agreement is limited or qualified by the materiality of the matters to which the representation or warranty relates, the inclusion of any matter herein does not constitute a determination by the Company that such matters are material.

It is expressly understood and acknowledged that any exception stated in or incorporated in a section of this Disclosure Schedule shall not constitute a basis for a claim of a breach of any representation or warranty contained in the Section of the Agreement corresponding to such section of this Disclosure Schedule.

Certain information in this Disclosure Schedule may not be required to be disclosed pursuant to the Agreement. Any such information is included solely for informational purposes, and the inclusion of such information shall not be deemed to enlarge or enhance any of the representations or warranties of Sellers in the Agreement or otherwise alter in any way the terms of the Agreement. Nor shall the inclusion of any item in this Disclosure Schedule constitute an admission of liability with respect to any claim, action, lawsuit or proceeding or an admission that any breach, violation, default or event of default exists with respect to any contract or agreement. The attachments to this Disclosure Schedule form an integral part of this Disclosure Schedule and are incorporated by reference for all purposes as if set forth fully herein.

The attached Disclosure Schedule is subject to further review by Purchaser.

**Schedule 1.1(a) - Operating PSCs**

<b>Properties</b>	<b>Owned</b>	<b>Leased</b>
1. Fresno, California		
2797 S. Orange Ave. Fresno, CA 93772 (CA 267)	X	
2626 Maple Avenue (CA 242) Fresno, CA 93703		X
2. Garland, Texas		
2600 McCree Rd. (Main) Garland, TX 75401 (TX 370)  Note: TX 314 & TX 371 all part of TX 370	X	
2600 McCree Rd (Garage) Garland, TX 75401 (TX 314)		X
2820 Oakland (TX 371F) Garland, TX 75401	X	
3. Hawaii		
91-315 Hanua Street (HI 002) Kapolei, HI 96707		X
91-250 Kalaeloa Blvd. (HI 007) Kapolei, HI 96707		X
3140 Ualena Street (HI 005) Honolulu, HI 96819		X

4. LaCrosse, Wisconsin		
1637 St. James Street (WI 917F) La Crosse, WI 54601	X	
1812 St. James Street (Parking) La Crosse, WI 54601 (WI 926PL)		X
5. Lincoln, Nebraska		
1601 Pioneer Boulevard Lincoln, NE 68502 (NE 123)		X
1200 W. Commerce Way (2 Buildings) Lincoln, NE 68508 (NE 121)		X
5220 South 19th Street Lincoln, NE 68502 (NE 134)		X
6. Massillon, Ohio		
4676 Erie Street S Massillon, OH 44646 (OH 215F)		X
60 Innsbruck Drive Cheektowaga, NY 14227 (NY 315F)		X
7. Memphis, Tennessee (Southhaven, Mississippi)		
2929 Stateline Rd. Southhaven, MS 3867 (MS 210)		X
823 Holmes Rd Memphis, TN 38116 (TN 306)		X
8. Miami, Florida		
3400 NW 74th Ave Miami, FL 33152 (FL 746)		X
3555 NW 77 Ave Miami, FL 33152 (FL 742 CL), Miami, FL 33152 (FL 742F)		X

Note: also (FL 742F)		
9. Milwaukee, Wisconsin		
1200 W. Sunset Drive Waukesha, WI 53186 (WI 952F)	X	Vacant Land is part of Distribution Facility Parcel owned.
Crestwood Bakery 1710 S. 108 <sup>th</sup> Street West Allis, WI 53214 (WI 913)		X
10. Nashville, Tennessee		
500 S. Cartwright Goodlettsville, TN 37072 (TN 303)		X
11. Sacramento/Tracy, California		
3771 Channel Dr. West Sacramento, CA 95691 (CA 269)		X
4276 Tracy Boulevard Tracy, CA 95376 (CA 239)		X
12. Tulsa, Oklahoma		
4020 S. 145th E Avenue Tulsa, OK 74108 (OK 267)		X
13. GMD Lacrosse, Wisconsin		
322 Causeway Boulevard La Crosse, WI 54603 (WI 955)	X	

14. GMD Memphis, Tennessee		
4681 Burbank Road Memphis, TN 38118 (TN 315)	X	
4690 Hungerford Rd Memphis, TN 38118 (TN 300)	Building owned, Lease land	X
15. GMD Sacramento, California		
8301 Fruitridge Rd Sacramento, CA 95826 (CA 272)	X	
8371 Rovana Circle Sacramento, CA 95826 (CA 236)		X
16. MD Topeka, Kansas		
7215 S. Topeka Blvd. Bldg. 5&7 Topeka, KS 66619 (KS 209)		X



**Schedule 1.1(b) - Non-Operating PSCs**

<b>Properties</b>	<b>Owned</b>	<b>Leased</b>
1. Geneva, Alabama (scheduled to close)		
2001 W. Magnolia Geneva, AL 36340 (AL 212)		X
1015 W. Magnolia Geneva, AL 36340 (AL 213)		X
2. Lafayette, Louisiana (scheduled to close) (Boussard, Louisiana)		
108 Kol Drive Broussard, LA 70518 (LA 188)		X
113 Kol Drive Broussard, LA 70518 (LA 190)	X	
3. Laurens, Iowa		
210-232-250 North 1 <sup>st</sup> Street Laurens, IA 50554 (IA 074F)	X	
4. Lubbock (North), Texas		
408 East 50 <sup>th</sup> Street Lubbock, TX 79404 (TX 375)	X	
3 Butterfield Trail Suites 120/105 El Paso, TX 79906 (TX 343)		X
5. Minneapolis, Minnesota		
3501 Marshall Street Minneapolis, MN 55418 (MN 264F)	X	
Parking Land (2-Landlords) (MN 264PL, MN 264PL3)		X



6. North Carolina		
1018 Highway 117 South (West Side-Old WHSE) Warsaw, NC 28398 (NC 044)	X	
HWY 117 and Road 1902 (East Side) Warsaw, NC 28398 (NC 041), Note: (NC 040 B & 040C) are Rail Leases for this warehouse.	Owned land approx 177 acres surrounds East Warehouse	X
7. Maryland		
100 Lums Road North East, MD 21901 (MD 893)	X	
4 Center Drive, Sections 1-36 Northeast, MD 21901 (MD 891) = 1 - 20 (MD 891(B)) = 21 - 36		X
600 N. Pencader Dr. Newark, DE 19702 (DE 123)		X
8. Phoenix, Arizona		
624 S. 25 <sup>th</sup> Avenue Phoenix, AZ 85009 (AZ 135)		X
2440 W. Lincoln Street (Arctic Storage) Phoenix, AZ 85009 (AZ 136)	X	
9. Salt Lake City, Utah		
2455 W. 1500 S. Salt Lake City, UT 84104 (UT 052)		X
2250 West Bridger Road Salt Lake City, UT 84126 (UT 048)		X
10. Sikeston, Missouri		
1500 W. Malone Sikeston, MO 63801 (MO 229)	X	

11. Superior, Wisconsin (scheduled to close)		
1 Gateway Court Superior, WI 54880 (WI 923F)	X	
1230 Poplar Avenue Superior, WI 54880 (WI 922)		X
12. GMD Dallas, Texas		
3400 Dan Morton Drive Dallas, TX 75236 (TX 376 &TX 334)	X (TX 376)	X (TX 334)
13. GMD King of Prussia, Pennsylvania		
201 West Church Road King of Prussia, PA 19406 (PA 826)		X
55 Central Drive Farmingdale, NY 11735 (NY 313)		X



**Schedule 1.1(c) - Discontinued Distribution Centers**

1. Fort Wayne, Indiana

( IN 170F) 3405 Meyer Road  
Fort Wayne, IN 46803

(MI 048F) 650 Ionia Avenue SW  
Grand Rapids, MI

(IN 173F) 2100 Summit Street  
New Haven, IN

2. Kansas City, Kansas

(KS 212F) 5300 Kansas Avenue  
Kansas City, KS 66100

(MO 208F) 1100 Atlantic Avenue  
Kansas City, MO 64116

(KS 205F) 5380 Speaker Road  
Kansas City, KS 66106

(KS 223GL) 55<sup>th</sup> and Speaker Road  
Kansas City, KA 66106

(KS 214F, KS 206F& KS211F) 5100, 5150 & 5200 Kansas Avenue  
Kansas City, KS 66106

3. Oklahoma City, Oklahoma

(OK 261) 5700 Hattie Street  
Oklahoma City, OK

4. Salem, Virginia

(VA 111F) 359 Kessler Mill Rd.  
Salem, VA

5. South Brunswick, New Jersey

(NJ 124F) 115 Interstate Blvd.  
Jamesburg, NJ 08831

6. York, Pennsylvania

(PA 840) 1100 North Sherman St  
York, Pa. 17402

7. Marshfield, Wisconsin (convenience store supply business assets)

(WI 954) 1700 S. Laemle Ave.  
Marshfield, WI 54449



### **Schedule 2.1(g) - Owned Real Property**

See Schedule 1.1(a) and Schedule 1.1(b).

1. Warsaw, North Carolina  
  
HWY 117 (East Side)  
Warsaw, NC 28398 (NC 041)  
Owned land approximately 177 acres surrounds East Warehouse
2. Milwaukee, Wisconsin  
  
1200 W. Sunset Drive  
Waukesha, WI 53186 (WI 952F)  
Vacant Land is part of Distribution Facility Parcel
3. (NE 127) Keaney  
1615 Second Ave  
Keaney, NE
4. (WI 675) Elm Grove  
13425 W. Waterown Plank Road  
Elm Grove, WI 53122
5. (KS 217) Minneapolis  
218 W 3<sup>rd</sup> Street  
Minneapolis, KS
6. (KS 024) Kansas City (Vacant Land)  
113 S. Madison  
Smith Center, KS
7. (MN 201) Ely  
303 E Sheridan Street  
Ely, MN
8. (NY 022) Buffalo  
  
2 Main St (109 W Main St)  
Sodus, NY
9. GMD Dallas, Texas  
  
5400 and 5500 W. Kiest Blvd  
Dallas Texas (TX 376)  
Owned land approximately 12.332 acres  
Adjacent to Dallas GMD Division

10. (TN 209) Jefferson City  
825 Old Andrew Johnson Hwy  
Jefferson City, TN
11. (MN 049) Minneapolis  
508 3<sup>rd</sup> Street NW  
Roseau, MN
12. (TN 042) Memphis  
5150 American Way  
Memphis, TN
13. (TN 156) Memphis  
1826 Sycamore View  
Memphis, TN
14. (TN 241) Memphis  
2011 Covington Pike (2155)  
Memphis, TN

Any and all owned property related to the Business that is currently listed on the fixed asset registry or pursuant to which property taxes are currently being paid by Fleming.





