

APPLICATION SOFTWARE					
Functional Area	Application/ Project	Application Description	Operating System	Language	DBMS
Gateway Distribution	Equipment service system (Gateway)	Allows garage to monitor equipment service, deadline equipment in Routing system.	PC/DOS	Clipper	Dbase
Gateway Distribution	Fuel and Mileage System	Processes fuel and mileage for DOT monthly reporting and period end	PC/DOS	Clipper	Dbase
Gateway Distribution	Guard Shack route tracking (Gateway Systems)	Tracks load departures and arrivals	PC/DOS	Clipper	Dbase
Gateway Distribution	Physical Inventory (Cycle & Full) (Gateway Systems)	System used to count inventory, verify locations and update quantities	VSE	PL/1	VSAM
Gateway Distribution	Radio Frequency (RF) (Gateway Systems)	System used in conjunction to track product locations. Used to move product from the receiving dock to the reserve or pick locations, from a reserve location to a reserve location, from a reserve location to pick location, or reserve location to the dock.	Windows2000	CLIPPER	Dbase
Gateway Distribution	Receiving	System used to receive POs and update item quantities and costs.	VSE	PL/1	VSAM
Gateway Distribution	Retailer/Vendor directions (Gateway)	Provides detailed directions to retailers and backhauls	PC/DOS	Clipper	Dbase
Gateway Distribution	Routing system (Gateway Systems)	Receives orders from mainframe and other sources, maintains delivery days and windows, stages and sends orders to Manugistics, receives routes back. It tracks drivers, equipment, loading doors, loading times, retailer arrival times, provides detailed route history. Interfaces to RTX. Connects loads with work assignments.	PC/Windows2000	Clipper/Xbase++	Dbase
Gateway Distribution	Slow Movers	New system to allow shipment of slower moving product from a central warehouse and free up slots in the full line PSCs.	VSE	PL/1	VSAM
Gateway Distribution	Warehouse Management Reporting - (Gateway Systems)	Systems used to manage product within warehouse	VSE	PL/1	VSAM
Gateway Distribution	Work Measurement System (Gateway)	Interfaces with mainframe to receive picking assignments and track productivity.	PC/DOS	Clipper	Dbase
Gateway Division Closures	All Business Apps.	All customer transfers and data conversions & migrations.	VSE	PL1	VSAM
Gateway Division Closures	All Business Apps.	All customer transfers and data conversions & migrations.	Windows & DOS	Clipper/Xbase++/VB	Dbase
Gateway Procurement	Backhaul System (Gateway)	Receives backhaul Purchase order information from mainframe, assigns them to routes in Routing system, tracks them after their return for unloading scheduling.	PC/DOS	Clipper	Dbase
Gateway Procurement	Receiving Scheduling	Tracks vendor appointments	PC/Windows2000	Excel	Dbase
Gateway Retail	Ad Planner System (FOODS) Advertising System (Gateway Systems)	Creates Ad pricing for retailers. Interfaces with FOODS survey system, Visionnet, Ad Central.	PC/Windows2000	Xbase++	Dbase
Gateway Retail	Flier/Trade Show system (Gateway)	Creates, maintains, and communicates store ad information to retail stores.	VSE	PL/1	VSAM
Gateway Retail	Flier/Trade Show system (Gateway)	Creates fliers and Trade show books. Interfaces with mainframe and JT Smith. Sends National Show orders to mainframe.	PC/Windows2001	Clipper/Xbase++	Dbase
Gateway Retail	GRAMS - file creation and interfaces.	Generates and processes files for and from the PC based GRAMS system. Includes Pricing, SRP, TPR, and Ad information/	VSE	PL/1	VSAM
Gateway Retail	Grams (Gateway)	Receives pricing/ad/allowance information from mainframe at retail, communicates pricing changes back to mainframe. Interfaces to store front ends.	PC/DOS	Clipper	Dbase
Gateway Retail	Retail Extracts (Gateway Systems)	Miscellaneous programs developed to meet specific customer data and formatting requirements.	VSE	PL/1	VSAM
Gateway Retail	Retail Maintenance (Gateway Systems)	Applications to maintain retail prices for customers.	VSE	PL/1,CICS	VSAM
Gateway Retail	Retail Reporting (Gateway Systems)	Variety of jobs to report retailers' specific sell, allowance, retail and sales/margin information. VSE batch COBOL.	VSE	PL/1	VSAM
Gateway Retail	Retail Shelf/TPR/AD Tags (Gateway Systems)	System to create retailer shelf tag/talker files.	VSE	PL/1	VSAM
Gateway Retail	Sales plan/teamwork	Provides weekly and period sales reporting on plan and teamwork. Interfaces to mainframe.	PC/DOS	Access/Visual Basic	Dbase
Gateway Warehouse	Absenteeism Systems	Monitors workers absences, discipline, shifts, uniforms, etc.	PC/DOS	Clipper/Xbase++	Dbase
Gateway Warehouse	Reclamation System (Gateway/FOODS)	Reclaims product from stores. Interfaces to mainframe	PC/DOS	Clipper	Dbase
Gateway Warehouse	Salvage System (Gateway)	Salvages damaged product, interfaces to mainframe	PC/DOS	Clipper	Dbase
Gateway Wholesale	Billing (Gateway Systems)	Processes customer's orders from the Order Suspense file, identifies inventory requirements, updates inventory and invoices the customer.	VSE	PL/1	VSAM
Gateway Wholesale	Order Entry (Gateway Systems)	Receives orders from various sources and edits them in preparation for storing them until time to bill and invoice them.	VSE CICS	PL/1	VSAM