### **Schedule 2.1(n) - Identified Customer Notes and Agreements**

All notes listed in this Schedule and any and all customer forgiveness notes and customer promissory notes entered into after May 17<sup>th</sup>.

As of May 17, 2003

<b>Note Type</b>	<b>Customer Name</b>
Forgiveness	R-N Stores, Inc.
Forgiveness	Bay Dover, Inc.
Forgiveness	Stephens County Buck-N-Bull Feed Store
Forgiveness	Erica, Inc. d/b/a Foodbasket Partners, Ltd.
Forgiveness	Burrus Super Market, Inc.
Forgiveness	Crump Foods, Inc.
Forgiveness	Kstone Foods, inc.
Forgiveness	Efurd & Sons, Inc.
Forgiveness	Wright Management, Inc.
Forgiveness	Jerry Lee's Grocery, Inc.
Forgiveness	ASR Enterprises, Inc
Forgiveness	Jerden Foods, Inc.
Forgiveness	Jerden Foods, Inc.
Forgiveness	Jerden Foods, Inc.
Forgiveness	W.H. Koch Co., Inc.
Forgiveness	Rhodes Grocery, Inc.
Forgiveness	St. Clair Plaza Foods, Inc.
Forgiveness	Marshall Foods, Inc.
Forgiveness	Warrenton Foods, Inc.
Forgiveness	Crane T&C, Inc.
Forgiveness	White's Kingco Inc.
Forgiveness	Madison Foods, Inc
Forgiveness	Produce Warehouse, Inc.
Forgiveness	Ted's and Fred's, Inc.
Forgiveness	Millenium Operations, Inc.
Forgiveness	Hegenbarth Food Group, Inc.
Forgiveness	Lammer's Foods, Inc.
Forgiveness	TSFest, Inc.
Forgiveness	Titanfest, Inc.
Forgiveness	K&S, Inc.
Forgiveness	Grolmus Enterprises, Inc.
Forgiveness	Fred Braegelmann Enterprises, Inc
Forgiveness	Moore Company
Forgiveness	Oney's Inc.
Forgiveness	Luverne Supermarket, Inc. - Tony Bosche
Forgiveness	Hartford Supermarket, Inc. - Tony Bosche
Forgiveness	Brandon Supermarket, Inc. - Tony Bosche
Forgiveness	Orange City Supermarket, Inc. - Tony Bosche
Forgiveness	Coopersmith Foods, Inc.

Forgiveness	Jan's Valley Foods, Inc
Forgiveness	Mico, Inc.
Forgiveness	Vaughn Foods Ltd, Inc.
Forgiveness	Hegenbarth Food Group, LLC
Forgiveness	Knowlan's Supermarket, Inc.
Forgiveness	V & K Foods, Inc.
Forgiveness	Vinson Foods, Inc.
Forgiveness	Shop-N-Save Grocery, Inc.
Forgiveness	Pontchartrain Fresh Foods, LLC
Forgiveness	DRL, Inc.
Forgiveness	THG Enterprises, LLC
Forgiveness	Duck Enterprises, Inc.
Forgiveness	Dale's Food Store, Inc.
Forgiveness	Scotmarsun, Inc.
Forgiveness	Bogolusa Foods, LLC
Forgiveness	Marscotsun, Inc.
Forgiveness	CJC Groceries, Inc. d/b/a Meme's Market
Forgiveness	ADC Groceries, Inc. d/b/a Meme's Market
Forgiveness	Circle Foods, Inc.
Forgiveness	Supermarket Companies, Inc.
Forgiveness	Almelbet, Inc.
Forgiveness	BR Foods, LLC
Forgiveness	J. Edward Lamb & Co., Inc.
Forgiveness	2JM, LLC
Forgiveness	McKay Gourmet Foods, Inc.
Forgiveness	Schleispar, Inc.
Forgiveness	William D. Way, d/b/a Jubilee Foods
Forgiveness	Super's For Less, Inc.
Forgiveness	Grand Central Super Value of York, Inc.
Forgiveness	Halsey Food Stores, Inc.
Forgiveness	GF Buche
Forgiveness	Le Feria Park N Shop, Inc.
Forgiveness	Crumpton's Supermarket of Dalhart, LLC
Forgiveness	Big 8 Foods, Ltd
Forgiveness	G&J Family Limited Partnership
Forgiveness	Strickland Foods, Ltd.
Forgiveness	Big 8 Foods, Ltd
Forgiveness	Van Winkles Farmers Market, Inc.
Forgiveness	MAL Enterprises, Inc.
Forgiveness	Scozio Valleybrook
Forgiveness	J. Missler's, Inc.
Forgiveness	Plain City Super Duper Store, Inc.
Forgiveness	Franklin Sparkle Market, Inc.
Forgiveness	May's Stow Supermarket, Inc.
Forgiveness	P.J. Bordner and Co. Inc.
Forgiveness	Briar Hill Foods, Inc.
Forgiveness	Fred W. Albrecht Grocery Company
Forgiveness	Patton's S.M., Inc.

Forgiveness	Penn Supermarkets LLC
Forgiveness	Scozio Wexford
Forgiveness	Grumpy, LLC and Gordin, L.L.C.
Forgiveness	St. Louis Supermarkets, Inc
Forgiveness	Reed's Super Markets, Incorporated
Forgiveness	Hays Food Town, Inc.
Forgiveness	O'Nae's Inc.
Forgiveness	Sewell-Allen Corporation
Forgiveness	Ramey & Sons, Inc.
Forgiveness	E.W. James & Son, Inc.
Forgiveness	Gooding's Supermarkets, Inc.
Forgiveness	Super Food Star Supermarket, Inc.
Forgiveness	Milam's Market IGA #4
Forgiveness	Del Pino Corporation
Forgiveness	Keys Shopper, Inc.
Forgiveness	Kwatcha Trading Limited
Forgiveness	Muskego Market Place Foods, LLC
Forgiveness	S & C Foods, Inc. (Smithville)
Forgiveness	John Osborne
Forgiveness	Osborne's, Inc.
Forgiveness	Osborne Bros., Inc.
Forgiveness	Stevens of Shepherdsville, Inc.
Forgiveness	Kelley Foods, LLC
Forgiveness	L&K Foods, LLC
Forgiveness	W.K. Corporation
Forgiveness	Ingram's Incorporated
Forgiveness	Russell's Food Store, Inc.
Forgiveness	Olde Towne, Inc.
Forgiveness	Hometown Market of Decatur, Inc.
Forgiveness	The Par II, LLC
Forgiveness	Wade's Food Center, Inc.
Forgiveness	C&B Development, Inc.
Forgiveness	White's Fresh Foods, Inc.
Forgiveness	Bill's IGA
Forgiveness	Cox Food Store
Forgiveness	Gallatin Food Valu, Inc.
Forgiveness	Harry Goldstein, Inc.
Forgiveness	Taylor, Robert d/b/a Lancaster Shopwise
Forgiveness	Bonnie McKenzie
Forgiveness	Tower Supermarket, Inc.
Forgiveness	Higdon's Foodtown
Forgiveness	Ragland Bros Retail
Forgiveness	Ragland Bros Supermarkets
Forgiveness	Ragland Bros Foods
Forgiveness	Stephens of Shepherdsville
Forgiveness	Stephens Grocery-Silver Heights
Forgiveness	J & J Supermarket
Forgiveness	Robert & Debbie Taylor

Forgiveness	S & C Foods, Inc.
Forgiveness	K3rd Foods d/b/a Shop Rite Lake City
Forgiveness	Patti-Brook, Inc.
Forgiveness	Pittsburg Wholesale Grocers, Inc
Forgiveness	Fiesta International, Inc.
Forgiveness	Carlie C's and related entities
Forgiveness	Park-N-Shop, The Wonder Stores, Inc.
Forgiveness	Phoenix Foods
Forgiveness	Marcin Stores, Inc.
Forgiveness	Joraja, Inc. d/b/a Crystal Lake
Forgiveness	Theodoris, Inc. (Costa's)
Forgiveness	Lantz Supermarket
Forgiveness	Grocery Depot, Inc.
Forgiveness	Hocker's
Forgiveness	Elmer IGA, Inc.
Forgiveness	Mullica Hill IGA, Inc.
Forgiveness	G&E
Forgiveness	Produce Warehouse, Inc
Forgiveness	Fresh 'N Save of Coram, Inc.
Forgiveness	Amkor Family Foods
Forgiveness	D/M Foods, Inc. Dublin
Forgiveness	Thomas I. Smith Markets
Forgiveness	Dallo & Co., Inc.
Forgiveness	Buy-Low Market, Inc.
Forgiveness	Provenzano
Forgiveness	Bodega Latina
Forgiveness	J.J.'s IGA
Forgiveness	Plaza Holding Company (or Sub)
Forgiveness	Taylor-Wood, Inc.
Forgiveness	Ormson's Foods of Spring Valley, Inc.
Forgiveness	Bruce Super Valu, Inc
Forgiveness	Bruce Super Valu, Inc
Forgiveness	Aitkin's Discount Foods, Inc.
Forgiveness	Blewett's Foods, Inc.
Forgiveness	Sanford Clark Brenna
Forgiveness	Riverside Market, Inc. and Isanti Market, Inc.
Forgiveness	Beam's Discount Foods, Inc.
Forgiveness	Something More, LLC
Forgiveness	Bud's Fine Foods
Forgiveness	Bud's Fine Foods
Forgiveness	Bob's Discount Cigarettes
Forgiveness	Benjamin Kimball d/b/a Kimball's Super Foods
Forgiveness	R.J. Whitaker & Sons
Forgiveness	Green Country Food Market
Forgiveness	GLN, Inc.
Forgiveness	Puckett Grocery Co., Inc.
Forgiveness	JMM, Inc.
Forgiveness	Larry's Foods, Inc.