Gateway Wholesale	Sell Plan (Gateway Systems)	Sell Plan includes management of item pricing, deals, price reductions and how these elements relate to the customer parameters that affect invoicing and margin.	VSE	PL/1,CICS	VSAM
GatewayAccounting	A/R - Accounts Receivable (Gateway Systems)	Understands Accounts Receivable principals, track invoices, credits, hand charges, note payments, drop shipments etc. and track what has and has not been paid by our customers.	VSE	PL/1	VSAM
GatewayAccounting	A/R Statements (Gateway Systems)	Pulls current and past due charges and credits from A/R and produces an A/R statement to the customer indicating what they owe.	VSE	PL/1	VSAM
GatewayAccounting	CTP Drop Shipments (Interface to Gateway Systems A/R)	Online CICS application written in VAGen and COBOL. This application allows users to interact with the Imaging & Workflow system and enter DropShipment Invoices to Fleming Customers. DropShipment Invoices are edited and processed both thru FOODS A/R and the National Chain System. Interfaces are written in OS390, MVS Cobol DB2 as well as Visual Basic and VSE Cobol.	VSE	PL/1	VSAM
GatewayAccounting	Division Gross Profit (Gateway Systems)	System that calculates gross profits by division.	VSE	PL/1	VSAM
GatewayAccounting	Financial Reporting (Gateway Systems)	Support of remaining financial applications in Gateway systems. Mostly unused except to generate info to be sent to Millennium/SAP	VSE	PL/1	VSAM
GatewayAccounting	General Ledger (Gateway Systems)	VSE Cobol programs that build transactions from Gateway Billing and A/R to be sent to Millennium.	VSE	PL/1	VSAM
GatewayAccounting	Invoicing - sell plan (Gateway Systems)	This is part of the billing process. The customer order/fulfillment information is passed to the invoicing program which completes the billing cycle by calculating any additional fees and prints the invoice in the sequence and format (line item fees or bottom of invoice fees) required by the customer.	VSE	PL/1	VSAM
GatewayAccounting	Ledger Interface out of Gateway Systems	Extracts Ledger information out of the Gateway systems for feed to Millennium/SAP	VSE	PL/1	VSAM
GatewayAccounting	Retail Department	This application allows a retailer to group items under his own departments for presentation on invoices and statements	VSE	PL/1	VSAM
Human Resources	KRONOS	Time Accounting system with feeds to payroll system.	AIX	COBOL	Oracle
Human Resources	KRONOS Workforce Central	New Time Accounting/Recording system that feeds SAP Payroll. Includes the package's base functionality as well as custom written Java frontend and backend interfaces.	NT	Custom: JAVA/HTML	
Human Resources	Miscellaneous Web Applications	Fleming Annual Contribution Calculator, KRONOS Bolt-On screens.	AIX	JAVA/HTML	DB2
Human Resources	SAP Human Resources	SAP Human Resources system including the following modules used by Fleming: Personnel Administration, Recruiting, Personnel Development, Benefits, Compensation Management, Time Management, Payroll, Organization Management and the reporting Information System.	SAP/AIX	ABAP	DB2
Human Resources	SAP Human Resources Custom Development	Custom development associated with SAP's Human Resources system and its various modules. Requires an understanding of Fleming's HR processes and the SAP modules as implemented here. Applies Notes (official fixes) to SAP written programs. Provides support for all custom written applications including the custom developed interfaces (35) and report (80) that integrate with standard SAP HR functionality. Need the ability to provide quick response for regulatory mandated requirements and benefit plan changes.	SAP/AIX	ABAP	DB2
IT	Miscellaneous Web Applications	Domain Maintenance, System Service Request, DB2 Table Tracking, Security Self Service	AIX	JAVA/HTML	DB2
Merchandising	Committed Stock	Part of the buying system in FOODS; allows systems that create demand to feed the additional order requirement to E3 and Inform. Demand is categorized by type such as Ad, Survey, Military, etc.	VSE	COBOL CICS	VSAM
Merchandising	CSOs/CSLs	CSO (Customer Specific Orders) provide a method for customers to order product and optionally guarantee quantity, price, and/or delivery dates. When a lot is assigned to a CSO, it becomes a Customer Specific Lot (CSL). CSOs can originate in Visionnet, through National Chain, or be created using an on-line FOODS screen. The bulk of these systems run on VSE using batch and CICS programs. There are interfaces with MVS DB2 applications.	VSE	COBOL CICS	VSAM
Merchandising	Deals (FOODS)	Maintenance & Reporting of Vendor allowance information is provided through COBOL/CICS on FOODS/VSE.	VSE	COBOL CICS	VSAM
Merchandising	Free-Form Notes	Provides the ability to make notations on an item. This is done using COBOL/CICS and batch COBOL on FOODS/VSE	VSE	COBOL CICS	VSAM
Merchandising	Invoice Matching - Merchandising	System that matches invoices up for payment; VSE/COBOL, CICS, Modularity, Easytrieve	VSE	COBOL CICS	VSAM
Merchandising	Item Maint	Maintenance to item information is primarily performed by 6 CICS screens, 10 CICS programs and 6 batch COBOL programs.	VSE	COBOL CICS	VSAM