Forgiveness	Marvin's
Forgiveness	P AND J, INC./JUMBO II, L.L.C
Forgiveness	Knowlan's Super Markets, Inc.
Forgiveness	Madison Supermarket, Inc.
Forgiveness	Mound Foods, Inc
Forgiveness	Oeser
Forgiveness	Reinhart Bros., Inc. & B & A Mallory, Corporation
Forgiveness	Shellie Curtis
Promissory	MASS MARKETING, INC
Promissory	ASR ENTERPRISES, INC.
Promissory	MARVIN'S BFL OF TULSA, INC.
Promissory	MAL ENTERPRISES, INC.
Promissory	ERICA INC.
Promissory	GES, INC.
Promissory	PAQ, INC.
Promissory	BAG-N-SAVE FOODS, INC.
Promissory	J-H-J, INC.
Promissory	MAL ENTERPRISES, INC.
Promissory	RHODES GROCERY, INC.
Promissory	GRACE FOODS, INC.
Promissory	JMM, LLC AND RELATED LLC'S
Promissory	GARRETT'S MARKET, INC.
Promissory	MARVIN'S, INC.
Promissory	ADRIEN'S SUPERMARKET, INC.
Promissory	SCOZIO'S WEXFORD FOODS, LLC
Promissory	ADVANCED PURCHASING SYSTEMS,LL
Promissory	QUALITY INCENTIVE COMPANY
Promissory	GOODNER'S-ELK PLAZA
Promissory	HIRRI FOODS, INC.
Promissory	MARVIN'S, INC.
Promissory	MADISON FOODS, INC.
Promissory	FEOLI'S SUPERMARKET, LLC
Promissory	HAFSA CORPORATION
Promissory	RAGLAND BROS. SUPERMARKETS, IN
Promissory	RAGLAND BROS. FOODS, INC.
Promissory	DIETEL'S, INC.
Promissory	SUPER MERCADO DANALS, LTD
Promissory	DICUS CASH SUPERMARKET, INC.
Promissory	GARRETT'S MARKET, INC.
Promissory	GOODNER'S
Promissory	SANDER BROTHERS, INC.
Promissory	BINKOWSKI BFL-PORTLAND, LLC
Promissory	BILL DAVIDSON, INC.
Promissory	MUSKEGO MARKET PLACE FOODS,LLC
Promissory	BINKOWSKI BFL-PENN, INC.
Promissory	KEIL'S FOOD STORE, INC.
Promissory	BFL-MACARTHUR, INC.
Promissory	SCOZIO'S PETERS TWP FOODS, LLC

Promissory	MILK & COOKIES, INC.
Promissory	VINMAR-AlLENTOWN FOOD 4 LESS
Promissory	RAEMIC FOODS, INC.
Promissory	BLA INVESTMENTS, INC.
Promissory	IKELBARRY'S, LLC
Promissory	FOODMART INTERNATIONAL II CORP
Promissory	FOODMART INTERNATIONAL IV CORP
Promissory	HOLIDAY SUPERMARKET, INC.
Promissory	SELBY'S MARKET, INC.
Promissory	MERJ FOODS, INC.
Promissory	STUTZMAN GROUP, INC.
Promissory	UPPER MARLBORO INVESTMENT, COR
Promissory	MILK & COOKIES, INC.
Promissory	MARKETPLACE IGA, INC.
Promissory	W&N ENTERPRISES, INC.
Promissory	RAGLAND BROS. RETAIL COS., INC
Promissory	GREEN COUNTRY FOOD MARKET #4
Promissory	SUPER MERCADO DANALS, LTD
Promissory	MARVIN'S IGA, INC.
Promissory	DJM FOODS, INC
Promissory	J.W. ENTERPRISES OF TENNESSEE
Promissory	MAL ENTERPRISES, INC.
Promissory	DJR FOODS, INC.
Promissory	BRISSA, INC. (HONEL)
Promissory	DUCK ENTERPRISES, INC.
Promissory	JORAJA, INC.
Promissory	TEMPE MARKET, INC.
Promissory	VINMAR MARKETING ASSC, L.P.
Promissory	KEIL'S FOOD STORE, INC.
Promissory	HOMETOWN MARKET OF DECATUR, INC
Promissory	BOGALUSA FOODS, LLC
Promissory	MJ TWIN RIVERS, INC.
Promissory	J & J SUPERMARKETS, INC.
Promissory	T & K FOODS, INC.
Promissory	SMIRNCO, INC.
Promissory	ZOE LIMITED AND SUBSIDIARIES
Promissory	SMIRNCO, INC.
Promissory	HOMETOWN GROCERY, INC.
Promissory	PEOPLE'S SUPERMARKET, INC.
Promissory	RAECO FOODS, INC
Promissory	JERDEN FOODS, INC.
Promissory	BR FOODS, LLC
Promissory	PRICE CHOPPER FOODS, LLC
Promissory	BFL-44, INC.
Promissory	MTJ WILLIAMS, L.L.C.
Promissory	PRUETT ENTERPRISES, INC.
Promissory	JERDEN FOODS, INC.
Promissory	MARRAZZO'S MARKET AT EWING, LLC

Promissory	VILLAGE PLAZA FOODS, LLC
Promissory	SMIRNCO, INC.
Promissory	SMIRNCO, INC.
Promissory	SMIRNCO, INC.
Promissory	BETTER FOOD DISTRIBUTORS, INC.
Promissory	DENLIN FOODS
Promissory	JERDEN FOODS, INC.
Promissory	SMIRNCO, INC.
Promissory	HOMETOWN GROCERY OF ONEONTA,IN
Promissory	WARRINGTON MARKET, INC.
Promissory	MOLSBERRY MARKETS, INC.
Promissory	SWANK FOODS, INC.
Promissory	GREEN COUNTRY FOOD MARKET #3
Promissory	MARVIN, PAMELA AND JAMES LEO
Promissory	STRICKLER ENTERPRISES, INC.
Promissory	BFLX-15, INC.
Promissory	BINKOWSKI
Promissory	DJR FOODS, INC.
Promissory	PLAZA MANAGEMENT
Promissory	ELYECK, INC.
Promissory	ARTINO'S, INC.
Promissory	STABLER'S INC.
Promissory	GRACE FOODS, INC.
Promissory	L & V, INC.
Promissory	TLH SUPERMARKETS, INC.
Promissory	AYERS ENTERPRISES, LLC
Promissory	HOMETOWN GROCERY OF HARTSELLE
Promissory	CREATIVE SUPERMARKETS, INC.
Promissory	RUSSELL'S FOOD STORE, INC.
Promissory	STARS & STRIPES MART, INC.
Promissory	HIRRI FOODS, INC.
Promissory	L-C FOODS, INC.
Promissory	R.S. DALE CORPORATION
Promissory	SONORAN INVESTMENT STRATEGIES
Promissory	FIESTA INTERNATIONAL, INC.
Promissory	MARVIN'S - CONSUMERS THFIFTWAY
Promissory	T.H.G. ENTERPRISES, LLC
Promissory	KBLM FOODS, INC.
Promissory	L & V, INC.
Promissory	J K SCHAEFER, INC.
Promissory	CALEDONIA FOODS, LLC
Promissory	ADVANCED PURCHASING SYSTEMS,LL
Promissory	AMKOR FAMILY FOOD, LLC
Promissory	CRUCO FOODS, INC.
Promissory	HAIROUN, INC.
Promissory	WADE'S FOOD CENTER, INC.
Promissory	LA FERIA PARK N SHOP, INC.
Promissory	GREEN COUNTRY FOOD (HONEL)



Promissory	G.F.BUCHE COMPANY
Promissory	PAPER CITY JUBILEE, INC.
Promissory	TOWNE PLAZA FOODS, LLC
Promissory	GARSCO (BUDGET IGA)
Promissory	DICUS WAREHOUSE FOODS OF ADA
Promissory	BLANCHARD GROCERY, LLC
Promissory	HIRTANZO, INC.
Promissory	HOLIDAY SUPERMARKETS, INC.
Promissory	PHOENIX FOODS, INC.
Promissory	SOMETHING MORE, LLC
Promissory	THOMAS I. SMITH MARKETS, INC.
Promissory	WATERFORD GROCERY CORP
Promissory	TAN-KAS CAPITAL CO, INC.
Promissory	BB&T SUPER MARKETS, INC.
Promissory	MJ LACEY, INC.
Promissory	MJ ENTERPRISES OF MONMOUTH CTY
Promissory	PEOPLE'S SUPERMARKET, INC.
Promissory	PINE CITY FOODS, INC.
Promissory	MJ TWIN RIVERS, INC.
Promissory	G.F.BUCHE COMPANY
Promissory	S & C FOODS, INC.
Promissory	MJ LACEY, INC.
Promissory	ROBERT KNAUS, INC.
Promissory	TROPICAL SUPERMARKET NO.2, INC
Promissory	BINKOWSKI BFL-NW EXPWY, INC.
Promissory	BIG STAR OF TALLULAH, INC.
Promissory	CAUSEWAY FOOD GROUP, INC.
Promissory	HAIROUN, INC.
Promissory	HOLIDAY SUPERMARKETS, INC.
Promissory	NJO MARKETS, L.P.
Promissory	SUNSHINE FM, INC.
Promissory	BNR-LARSON, LLC
Promissory	COPE'S FOODFAIR MARKET, INC.
Promissory	G.F.BUCHE COMPANY
Promissory	JERDEN FOODS, INC.
Promissory	VILLAGE BAKE SHOP-QUILLIN'S
Promissory	LJB.JP ENTERPRISES, LLC
Promissory	THA ENTERPRISES, LLC
Promissory	BINKOWSKI BFL-HEFNER, INC.
Promissory	CRUMP FOODS, INC.
Promissory	PIPPY'S CORP.
Promissory	MJ ENTERPRISES OF MONMOUTH CTY
Promissory	BINKOWSKI BFL-44, INC.
Promissory	LOVE SUPERMARKETS, INC.
Promissory	BROWNSBORO ROAD SUPER MARKET,
Promissory	H.N.A., INC.
Promissory	JAMES JOHNS
Promissory	MARRAZZO'S MARKET AT EWING,LLC

Promissory	RAGLAND BROS. RETAIL COS, INC.
Promissory	THIRD STREET CORP.
Promissory	JEM MARKETING GROUP, LLC
Promissory	STEVENS & TEDROW GROCERY, INC.
Promissory	MARVIN, JAMES L., JR AND III
Promissory	CNR SUPERMARKET COMPANY LLC
Promissory	MARVIN, JAMES L. PAMELA
Promissory	GREEN COUNTRY FOOD MARKET #6
Promissory	W.H. KOCH CO., INC.
Promissory	S & C FOODS, INC.
Promissory	HOWIE, INC.
Promissory	HOMETOWN GROCERY, INC.
Promissory	MARKETPLACE IGA, INC.
Promissory	PIGGLY WIGGLY OF DANVILLE, INC
Promissory	MENARD'S (4C), INC
Promissory	TRAMBARIL, INC.
Promissory	AL MANCASOLA'S GROCERY MARKETS
Promissory	STEVEN'S OF SHEPHERDSVILLE, IN
Promissory	FIESTA INTERNATIONAL, INC.
Promissory	HOLIDAY SUPERMARKETS, INC.
Promissory	JORAJA, INC.
Promissory	SOUTH CACHE MARKETS, INC.
Promissory	TLH SUPERMARKETS, INC.
Promissory	JLE FOODS, INC.
Promissory	RHODES GROCERY, INC.
Promissory	JEM MARKETING GROUP, LLC
Promissory	RICHARDS BROS OF MOUNTAIN HOME
Promissory	YOUNG INN CORP.
Promissory	FARNORTH, INC.
Promissory	L & J GRECO CORPORATION
Promissory	NORTH COUNTRY IGA, INC.
Promissory	MILK & COOKIES, INC.
Promissory	NORTH COUNTRY IGA, INC.
Promissory	YOUNG'S FOODS, LLC
Promissory	MORCO, INC.
Promissory	NJO MARKETS, L.P.
Promissory	BARRY K. COOKSEY
Promissory	FRAZIER AND GODSEY-THRIFTWAY
Promissory	GREER, LARRY AND PAULINE
Promissory	HOWARD KRIEGER
Promissory	JEM MARKETING GROUP, LLC
Promissory	JEM MARKETING GROUP, LLC
Promissory	KINGS GROCERY, INC.
Promissory	MJKM, LLC
Promissory	BARRY'S ENTERPRISES, INC.
Promissory	MJ LACEY, INC.
Promissory	MJ ENTERPRISES OF MONMOUTH CTY
Promissory	PEOPLE'S SUPERMARKET, INC.