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Merchandising	MOH (Merchandise on Hand)	This FOODS system allows retailers to forward buy product and Fleming store it. Items are selected by retailers based on cost increases or deals ending. MOH commitments are entered and as orders from the retailer are processed the committed quantity is decremented. Lots of reports and interfaces to accounting. Runs on VSE. COBOL batch application.	VSE	COBOL CICS	VSAM
Merchandising	Substitutions	> Subs allows for a item to be "substituted" for another item due to lack of billable inventory, product changes, etc. > Use VSE CICS transactions to set up subs. > Different types of subs: Forced subs, Chain subs, Multiple subs, Retail group subs > Subbing takes place in the Billing job stream OI080 within program CWOI078. > Substitution is indicated on the Product Invoice.	VSE	COBOL CICS	VSAM
Merchandising	Surveys	A FOODS system for pre-booking inventory. Bulletins are created for retailers for product offered for shipment several weeks in the future. Retail orders are received with the ability to spread delivery over several dates. This system has a multitude of reports for procurement, warehouse, and retail purposes. Runs on VSE. COBOL batch application.	VSE	COBOL CICS	VSAM
Merchandising	Vendor Purchase Orders	System to maintain purchase orders.	VSE	COBOL CICS	VSAM
Milwaukee	Bakery Processing				
Milwaukee	Data Center and Operations				
Milwaukee	Frequent Shopper Programs				
Milwaukee	Milwaukee Chain Systems	All systems required to support the Milwaukee Wholesale Distribution.			
Milwaukee	Retail Price Changes and shelf tags.				
Partner Solutions	Credits (National Chain)	National Chain Systems (NCS) * EDI interface	MVS	COBOL	DB2
Partner Solutions	Order Management System (OMS)	Receives orders from retailers using handheld order guns or computer-transmitted (HSA) flat files. Processes, validates and schedules orders, uploads to FOODS ordering system. Runs on centralized AIX platform, comprised of C, C++ and AIX scripting languages.	AIX	C,C+.SCRIPT	ORACLE
Partner Solutions	Vendor EDI	Partner Solutions Group (PSG) * EDI Standard Vendor transaction management 810 Invoices 820 EFT Remits 850, 875 POs 856 ASNs 879 Price Changes 889 Promotions 997 Acknowledgements 852 Product Activity 888 Item Maintenance 889 Promo Announcements 867	MVS - FTP.NDM	GENTRAN, COBOL, SQL, Visual Age	DB2
Procurement	Biceps	Buying tool to recommend intelligent orders for replenishment and other known demands. Consists of third party software (MVS VSAM/CICS) and Fleming interfaces to Gateway host system.	MVS	COBOL	VSAM
Procurement	Central Procurement Operations (CPO) - MOPS (Meat Order Processing System) - POPS (Perishables Order Processing System) - FINS (Freezer Inventory Systems) - TOAST (Turkey Ordering & Storage) - PINS (Pricing Indexing Systems)	* This system generates & receives Produce(POPS), Meat(MOPS) orders from the Division buyers and consolidates the orders to the Central Procurement group. It interfaces with E3 and EDI for both inbound & outbound transactions. The online application was written in CSP code that was converted to VAGen. The batch side of this application is in Cobol. It operates on the OS390 MVS platform using DB2 as data tables. Buying product for all locations from a central operation. Includes forecasting, buying, Purchase orders, vendor relations, category management, etc.	MVS	COBOL	DB2
Procurement	Common Data	A point of central entry for item and vendor data. MVS/DB2 is the platform where the item and vendor data is entered initially. The data is communicated to VSE via a remote wire function using CICS.	MVS	COBOL	DB2
Procurement	Divert Reporting	This represents the extract and reporting of information to third party diverters.	MVS	COBOL	DB2
Procurement	Diverting/Daymon	Daymon is a Diverting Company that does some of our buying. We send them daily item pricing information and inventory levels. They determine if and where they can get product for us at a better price than the manufacturer has in effect. The Daymon/Diverting jobs run on MVS, and are written in COBOL, with some DB2.	VSE	COBOL CICS	VSAM
Procurement	E3 TRIM	Buying tool to recommend intelligent orders for replenishment and other known demands. Consists of third party software (AS/400 batch & client server) and Fleming interfaces to ODS & FOODS.	AS/400	COBOL	DB400
Procurement	E3 TRIM - Extracts	Buying tool to recommend intelligent orders for replenishment and other known demands. Consists of third party software (AS/400 batch & client server) and Fleming interfaces to ODS & FOODS.	MVS	COBOL QMF	DB2
Procurement	Inform	Buying tool to recommend intelligent orders for replenishment and other known demands. Consists of third party software (MVS VSAM/CICS) and Fleming interfaces to FOODS.			
Procurement	MasterFoods Data Reporting	This represents the extract and transmission of historical sales information to MasterFoods which enables Fleming to collect monies owed in supply agreement.	MVS	COBOL	DB2
Procurement	Military Processing	Controls pricing for product sold to the military, either through a 3-way vendor contract, or through a blanket purchase agreement. VSE/COBOL. Orders are batched through MVS/COBOL and DB2 tables.	VSE	COBOL CICS	VSAM
Procurement	Miscellaneous Web Applications	Common Item Manager, Private Label, Item Movement, Procurement Service Level, Outs Reason Code Maintenance, Inventory Specialist Maintenance, PRAD Vendor Maintenance, PRAD Dept/Acct Maintenance, Product Category Type Maintenance, Product Category/Commodity Class Maintenance, Common Item screens, Chain Item Catalog, Daily Item Movement, Vendor Order Routing Maintenance, Order Splitting, Incentive Buy	AIX	JAVA/HTML	DB2
Procurement	Opportunity Wire	Represents the jobs and processes necessary to support offers placed on the Visionet system by Vendors	MVS	COBOL	DB2
Procurement	Price Reduction extract from Visionet (These are really to visionet)	* Process of extracting Price Reductions from Visionet and loading them into FOODS. * A price reduction file is built for Visionet daily based on Add, delete and changes made to the price reduction file. These records are exploded out to customer records.			
Procurement	Price Reductions (MVS)	This part of the PRADs application provides for a method to enter Price Reductions for Private Label products and to propagate the PRADs to all FOODS divisions. It will also manage adjustments to pricing for national chains via the Daymon input information in the form of Price Reductions. This application also handles the back-end accounting entries for Corporate bill-backs. This application runs on MVS/DB2 using COBOL and HTML web screens.	OS390/VSE/M VS	COBOL	VSAM & DB2
Procurement	Prompt	Tool for reconciling vendor invoice pricing with Biceps purchase orders. Consists of third party software (MVS VSAM/CICS) and Fleming interfaces to Gateway host system.			
Procurement	Service Level Action Plan	Represents system used to allow the buyers to identify items that they are taking action on to allow service level improvements for the next business day. This section refers to the web screens necessary for the user presentation.	MVS	COBOL/Java	DB2
Procurement	Visionet Applications	Various applications that facilitate internet-based vendor & retailer business functions. (DDI, contract creation, deal creation, Ad Central, Item catalog, CSL creation, promotion offers, user administration, CSP setup of customer for FOODS, Status & Error logs, Channel contentNew, New Item setup, PCR/PCRA, Customer movement(velocity), bulletins(content creation) * Picks up retail pricing, costs, deals (current and future) and downloads them to the RSK mailbox so retailers can pick them up.			
Retail	APPLE (Automated Product Pricing List Environment)	maintenance extract for retail customers. Includes item attribute change notification, sell price and allowance change notification and suggested retail prices. VSE batch and CICS COBOL application.	VSE	COBOL	VSAM
Retail	Retail Extracts	Miscellaneous programs developed to meet specific customer data and formatting requirements. VSE batch COBOL.	VSE	COBOL	VSAM
Retail	Retail Maintenance	Applications to maintain retail prices for customers. VSE batch and CICS COBOL.	VSE	COBOL	VSAM
Retail	Retail Price Maintenance	Retailers enter their SRP changes on this system by zone and they get fed back to FOODS. This is a standalone system or can be ran off the retailers desktop.	PC DOS		
Retail	Retail Reporting	Variety of jobs to report retailers' specific sell, allowance, retail and sales/margin information. VSE batch COBOL.	VSE	COBOL	VSAM
Retail	Retail Shelf Tags	System to create retailer shelf tag files. VSE batch and CICS COBOL.	VSE	COBOL	
Wholesale	Billing	Processes customer's orders from the Order Suspense file, identifies inventory requirements (CSL, non-CSL), updates inventory and invoices the customer. Runs on PSC instance of FOODS (VSE) using COBOL and VSE/JCL.	VSE	COBOL	VSAM