Promissory	SHIN'S FOOD CITY, LLC
Promissory	5 RIVERS FOOD GROUP, INC.
Promissory	FSR INVESTMENTS
Promissory	BAM, INC.
Promissory	DEER CREEK FOODS, INC.
Promissory	GES, INC.
Promissory	UTAH-IDAHO CONSUMERS CO-OP
Promissory	TOWER SUPERMARKET, INC.
Promissory	EHLEBEN, MARK
Promissory	K3RD, INC.
Promissory	NORTH, ROBERT AND SUSAN
Promissory	TAYLOR, ROBERT
Promissory	JEM MARKETING GROUP, LLC
Promissory	Quality Incentive L/T
Promissory	Seven Oaks
Promissory	Peter Pettit
Promissory	Food Giant
Promissory	Food Giant Supermarkets, Inc.
Promissory	Food Giant Supermarkets, Inc.
Promissory	Food Giant
Promissory	Food Giant
FSA	B&R
FSA	Albertsons
FSA	Cross City
FSA	Haewon Foods
FSA	Demopolis
FSA	Delta Foods
FSA	Oaktree Foods
FSA	Acme (Fred Akbrechts)
FSA	Crisp Jubilee
FSA	Cache Valley
FSA	Utah & Idaho Coop
FSA	Emigration Markets
FSA	Manti Jubilee
FSA	Skaggs
FSA	Ridley's
FSA	Delta Jubilee
FSA	Furrs
FSA	Furrs
FSA	Hurst/Harvest IGA
FSA	Super S
FSA	Levels
FSA	Eagle Foods
FSA	Lewis Drug
FSA	Mccaffreys
FSA	Fishers
FSA	Adams Market
FSA	Acme (Fred Akbrechts)

FSA	Redners
FSA	Clemens
FSA	Feoli's
FSA	Fox Market
FSA	Contact Karina Inga/Lena Toy
FSA	RN Markets
FSA	Cost Less
FSA	Murphy
FSA	Diamond Foods
FSA	Multiple Customers
FSA	Triple V
FSA	Koppeis
FSA	Super Lo
FSA	Moore & Wittenborn
FSA	Kaye Markets
FSA	Todd's
FSA	Foodland
FSA	Meadowview
FSA	R&P
FSA	MWR
FSA	MRW
FSA	Tietgens
FSA	S&C
FSA	HG Hills
FSA	J&K
FSA	Bill Marten
FSA	GSG Richardson
FSA	BW Family
FSA	Munafo
FSA	G&R
FSA	Kayes Market
FSA	Jerry Lees
FSA	PW Dunn
FSA	HG Hills
FSA	Savacenter
FSA	GES1556
FSA	Family Foods
FSA	Contact Karina Inga/Lena Toy
FSA	Associated Wholesale Grocers
FSA	Associated Wholesale Grocers
FSA	Acme (Fred Albrechts)
FSA	Unknown Customer - Division 2029
FSA	H.N.A., INC.
Promissory	NORTH, ROBERT AND SUSAN
Promissory	U FIRST FOODS, INC.
Promissory	JEM MARKETING GROUP, LLC



## **Schedule 2.2 - Excluded Assets**

### **Vacant, Unimproved Land**

1. 6.77 acres of unimproved land described as (FL 999)  
911 N Waukesha  
Bonifay, FL
2. 15.80 acres of unimproved land described as (KS999)  
Kenneth Parkway & 150 Hwy  
Leawood, KS
3. 5.5 acres of unimproved land described as (LA 999)  
Shreveport, LA
4. 5.5 acres of unimproved land described as (MI 999)  
400 South McClellan  
Marquette, MI
5. 7.25 acres of unimproved land described as (NC 999)  
Wake Ave  
Kinston, NC
6. 7.8 acres of unimproved land described as (TN 999)  
Shelby Drive & Germantown  
Memphis, TN
7. 6.6 acres of unimproved land described as (TX 393)  
Jupiter/Buckingham  
Garland, TX
8. 3.0 acres of unimproved land described as (OK 218)  
Comanche City  
Lawton, OK
9. 12.6 acres of unimproved land  
Union County'  
Morgan Field, KY
10. Vacant Land  
OshKosh, WI

### **Leased Property**

1. Office Space (CA 237)  
Pleasanton, CA

**Other**

1. Chouteau Development Company, LLC (51% membership interest owned)
2. Assets of Dunigan Fuels, Inc. or its parent entity FuelServe, Inc.

**Notes**

<b><u>Note Type</u></b>	<b><u>Customer Name</u></b>
Promissory	Executive Stock (Neal Rider)

See Schedule 2.2(l)(i) and Schedule 2.2(l)(ii).





**Schedule 2.2(i) - Other Real Property**

See attached.

**All Excluded Leases Sub-Leases (Not Related to the Wholesale Business)**  
**Section 2.2(i)**

<b>File ID</b>	<b>Classification</b>	<b>Location</b>	<b>Address</b>	<b>City</b>	<b>State</b>
AR-036.b	Staff	Autozone	4200 Camp Robinson Rd.	N. Little Rock	AR
AR-036.c	Staff	Autozone	4200 Camp Robinson Rd.	N. Little Rock	AR
AR-084	Staff	C.V.'s IGA	601 Pointer Trail East	Van Buren	AR
AR-084.a	Staff	C.V.'s IGA	601 Pointer Trail East	Van Buren	AR
AR-090	Staff	Kroger	1101 West Main (Hwy 64)	Russellville	AR
AR-090.a	Staff	Kroger	1101 West Main (Hwy 64)	Russellville	AR
AR-187	Staff	Stage Stores	759 US Hwy. 62 NE S95	Mountain Home	AR
AR-187.b	Staff	Stage Stores	759 US Hwy. 62 NE S95	Mountain Home	AR
AR-192	Staff	Master Lease	Highway 270 West at Gardner Lane	Hot Springs National Park	AR
AR-192.b	Staff	Master Lease	Highway 270 West at Gardner Lane	Hot Springs National Park	AR
AR-192.c	Staff	Master Lease	Highway 270 West at Gardner Lane	Hot Springs National Park	AR
AR-192.d	Staff	Master Lease	Highway 270 West at Gardner Lane	Hot Springs National Park	AR
AZ-062CL.b	Staff	Safeway Stores (Former ABCO #437)	NW 107th Ave. & Indian School	Phoenix	AZ
CA-015	Staff	Ralph's	12200 Perris Blvd.	Moreno Valley	CA
CA-015.a	Staff	Ralph's	12200 Perris Blvd.	Moreno Valley	CA
CA-022	Staff	Bell Market #8 - Not FLM Supplied	810 Laurel Ave.	San Carlos	CA
CA-022.a	Staff	Bell Market #8 - Not FLM Supplied	810 Laurel Ave.	San Carlos	CA
CA-028	Staff	Super 1 Foods	Beach Blvd. at La Mirada Blvd.	Buena Park	CA
CA-028.a	Staff	Super 1 Foods	Beach Blvd. at La Mirada Blvd.	Buena Park	CA
CA-237	Staff	Western Region Office	4576 Willow Road	Pleasanton	CA
CA-237.a	Staff	Western Region Office	4576 Willow Road	Pleasanton	CA
FL-022	Staff	Furnitureland USA, Inc.	2750 W. Hwy 50	Ocoee	FL
FL-022.b	Staff	Furnitureland USA, Inc.	2750 W. Hwy 50	Ocoee	FL
FL-028	Staff	Master Lease (Dollar Fabric)	365 E. Burleigh Rd	Tavares	FL
FL-028.b	Staff	Master Lease (Dollar Fabric)	365 E. Burleigh Rd	Tavares	FL
FL-028.c	Staff	Master Lease (Dollar Fabric)	365 E. Burleigh Rd	Tavares	FL
FL-127	Staff	Big Lots	11672 E. Colonial Dr.	Orlando	FL
FL-127.b	Staff	Big Lots	11672 E. Colonial Dr.	Orlando	FL
IL-005CS	Retail/PCS LaCrosse	Closed Store (Sullivan's Foods #243 (Fee))	2806 North Knoxville	Peoria	IL
IL-006	Staff	Hobby Lobby	3433 North University St.	Peoria	IL
IL-006.a	Staff	Hobby Lobby	3433 North University St.	Peoria	IL