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Functional Area	Application/ Project	Application Description	Operating System	Language	DBMS
Wholesale	Central Chain Systems	Partner Solutions Group (PSG) * EDI Standard Customer transaction management 810, 880 Invoices 820 EFT Remits 832 Item Catalog 850, 875 POs 856 ASNs 879 Price Changes 889 Promotions 997 Acknowledgements	MVS - FTP.NDM	GENTRAN, COBOL, SQL	DB2
Wholesale	Central Chain Systems	Partner Solutions Group (PSG) * Customer Item Management - Cross Referencing/Chain Item Catalog & Item Data Transmissions	MVS - FTP.NDM	GENTRAN, COBOL, SQL	DB2
Wholesale	Central Chain Systems	Partner Solutions Group (PSG) * Customer Order Authorization & Management (Crossreferencing & Routing)	MVS - FTP.NDM	GENTRAN, COBOL, SQL	DB2
Wholesale	Central Chain Systems	Partner Solutions Group (PSG) * Non-EDI formats for data transmission 312 Order formats 610 Invoice formats RW813 Item maintenance formats	MVS - FTP.NDM	GENTRAN, COBOL, SQL	DB2
Wholesale	Electronic Statement Transmissions	The process of retrieval and transmission of electronic A/R Statements to our customers, mainly larger chains.	MVS	COBOL	DB2
Wholesale	GMD Processing	Cube-by-Tote, etc	VSE	COBOL	
Wholesale	National Selling Price	Establishes a standard price for a product for all Fleming Divisions that sell the product. A customer buying the product from multiple Fleming locations will pay the same price. NSP will run on both the OS/390 and VSE platforms, and will be developed in COBOL.			
Wholesale	New Business	EDI setup and testing required for new customers.	MVS	Gentran COBOL	DB2
Wholesale	Order Entry (OENT)	Receives orders from various sources and edits them in preparation for storing them until time to bill and invoice them.	VSE & MVS	COBOL	VSAM & DB2
Wholesale	RCFTP	Retail Connection FTP mailbox for customer transmission to and from Fleming. Includes orders, retails, item maintenance, etc.	RCFTP Server		
Wholesale	Retail Department	This application allows a retailer to group items under his own departments for presentation on invoices and statements	VSE	COBOL	VSAM
Wholesale	Sell Plan (FlexPro, FlexStar, FlexMate)	Sell Plan includes management of item pricing, deals, price reductions and how these elements relate to the customer parameters that affect invoicing and margin. Primarily this all occurs on FOODS/VSE.	VSE	COBOL	VSAM