**All Excluded Leases Sub-Leases (Not Related to the Wholesale Business)**  
**Section 2.2(i)**

<b>File ID</b>	<b>Classification</b>	<b>Location</b>	<b>Address</b>	<b>City</b>	<b>State</b>
KS-052	Staff	Dobbels Hardware Store	151st & Hwy 69	Stanley	KS
KS-052.b	Staff	Dobbels Hardware Store	151st & Hwy 69	Stanley	KS
KS-107	Staff	Hobby Lobby	13320 West 62 Terrace	Shawnee Mission	KS
KS-107.b	Staff	Hobby Lobby	13320 West 62 Terrace	Shawnee Mission	KS
KY-189	Staff	Lexington Warehouse	1040 Baker Lane	Lexington	KY
KY-189.a	Staff	Lexington Warehouse	1040 Baker Lane	Lexington	KY
MO-225	Staff	Hobby Lobby	1533 - 1535 E. Battlefield Rd.	Springfield	MO
MO-225.d	Staff	Hobby Lobby	1533 - 1535 E. Battlefield Rd.	Springfield	MO
NE-004	Staff	Computer and Jazzercise	4747 Pioneer Blvd	Lincoln	NE
NE-004.b	Staff	Computer and Jazzercise	4747 Pioneer Blvd	Lincoln	NE
NJ-122	Staff	Royal Warehouse	215 Blair road	Woodbridge	NJ
NJ-122.a	Staff	Royal Warehouse	215 Blair road	Woodbridge	NJ
OK-226	Staff	Closed Store\Locke's\Big Lots	2211 Main Street	Norman	OK
OK-226.b	Staff	Closed Store\Locke's\Big Lots	2211 Main Street	Norman	OK
OK-226.c	Staff	Closed Store\Locke's\Big Lots	2211 Main Street	Norman	OK
TN-130	Staff	Family Dollar (#853 Their Reference #)	4837 Navy Road	Millington	TN
TN-130.b	Staff	Family Dollar (#853 Their Reference #)	4837 Navy Road	Millington	TN
TN-130.c	Staff	Family Dollar (#853 Their Reference #)	4837 Navy Road	Millington	TN
TX-003	Staff	United Supermarkets #547	920 North Willis	Abilene	TX
TX-003.a	Staff	United Supermarkets #547	920 North Willis	Abilene	TX
TX-154	Staff	United Supermarkets #545 (Furr's Store #138)	1095 Judge Ely Blvd.	Abilene	TX
TX-154.a	Staff	United Supermarkets #545 (Furr's Store #138)	1095 Judge Ely Blvd.	Abilene	TX
VA-012	Staff	Base Lease	1717 Peters Creek Road, NW	Roanoke	VA
VA-012.b	Staff	Base Lease	1717 Peters Creek Road, NW	Roanoke	VA
VA-012.c	Staff	Base Lease	1717 Peters Creek Road, NW	Roanoke	VA
VA-012.d	Staff	Base Lease	1717 Peters Creek Road, NW	Roanoke	VA
VA-111	Staff	Salem Warehouse-Leased To Home	359 Kesslermill Rd.	Salem	VA
WI-230(A)	Staff	Jenkins True Value (Sentry #230)	2350 W. St. Paul Av.	Waukesha	WI
WI-230(A).b	Staff	Jenkins True Value (Sentry #230)	2350 W. St. Paul Av.	Waukesha	WI
WI-710	Staff	Plymouth Sentry #710	2225 Eastern Avenue	Plymouth	WI
WV-021	Staff	Charleston Acoustics, Inc.	135 Burgess Drive	Daniels	WV



**Schedule 2.2(l)(i) - Convenience and Retail Business Debtors**

Any and all assets primarily related to the Convenience Business which are owned, leased or otherwise used by the following entities, except for any such assets which are (i) Unrelated Assets, (ii) equity interests in customers of the Business, (iii) located at a PSC or (iv) identified on Schedules 2.1(g), 2.1(n), 4.5(b)(i), 4.5(b)(ii), 4.5(b)(iii), 4.11(b), 4.19(a), or 4.19(b):

Core-Mark International, Inc.  
Core-Mark MidContinent, Inc.  
Minter-Weisman Co.  
General Acceptance Corp.  
Marquise Ventures Company, Inc.  
Core-Mark Interrelated Companies, Inc.  
Head Distributing Co.  
CM Products, Inc.  
E.A. Morris Distributors Limited  
ASI Office Automation, Inc.

Any and all assets primarily related to the Retail Business which are owned, leased or otherwise used by the following entities, except for any such assets which are (i) Unrelated Assets, (ii) equity interests in customers of the Business, (iii) located at a PSC or (iv) identified on Schedules 2.1(g), 2.1(n), 4.5(b)(i), 4.5(b)(ii), 4.5(b)(iii), 4.11(b), 4.19(a), or 4.19(b)::

Fleming Supermarkets of Florida, Inc.  
Richmar Foods, Inc.  
Retail Supermarkets, Inc.  
Food 4 Less Beverage Company, Inc.  
Retail Investments, Inc.  
ABCO Food Group  
Fleming Retail Holdings, Inc.  
FAVAR Concepts, Ltd.  
ABCO Realty Corp.  
ABCO Markets, Inc.



**Schedule 2.2(I)(ii) - Certain Convenience and Retail Business Distribution Centers**

See attached.

**Convenience Business**

Any and all assets primarily related to the Convenience Business which are located at the following locations:

**Divisions**

1. AMI Corona  
311 Reed Circle  
Corona, CA 92879
2. Arctic Cascade  
1520 National Dr.  
Sacramento, CA 95834
3. Bakersfield  
200 Core-Mark Ct.  
Bakersfield, CA 93307
4. Corona  
353 Meyer Circle  
Corona, CA 92879
5. Hayward  
31300 Medallion Dr.  
Hayward, CA 94544
6. Los Angeles  
2311 East 48th St.  
Los Angeles, CA 90058
7. Sacramento  
3970 Pell Circle  
Sacramento, CA 95838
8. Albuquerque  
PO Box 91178  
Albuquerque, NM 87199  
  
5600 2nd St. N.W.  
Albuquerque, NM 87107

9. Denver  
3797 N. Windsor Dr..  
Aurora, CO 80011
10. Fort Worth  
PO Box 2547  
Ft. Worth, TX 76113  
  
6401 Will Rogers Blvd.  
Suite 200  
Ft. Worth, TX 76134
11. Grants Pass  
PO Box 160  
Grants Pass, OR 97528  
  
303 N.E. F Street  
Grant Pass, OR 97526
12. Las Vegas  
PO Box 93237  
Las Vegas, NV 89103  
  
3950 West Harmon  
Las Vegas, NV 89103
13. Portland  
13551 S.E. Johnson  
Portland, OR 97222
14. Salt Lake City  
3130 South 1030 West  
Salt Lake City, UT 84119
15. Spokane  
North 1015 Dyer Rd.  
Spokane, WA 99212
16. Adel  
115 N. Maple St.  
Adel, GA 31620
17. Altoona  
3010 Seventh Ave.  
Altoona, PA 16603



18. Atlanta  
4820 N. Church Lane  
Smyrna, GA 30080
19. Chicago  
1251 Schmidt Rd.  
Romeoville, IL 60446
20. Leitchfield  
1055 Salt River Rd.  
Leitchfield, KY 42754
21. Marshfield  
1700 S. Laemle Ave.  
Marshfield, WI 54449
22. Plymouth  
1035 Nathan Lane N.  
Plymouth, MN 55441
23. ADC  
8313B W Latham Street  
Tolleson, AZ 85353
24. Calgary  
8225 30th Street, S.E.  
Calgary, AB T2C 1H7
25. Vancouver  
7800 Riverfront Gate  
Burnaby, BC V5J 5L3
26. Victoria  
2924 Jacklin Road  
Langford (Victoria), BC V9B 3Y5
27. Winnipeg  
99 Bannister Road  
Winnipeg, MB R2R OS2

### Corporate Offices

1. Corporate Headquarters  
395 Oyster Point Blvd., Suite 415  
So. San Francisco, CA 94080
2. Canadian Division Headquarters  
7800 Riverfront Gate  
Burnaby, BC V5J 5L3
3. Corporate Division Tax and IT Headquarters  
601-13211 Delf Place  
Richmond, BC V6V2A2

### Leased Offices

1. Bend  
2409 Butler Market Road #E  
Bend, OR 97701
2. Eureka  
10 West 7th Street  
Eureka, CA 95501
3. Los Angeles - Valley  
1419 N. San Fernando Blvd., Suite 100  
Burbank, CA 91504
4. Missoula  
2801 South Russell Street  
Missoula, MT 59801
5. Phoenix  
5545 West Latham Street, Suite 3  
Phoenix, AZ 85043
6. Portland  
13551 S.E. Johnson  
Portland, OR 97222
7. Reno  
245 Telegraph Street  
Reno, NV 89502
8. Corona  
2125 El Camino Real  
Oceanside, CA 92054

9. Tacoma  
4429 95th Street SW, Suite C  
Tacoma, WA 98439

P.O. Box 39233  
Tacoma, WA 98439

### **Retail Business**

Any and all assets primarily related to the Retail Business which are located at the following locations:

1. (IL 005) Peoria  
2806 Knoxville  
Peoria, IL
2. (OK 142) Warwick DR  
12201 N Warwick Dr  
Oklahoma City , OK
3. (AR 036) N Little Rock  
4200 Camp Robinson Rd.  
N Little Rock, AR
4. NV 035 Elko  
1660 Mountain City Hwy  
Elko, NV
5. (MO 227) Chouteau  
I35 and Chouteau Trafficway  
Kansas City, MO
6. (NC 007) Warsaw  
596 W. Wilson Ave.  
Wendell, NC

**Excluded Leases Related to Retail or Convenience  
(additional detail for Section 2.2L(ii))**

<b>File ID</b>	<b>Classification</b>	<b>Location</b>	<b>Address</b>	<b>City</b>	<b>State</b>
AZ-004.a	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less #1	245 East Bell	Phoenix	AZ
AZ-004CS	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less #1	245 East Bell	Phoenix	AZ
AZ-005.a	FRG Richmar Foods/Food 4 Less	FOOD 4 LESS #3	5810 West Peoria Ave.	Glendale	AZ
AZ-025.a	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less #2	240 West Warner Road	Chandler	AZ
AZ-025CS	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less #2	240 West Warner Road	Chandler	AZ
AZ-025FL	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less #2	240 West Warner Road	Chandler	AZ
AZ-032(B)	FRG Richmar Foods/Food 4 Less	Food 4 Less	Gilbert Road and Southern Avenue	Mesa	AZ
AZ-134.a	FRG Richmar Foods/Food 4 Less	Closed Store (Former Food 4 Less)	Southern & McClintock Drive	Tempe	AZ
AZ-134CS	FRG Richmar Foods/Food 4 Less	Closed Store (Former Food 4 Less)	Southern & McClintock Drive	Tempe	AZ
AZ-137CS	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less	119 & Irvington	Tucson	AZ
AZ-139CS	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less	SW Corner of Thunderbird Road & 83rd	Peoria	AZ
AZ-140CS	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less	91st Avenue and Thomas Road	Phoenix	AZ
CA-011	FRG Richmar Foods/Food 4 Less	Food 4 Less	3637 S. Mooney Blvd.	Visalia	CA
CA-018	FRG Richmar Foods/Food 4 Less	Food 4 Less	1955 Texas Street	Fairfield	CA
CA-018.a	FRG Richmar Foods/Food 4 Less	Food 4 Less	1955 Texas Street	Fairfield	CA
CA-024	FRG Richmar Foods/Food 4 Less	Food 4 Less	1850 West Lacey Blvd.	Hanford	CA
CA-026	FRG Richmar Foods/Food 4 Less	Food 4 Less	1550 North Ben Maddox	Visalia	CA
CA-026GL	FRG Richmar Foods/Food 4 Less	Food 4 Less	1550 North Ben Maddox	Visalia	CA
CA-036	FRG Richmar Foods/Food 4 Less	Food 4 Less	4590 North First Street	Fresno	CA
CA-111	FRG Richmar Foods/Food 4 Less	Antioch Food 4 Less	2950 Delta Fair Blvd	Antioch	CA
CA-111.a	FRG Richmar Foods/Food 4 Less	Antioch Food 4 Less	2950 Delta Fair Blvd	Antioch	CA
CA-222	FRG Richmar Foods/Food 4 Less	Food 4 Less	13555 Shaw Avenue	Clovis	CA
CA-255	FRG Richmar Foods/Food 4 Less	Food 4 Less	1370 Fitzgerald Dr.	Pinole	CA
CA-255.a	FRG Richmar Foods/Food 4 Less	Food 4 Less	1370 Fitzgerald Dr.	Pinole	CA
CA-259	FRG Richmar Foods/Food 4 Less	Food 4 Less	Highway 99 & Fresno St.	Fresno	CA
CA-261FL	FRG Richmar Foods/Food 4 Less	Food 4 Less Fuel Facility	605 Rohnert Park Expressway	Rohnert Park	CA
CA-270	Staff	Food 4 Less - Sold to Savemart	1115 Union Avenue	Bakersfield	CA
CA-271	Staff	Food 4 Less - Sold to Savemart	3860 Florin Road	Sacramento	CA
FL-131	Dedicated Adel Convenience	Head 3	5151 Sunbeam Rd	Jacksonville	FL
GA-127	Dedicated Atlanta Convenience	Smyrna Main Warehouse	4820 Church Lane	Smyrna	GA
GA-128	Dedicated Adel Convenience	Adel Main Warehouse	115 Maple Street	Adel	GA

**Excluded Leases Related to Retail or Convenience  
(additional detail for Section 2.2l(ii))**

<b>File ID</b>	<b>Classification</b>	<b>Location</b>	<b>Address</b>	<b>City</b>	<b>State</b>
GA-129	Dedicated Atlanta Convenience	Smyrna Warehouse	4821 North Church Lane	Smyrna	GA
IL-028	FRG Thompson Food Basket	Festival Foods #19	185 North Kennedy Ave	Bradley	IL
IL-164F	Dedicated Chicago/Romeoville	Chicago/Romeoville Warehouse	1251 N. Schmidt Road, Bldg 2	Romeoville	IL
KY-195	Dedicated Leitchfield/Kentucky	Floyd Street Warehouse	901 Floyd Street	Leitchfield	KY
KY-196	Dedicated Leitchfield/Kentucky	Leitchfield Novelty Warehouse	851 Lovers Lane	Bowling Green	KY
LA-189	FRG Favar Concepts/Yes Less	Closed Store - Former Yes! Less	9032 Mansfield Road	Shreveport	LA
MN-001	FRG Rainbow	Rainbow Foods #11	1660 South Robert St.	West St. Paul	MN
MN-008	FRG Rainbow	Rainbow Foods #55	1104 Lagoon Avenue	Minneapolis	MN
MN-008.c	FRG Rainbow	Rainbow Foods #55	1104 Lagoon Avenue	Minneapolis	MN
MN-010	FRG Rainbow	Rainbow Foods #34	4300 Central Ave. N.E.	Minneapolis	MN
MN-011	FRG Rainbow	Rainbow Foods #12	1566 University Ave.	Saint Paul	MN
MN-012	FRG Rainbow	Rainbow Foods #217	3505 West Broadway	Robbinsdale	MN
MN-013	FRG Rainbow	Rainbow Foods #28	15125 Cedar Ave South	Saint Paul	MN
MN-016	FRG Rainbow	Rainbow Foods #53	551 87th Lane, N.E.	Minneapolis	MN
MN-026	FRG Rainbow	Rainbow Foods #58	4190 Vinewood Lane North	Plymouth	MN
MN-026FL	FRG Rainbow	Rainbow Foods #58	4190 Vinewood Lane North	Plymouth	MN
MN-027	FRG Rainbow	Rainbow Foods #51	10200 6th Ave.	Plymouth	MN
MN-027.a	FRG Rainbow	Rainbow Foods #51	10200 6th Ave.	Plymouth	MN
MN-031	FRG Rainbow	Rainbow Foods #54	1643 County Rd. B-2	Saint Paul	MN
MN-031.e	FRG Rainbow	Rainbow Foods #54	1643 County Rd. B-2	Saint Paul	MN
MN-032	FRG Rainbow	Rainbow Foods #50	850 Arcade Street	Saint Paul	MN
MN-034	FRG Rainbow	Rainbow Foods #59	7050 Valley Creek Plaza	Woodbury	MN
MN-184	FRG Rainbow	Rainbow Foods #49	8020 Brooklyn Boulevard	Brooklyn Park	MN
MN-184FL	FRG Rainbow	Rainbow Foods #49	8020 Brooklyn Boulevard	Brooklyn Park	MN
MN-188	FRG Rainbow	Rainbow Foods #56	1801 County Road 42	Burnsville	MN
MN-189	FRG Rainbow	Rainbow Foods #15	1276 Town Centre Drive	Eagan	MN
MN-192	FRG Rainbow	Rainbow Foods #48	970 Prairie Center Drive	Eden Prairie	MN
MN-196	FRG Rainbow	Rainbow Foods #62	289 SW 12th Street	Forest Lake	MN
MN-199	FRG Rainbow	Rainbow Foods #61	2501 White Bear Avenue	Maplewood	MN
MN-202	FRG Rainbow	Rainbow Foods #44	2919 26th Avenue	Minneapolis	MN
MN-203	FRG Rainbow	Rainbow Foods #52	7053 10th Street North	Oakdale	MN

**Excluded Leases Related to Retail or Convenience  
(additional detail for Section 2.2L(ii))**

<b>File ID</b>	<b>Classification</b>	<b>Location</b>	<b>Address</b>	<b>City</b>	<b>State</b>
MN-203FL	FRG Rainbow	Rainbow Foods #52	7053 10th Street North	Oakdale	MN
MN-211	FRG Rainbow	Rainbow Foods #60	140 West 66th Street	Richfield	MN
MN-214	FRG Rainbow	Closed Store - Former Rainbow Foods #402	3960 East Frontage Street	Rochester	MN
MN-216	FRG Rainbow	Closed Store - Former Rainbow Foods #401	1201 South Broadway	Rochester	MN
MN-227	FRG Rainbow	Rainbow Foods #26	1201 West Larpenteur Avenue	Roseville	MN
MN-227GL	FRG Rainbow	Rainbow Foods #26	1201 West Larpenteur Ave.	Saint Paul	MN
MN-262	FRG Rainbow	Rainbow Foods #66	441 Highway 96	Shoreview	MN
MN-263	FRG Rainbow-X	Hopkins Warehouse	8100 Excelsior Blvd	Hopkins	MN
MN-263.a	FRG Rainbow-X	Hopkins Warehouse	8100 Excelsior Blvd	Hopkins	MN
MN-263.d	FRG Rainbow-X	Hopkins Warehouse	8100 Excelsior Blvd	Hopkins	MN
MN-263.e	FRG Rainbow-X	Hopkins Warehouse	8100 Excelsior Blvd	Hopkins	MN
MN-263GL	FRG Rainbow	Ground Lease - Vacant Land	8000 Excelsior Blvd	Hopkins	MN
MN-267	FRG Rainbow	Rainbow Foods #67	7282 E. Point Douglas Road South	Cottage Grove	MN
MN-267FL	FRG Rainbow	Rainbow Foods #67	7282 E. Point Douglas Road South	Cottage Grove	MN
MN-269	FRG Rainbow	Rainbow #70	200 Pioneer Trail	Chaska	MN
MN-269.b	FRG Rainbow	Rainbow #70	200 Pioneer Trail	Chaska	MN
MN-270	FRG Rainbow	Rainbow Foods #69	6350 Brooklyn Blvd.	Brooklyn Center	MN
MN-270.b	FRG Rainbow	Rainbow Foods #69	6350 Brooklyn Blvd.	Brooklyn Center	MN
MN-271	FRG Rainbow	Rainbow #68	1540 New Brighton Blvd	Minneapolis	MN
MN-271.b	FRG Rainbow	Rainbow #68	1540 New Brighton Blvd	Minneapolis	MN
MN-272	FRG Rainbow	Rainbow Foods #71	5801 Neal Avenue North	Oak Park Heights	MN
MN-272(A)	FRG Rainbow	Rainbow Foods #71	5801 Neal Avenue North	Oak Park Heights	MN
MN-272.b	FRG Rainbow	Rainbow Foods #71	5801 Neal Avenue North	Oak Park Heights	MN
MN-273	FRG Rainbow	Rainbow Foods #72	3340 124th Avenue	Coon Rapids	MN
MN-273(A)	FRG Rainbow	Rainbow Foods #72 Fuel Center	3340 124th Avenue	Coon Rapids	MN
MN-273(A).a	FRG Rainbow	Rainbow Foods #72 Fuel Center	3340 124th Avenue	Coon Rapids	MN
MN-273.b	FRG Rainbow	Rainbow Foods #72	3340 124th Avenue	Coon Rapids	MN
MN-274	FRG Rainbow	Rainbow Foods #73	16705 County Rd. #24	Plymouth	MN
MN-274.b	FRG Rainbow	Rainbow Foods #73	16705 County Rd. #24	Plymouth	MN
MN-275	FRG Rainbow	Rainbow Store #75	16401 County Road 30	Maple Grove	MN
MN-275.b	FRG Rainbow	Rainbow Store #75	16401 County Road 30	Maple Grove	MN

**Excluded Leases Related to Retail or Convenience  
(additional detail for Section 2.21(ii))**

<b>File ID</b>	<b>Classification</b>	<b>Location</b>	<b>Address</b>	<b>City</b>	<b>State</b>
MN-276	FRG Rainbow	Rainbow Southtown No 74	2601 Southtown Drive	Bloomington	MN
MN-276.b	FRG Rainbow	Rainbow Southtown No 74	2601 Southtown Drive	Bloomington	MN
MN-277	FRG Rainbow	Rainbow Foods #78	14100 South Highway 13	Savage	MN
MN-277.b	FRG Rainbow	Rainbow Foods #78	14100 South Highway 13	Savage	MN
MN-278	FRG Rainbow	Rainbow Foods #79	Second & Park Avenue	St. Cloud	MN
MN-280	FRG Rainbow	Rainbow Foods #80	Madison Avenue & Raintree Road	Mankato	MN
MN-282	FRG Rainbow	Rainbow Foods #82	1619 W. Main Street	Albert Lea	MN
MN-283	FRG Rainbow	Rainbow Foods #83	430 NW Second Ave	Faribault	MN
MN-283.b	FRG Rainbow	Rainbow Foods #83	430 NW Second Ave	Faribault	MN
MN-284	FRG Rainbow	Rainbow Foods #76	9015 Broderick Blvd	Inver Grove Heights	MN
MN-285	Dedicated Plymouth Convenience	Plymouth Warehouse	1035 Nathan Lane North	Plymouth	MN
NM-027	FRG Richmar Foods/Food 4 Less	Rainbow Store #8925	2200 East Lohman	Las Cruces	NM
TN-319	Dedicated Atlanta Convenience	La Vergne Main Warehouse	117 Longview Street	La Vergne	TN
TX-347	FRG Favar Concepts/Yes Less	Closed Store - Former Yes!Less Store #39562	300 S. Armstrong Ave.	Denison	TX
TX-348	FRG Favar Concepts/Yes Less	Closed Store - Former Yes! Less Store #561	Robins & Palestine	Athens	TX
TX-352	FRG Favar Concepts/Yes Less	Closed Store - Former Yes!Less	1717 Texoma Parkway	Sherman	TX
TX-355	FRG Favar Concepts/Yes Less	Closed Store - Former Yes!Less	1001 Veterans Memorial Blvd	Killeen	TX
TX-364CS	FRG Richmar Foods/Food 4 Less	Closed Store - Former Rainbow Foods	2705 50th St.	Lubbock	TX
TX-365	FRG Favar Concepts/Yes Less	Closed Store - Former Yes! Less	Las Vegas Trail and Hwy. 80	Fort Worth	TX
TX-368	FRG Favar Concepts/Yes Less	Closed Store - Former Yes! Less	1301 N. Collins	Arlington	TX
TX-372	FRG Favar Concepts/Yes Less	Closed Store - Former Yes! Less	3639 Gus Thomasson Rd.	Mesquite	TX
TX-378	FRG Richmar Foods/Food 4 Less	Rainbow Store #8924	5210 Fairbanks Dr.	El Paso	TX
TX-378FL	FRG Richmar Foods/Food 4 Less	Rainbow Store #8924	5210 Fairbanks Dr.	El Paso	TX
TX-379	FRG Richmar Foods/Food 4 Less	Albertson's #1006 - Former Rainbow Store	5200 Montana Avenue	El Paso	TX
TX-379.b	FRG Richmar Foods/Food 4 Less	Albertson's #1006 - Former Rainbow Store	5200 Montana Avenue	El Paso	TX
TX-380	FRG Richmar Foods/Food 4 Less	Albertson's #1016 - Former Rainbow Store	11320 Montwood Drive	El Paso	TX
TX-381	FRG Richmar Foods/Food 4 Less	Rainbow Store #8923	701 North Zaragosa	El Paso	TX
TX-383	FRG Richmar Foods/Food 4 Less	Smith's Food & Drug	8050 N. Mesa Street	El Paso	TX
TX-383.a	FRG Richmar Foods/Food 4 Less	Smith's Food & Drug	8050 N. Mesa Street	El Paso	TX
UT-003	FRG Richmar Foods/Food 4 Less	Food 4 Less	2250 N. University Parkway	Provo	UT
UT-012	FRG Richmar Foods/Food 4 Less	Albertsons #310 - Former Food 4 Less	729 North Redwood Rd.	Salt Lake City	UT

**Excluded Leases Related to Retail or Convenience  
(additional detail for Section 2.2L(ii))**

<b>File ID</b>	<b>Classification</b>	<b>Location</b>	<b>Address</b>	<b>City</b>	<b>State</b>
UT-012.a	FRG Richmar Foods/Food 4 Less	Albertsons #310 - Former Food 4 Less	729 North Redwood Rd.	Salt Lake City	UT
UT-030	FRG Richmar Foods/Food 4 Less	Food 4 Less	5345 South 4015 West	Salt Lake City	UT
UT-030(A)	FRG Richmar Foods/Food 4 Less	Food 4 Less - Fuel Facility	5345 South 4015 West	Salt Lake City	UT
UT-033CS	Staff	Closed Store (Former Food 4 Less)	2735 West 7800 South	West Jordan	UT
UT-043	FRG Richmar Foods/Food 4 Less	Food 4 Less	5504 S Van Winkle Expressway	Salt Lake City	UT
UT-050(A)	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less	816 East U.S. Highway 6	Spanish Fork	UT
UT-050.b	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less	816 East U.S. Highway 6	Spanish Fork	UT
UT-050CS	FRG Richmar Foods/Food 4 Less	Closed Store - Former Food 4 Less	816 East U.S. Highway 6	Spanish Fork	UT
UT-051	FRG Richmar Foods/Food 4 Less	Food 4 Less	Redwood Road and 3500 South	West Valley City	UT
UT-051(A)	FRG Richmar Foods/Food 4 Less	Food 4 Less Fuel Center	Redwood Road and 3500 South	West Valley City	UT
WI-036	FRG Rainbow	Rainbow Foods #306	2806 Schoefield Avenue	Schofield	WI
WI-036.c	FRG Rainbow	Rainbow Foods #306	2806 Schoefield Avenue	Schofield	WI
WI-036.e	FRG Rainbow	Rainbow Foods #306	2806 Schoefield Avenue	Schofield	WI
WI-150	FRG Rainbow	Rainbow Foods	6300 W Brown Deer	Milwaukee	WI
WI-182	FRG Richmar Foods/Food 4 Less	Sentry #182	N 81 W 15182 Appleton Avenue	Menomonee Falls	WI
WI-182.b	FRG Richmar Foods/Food 4 Less	Sentry #182	N 81 W 15182 Appleton Avenue	Menomonee Falls	WI
WI-428	FRG Richmar Foods/Food 4 Less	Sentry #428	4275 South 76th Street	Greenfield	WI
WI-428.b	FRG Richmar Foods/Food 4 Less	Sentry #428	4275 South 76th Street	Greenfield	WI
WI-903	FRG Richmar Foods/Food 4 Less	Sentry #55	5201 W. Washington Ave.	Racine	WI
WI-903.b	FRG Richmar Foods/Food 4 Less	Sentry #55	5201 W. Washington Ave.	Racine	WI
WI-931	FRG Richmar Foods/Food 4 Less	Closed Store - Former Sentry (FKA Supersaver	1230 Capital Drive	Pewaukee	WI
WI-940	FRG Rainbow	Rainbow Foods	4771 South 27th Street	Greenfield	WI
WI-959	Dedicated Marshfield Convenience - Staff	E. Depot Street Outside Storage	206 E. Depot Street	Marshfield	WI
NV-039F		Retail Investments	101 Convention Center Drive	Las Vegas	NV
NV-041F	Staff	Rainbow Foods Office	101 Convention Center Drive	Las Vegas	NV





### **Schedule 2.2(m) - Excluded Records**

1. Audited and unaudited Consolidated Financial Statements and related communication.
2. Internal Audit reports and work papers.
3. Vendor payment, funding, correspondence, deduction and dispute records for transactions prior to the Initial Closing Date.
4. All records primarily related to the Convenience and Retail Businesses and any Excluded Asset or Excluded Liability.
5. Excepting such records, for any period, related to the Business that Purchaser requires to perform its obligations and perfect its rights under the Asset Purchase Agreement and the Transition Services Agreement, (a) all accounts and trade receivables records related to the Business for periods prior to the Initial Closing and (b) all accounts and trade receivables records not related to the Business for any period.
6. Bank statements and cash reconciliation records.
7. All employee records, personnel files and other human resources records.
8. All tax returns and related records.
9. Information, records, reports and communication related to the Independent Investigation by the Audit and Compliance Committee.
10. Information, records, reports and communication related to the SEC investigation.
11. Pension records and actuarial reports.
12. All other records and information primarily related to the Excluded Assets and Excluded Liabilities.
13. Records of the Kmart business including bankruptcy settlements.
14. Income or Franchise Tax Returns of the Sellers.
15. Post audit records.
16. Legal proceedings/lawsuit information and all records related thereto.
17. System and user documentation for systems that are Excluded Assets.
18. Preferred Vendor Agreements.
19. All minutes of the Board of Directors and all committees thereto.

20. Records relating to surety bonds and letters of credit provided as collateral in connection therewith.
21. Work papers and other audit records prepared by any accounting firm or prepared by any Seller or any Affiliate of Sellers for any accounting firm.
22. Records prepared in connection with any filing with the SEC, any national securities exchange or other regulatory body relating to the securities of any Seller.
23. Records relating to any disposition of assets, not in the ordinary course of business.
24. Analyses relating to any Acquisition Proposal, other than those required to be disclosed to Purchaser pursuant to the Bidding Procedures.



**Schedule 2.2(s) - Other Excluded Assets**

None.



**Schedule 2.3(e) - Certain Other Liabilities**

None.





### **Schedule 3.2 - Inventory Discounts and Procedures**

See attached.

## **C&S ACQUISITION PHYSICAL INVENTORY PROCEDURES**

This document identifies specific processes to be undertaken when conducting a physical count of merchandise inventories. Specific reports and screens referred to herein relate to the Fleming FOODS system, which operates at most of the divisions to be counted. Similar processes exist at other divisions.

### **Preparation**

1. Determine the date(s) of the inventory counts.
2. Identify facilities and storage locations, where applicable, to be included in counts.
3. Establish schedules with third parties for audit and pallet counts, and with Fleming and C&S procurement teams for identification and segregation of unsaleable product.
4. Establish cutoff dates and times for all of the various transaction processes, including inventory in transit. Refer to sample memo from Distribution Manager.
5. Review facility reports, valuation basis (lot v last cost), and extensions.
6. Prepare communication to associates and retail customers.
7. Identify Fleming and C&S associates that will be participating in the process.
8. Print counts sheets, and assemble count books.
9. Print control logs (DSWI220-04)

### **Pre-Inventory Meetings**

1. About one-half hour prior to the start of the counts, conduct a meeting with all counters, and review the pick, reserve, and write-in count sheets and instructions related to each. Refer to sample documents.
2. Identify control desk location(s) in the warehouse.
3. Identify roving supervisors for the counters, as well as the warehouse runners who will be carrying counts sheets from the control desk to the tabulation and data entry area.
4. Notify counters of break and lunch times.

### **Counting Procedures**

Detailed counting procedures will be mutually agreed to no later than seven (7) days prior to a scheduled count and will include the following:

1. The inventory teams shall consist of Fleming associates, with assistance from C&S associates as deemed necessary by C&S.
2. Each warehouse control desk will be staffed by a Fleming, with assistance from C&S associates as deemed necessary by C&S. The control desk will be responsible for handing out count books to count teams. Each count team must sign for their book, and is responsible for returning the books.
3. Pick slots will be case counted (or each counted, for repack items). Each associate will make an independent count, and these will be compared in such instances where count teams are comprised of two counters. Any differences will result in both

### ***Schedule 3.2***

- associates recounting until the counts agree. One associate will be responsible for recording the counts on the count sheets. Pick slot counts will be blind counts.
4. Reserve counts will be pallet specific verification, using the Fleming pallet tracking system.
  5. Count teams will count one side of the aisle at a time, working from the bottom of the bay upward.
  6. Upon completion of each book, return it to the control desk, and sign it back in. Another count book will be assigned.
  7. The control desk will turn over completed books to the warehouse runner, who will transport the completed books to the tabulation and data entry area.

### **Tabulation and Data Entry**

This process describes the steps involved in recording the counts in the system.

1. Each completed book will be tabulated for cases (and weights, for catchweight meat and deli) counted. Control hash totals are run on the count sheet line number. Run two balancing tapes on counts, (and weights, if applicable) and hash totals.
2. After tabulation is complete, forward the books to the data entry team. The team will enter the counts and the balancing totals on screen KINV. Any differences must be resolved. The system will not allow updates of count sheets that are out of balance.
3. After data entry is complete, place the count books in boxes, in zone number (book number) sequence.
4. The on-line system will identify any count sheets that are incomplete. These must be located and entered before the recount process can begin. When all books are accounted for, notify the appropriate I/T associates to print recount sheets.

### **Recounts**

1. Recount sheets (WI261-01) reports will be run immediately following the first counts. Physical counts that result in a variance exceeding the perpetual file quantity by an amount equal to or greater than 10 cases or \$200.00 will result in that item being selected for recount.
2. Recounts are verification, but can be blind if the parties agree.
3. The control desk will hand out recount sheets to the count teams in the same manner as first count sheets. Report WI250-09, Physical Inventory Control – Recounts Sheets, is used to track recount sheets.
4. The count teams will travel to the designated slot(s), and recount the item until they agree on a count.
5. Large variances may result in a different team being sent out for a third count.
6. The control desk will forward all recount sheets to the tabulation and data entry area, in the same manner as the initial count sheets.

### **Recount tabulation and data entry**

### ***Schedule 3.2***

1. The on-line system will identify any recount pages that are unaccounted for. These must be identified and entered before the process can move forward.
2. When all recounts are complete, assemble the recount pages in numerical order.
3. Notify I/T to finalize the inventory processes, and print the final reports.

#### **Physical Inventory Finalization**

The final inventory processing produces several reports; these are described below.

1. Physical Inventory Extension, (WI280-01). This is the “final” inventory extension, and is the report used to compare to the general ledger for calculating any gain or loss to be recorded. This report will be signed by both parties as agreement of the final physical counts. Any adjustments will be listed on the physical inventory reconciliation to the general ledger.
2. Physical Inventory Variance Report (WI281-01). This report will list variances from the final counts loaded and the perpetual file balance at the start of the counting process. It can be set to report a predetermined dollar or case variance. The standard variance reported is 10 cases or \$200.00. The report can be run in item code sequence, slot sequence, case adjustment sequence, dollar adjustment sequence, weight adjustment sequence (for weighted meat items), or merchandiser sequence. The dollar adjustment sequence is the most commonly used version. Fleming and C&S representatives, accompanied by a warehouse associate familiar with the facility, should use this report to attempt to identify any large discrepancies.
3. Physical Inventory Update Discrepancies (WI275-01). Provides a listing of items that were entered during the counts, but have a status of new, discontinued, or reinstated. These items are not added to the perpetual file when the inventory is updated. Any such items are to be manually costed, and manually added to the final inventory reconciliation. Fleming and C&S must come to an agreement as to the classification of any such items.

#### **Calculation of Discounted Inventory**

The following are the steps to arrive at inventory valuation for items to be discounted:

Based on Seller’s existing method of inventory classification as defined in the attached Exhibit, Purchaser shall apply the respective Valuation Factors as displayed in the subject exhibit.

#### **Calculation of Net Landed Cost in Accordance with Emerging Issues Task Force 02-16**

The following process will be used in calculating the net landed cost adjustment of EITF 02-16:

The net landed cost or EITF 02-16 adjustment percentage, (“EITF Percent”) will be 2.6%. The EITF Percent will be subtracted from the inventory value calculated based upon the physical inventory count and the Valuation Factors for the following categories defined in

### ***Schedule 3.2***

the exhibits; Turns, Current Excess, Excess Promo, ExcessExcess and to the extent Purchaser purchases any other inventory however classified for 100% of the full, undiscounted carry value of such inventory. Discounted Inventory will not be subject to the net landed cost adjustment of EITF 02-16.

#### **Total Inventory Valuation**

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The total inventory valuation, for each inventoried PSC, will be calculated as follows:

1. Final Physical Value for each PSC will be segregated between discounted and non-discounted inventory.
2. The EITF Percent will be applied only to the non-discounted inventory.
3. The total inventory valuation will be the sum of each inventoried PSC's total non-discounted inventory, less the EITF 02-16 adjustment, plus the discounted inventory.



**Schedule 3.2(d) - Certain Inventory Information**

See attached.

Terms Definitions

Type	Grocery/Frozen/Dairy	General Merchandise/Health & Beauty Care and Specialty	Meat/Produce/Deli/Bakery
Aged 450 +	Last Receipt >= 450 days	Last Receipt >= 450 days	N/A
Aged 360-449	Last Receipt >= 360 and <= 449 days	Last Receipt >= 360 and <= 449 days	N/A
Aged 360 +	N/A	N/A	Last Receipt >= 360 days
Aged 270-359	Last Receipt >= 270 and <= 359 days	Last Receipt >= 270 and <= 359 days	Last Receipt >= 270 and <= 359 days
Aged 180-269	Last Receipt >= 180 and <= 269 days	Last Receipt >= 180 and <= 269 days	Last Receipt >= 180 and <= 269 days
Aged 90-179	Last Receipt >= 90 and <= 179 days	Last Receipt >= 90 and <= 179 days	Last Receipt >= 90 and <= 179 days
Aged 60 - 89	N/A	N/A	Last Receipt >= 60 and <= 89 days
DSCN Inv	Items flagged to be discontinued in the buying system with current on hand inventory.	Items flagged to be discontinued in the buying system with current on hand inventory.	Items flagged to be discontinued in the buying system with current on hand inventory.
Dead In/Out	Special pack, size, or variety items not regularly carried in inventory received more than 14 days ago.	Special pack, size, or variety items not regularly carried in inventory received more than 14 days ago.	Special pack, size, or variety items not regularly carried in inventory received more than 14 days ago.
In/Out	Special pack, size, or variety items not regularly carried in inventory received less than 14 days ago.	Special pack, size, or variety items not regularly carried in inventory received less than 14 days ago.	Special pack, size, or variety items not regularly carried in inventory received less than 14 days ago.
Excess	On hand inventory minus promotion whose weeks of supply is >12 weeks. Weeks of supply is On hand inventory divided by forecast demand	On hand inventory minus promotion whose weeks of supply is >18 weeks. Weeks of supply is On hand inventory divided by forecast demand	On hand inventory minus promotion whose weeks of supply is >3 weeks. Weeks of supply is On hand inventory divided by forecast demand
Zero Movers	Items with Average Weekly Movement (last 4 weeks) of 0	Items with Average Weekly Movement (last 4 weeks) of 0	Items with Average Weekly Movement (last 4 weeks) of 0
Current Excess	Items whose inventory is > than 12 weeks on hand quantifying the first 1 -12 weeks of inventory value, excluding promotional cases. This inventory can include up to 8 weeks of Fleming transferred inventory.	Items whose inventory is > than 18 weeks on hand quantifying the first 1 -18 weeks of inventory value, excluding promotional cases. This inventory can include up to 18 weeks of Fleming transferred inventory.	Items whose inventory is > than 3 weeks on hand quantifying the first 1 -3 weeks of inventory value, excluding promotional cases. This inventory can include up to 3 weeks of Fleming transferred inventory.
Excess Promo	The amount of excess inventory bought for upcoming promotions.	The amount of excess inventory bought for upcoming promotions.	The amount of excess inventory bought for upcoming promotions.
Excess Fleming	Inventory transferred from another Fleming facility in excess of 8 weeks supply on hand	Inventory transferred from another Fleming facility in excess of 18 weeks supply on hand	Inventory transferred from another Fleming facility in excess of 3 weeks supply on hand
Excess/Excess	Items whose inventory is > than 12 weeks on hand quantifying the weeks of inventory value > than weeks 1-12, excluding promotional cases.	Items whose inventory is > than 18 weeks on hand quantifying the weeks of inventory value > than weeks 1-18, excluding promotional cases.	Items whose inventory is > than 3 weeks on hand quantifying the weeks of inventory value > than weeks 1-3, excluding promotional cases.
Turns	All remaining inventory which do not meet any of above criteria	All remaining inventory which do not meet any of above criteria	All remaining inventory which do not meet any of above criteria



- 1) Inventory shall include all private label product
- 2) Out of date and short coded product will be defined by a schedule based on Flemings most prevalent customer sell plan criteria
- 3) Damaged and non-saleable product will be identified and purchase price will be determined at the time of or prior to the physical inventory
- 4) This includes all inventory at all operating wholesale distribution centers (all departments)
- 5) All transferred cigarette tax stamps will be valued at 100%

**Schedule 3.2**  
**Inventory Valuation Approach**  
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Valuation Factors	Dept Name	Turns	Current Excess	Excess Promp	ExcessExcess	ExcessFling	DSCN Inv	In/Out	Dead In/Out	Zero Mvrs	Aged 60 - 89	Aged 90-179	Aged 180-269	Aged 270-359	Aged 360 +	Aged 360-449	Aged 450 +	Grand Total
100	Grocery	100%	100%	100%	100%	47%	30%	37%	20%	29%	50%	42%	33%	23%	0%	0%	0%	0%
200	Produce	100%	100%	100%	100%	20%	10%	10%	5%	5%	0%	0%	0%	0%	0%	0%	0%	0%
300	Meat	100%	100%	100%	100%	28%	18%	25%	10%	18%	30%	0%	0%	0%	0%	0%	0%	0%
340	Deli	100%	100%	100%	100%	20%	10%	10%	10%	10%	0%	0%	0%	0%	0%	0%	0%	0%
400	Frozen	100%	100%	100%	100%	47%	30%	40%	20%	28%	50%	43%	34%	23%	0%	0%	0%	0%
420	Bakery	100%	100%	100%	100%	10%	10%	10%	10%	10%	10%	0%	0%	0%	0%	0%	0%	0%
500	Dairy	100%	100%	100%	100%	20%	15%	15%	15%	15%	0%	0%	0%	0%	0%	0%	0%	0%
731	HBC	100%	100%	100%	100%	48%	29%	39%	20%	29%	50%	42%	33%	23%	0%	0%	0%	0%
732	GM	100%	100%	100%	100%	49%	30%	40%	20%	29%	50%	45%	33%	24%	0%	0%	0%	0%
736	Spec. Foods	100%	100%	100%	100%	50%	30%	40%	20%	30%	50%	45%	35%	25%	0%	0%	0%	0%



#### **Schedule 4.4 - Material Consents**

Sellers may be required to obtain consent pursuant to certain of the IP Agreements set forth on Schedule 4.19(b).

The Pre-Petition Credit Agreement.

The DIP Credit Agreement.