**Schedule 4.20 - Debt Liens**

<b>10 1/8% Senior Notes</b>	Bankers Trust Company
<b>5.25% Conv. Senior Sub. Notes</b>	Bank One, N.A.
<b>10 5/8% Senior Subordinated Notes</b>	Manufacturers and Traders Trust Company
<b>9 7/8% Senior Subordinated Notes</b>	Manufacturers and Traders Trust Company
<b>9 1/4% Senior Notes</b>	Manufacturers and Traders Trust Company
<b>Pre-Petition Credit Agreement</b>	

**DIP Credit Agreement**

**That certain Final Order authorizing (1) Post-Petition Financing Pursuant to 11 U.S.C. § 364 and Bankruptcy Rule 4001(c); (2) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Bankruptcy Rules 4001(b) and (d); (3) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363; and (4) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens, Pursuant to 11 U.S.C. §§ 105 and 364(c)(3) and Rule 4001(c) entered by the Bankruptcy Court in the Cases on May 6, 2003.**



### **Schedule 4.22 - Knowledge**

Carlos Hernandez, General Counsel

Craig Birchette, Associate General Counsel [Section 4.10 only]

Kirsten Richesson, Associate General Counsel

William May, Executive Vice President, President Wholesale

Scott Nicholson, Senior Vice President Operations

Mike Carey, Senior Vice President Operations

Dee Jerome, Vice President Human Relations (Benefits) [Section 4.16 only]

Tom Myers, Vice President Field Human Relations [Section 4.16 only]

David Coleman, Senior Vice President Labor Relations [Section 4.16 only]

Jerry Rebel, Vice President and Controller

Brian Lake, Director Real Estate [Sections 4.5 and 4.6 only]

David Stegmann, Vice President Properties Group [Sections 4.5, 4.6 and 4.17 only]

Tom Larson, Vice President Intellectual Property [Section 4.19 only]



### **Schedule 5.3 - No Breach or Conflict**

Consummation by Purchaser and Parent of the transactions contemplated hereunder will require consent under:

- (a) the Parent's guarantee of the indebtedness of JR&D Associates Limited Partnership as evidenced by the (1) 7.39% Senior Secured Notes payable to the order of Teacher's Insurance & Annuity, due 2016 in the aggregate amount of \$8,000,000 and dated as of February 23, 1996; and (2) 8.28% Senior Secured Notes payable to the order of Teacher's Insurance & Annuity, due 2014 in the aggregate amount of \$26,000,000 and dated as of June 30, 1994;
- (b) the Parent's guarantee of the indebtedness of L&S Associates as evidenced by the (1) 8.98% Senior Secured Notes payable to the order of Provident Mutual Life Insurance Company, due July 1, 2012 in the aggregate amount of \$15,000,000 and dated as of July 15, 1992; (2) 7.57% Class A Senior Secured Notes payable to the order of Provident Mutual Life Insurance Company, due 2022 in the aggregate amount of \$3,000,000 and dated as of February 23, 1996; (3) 7.39% Class B Senior Secured Notes payable to the order of Teacher's Insurance & Annuity, due 2016 in the aggregate amount of \$20,000,000 and dated as of February 23, 1996; (4) 7.18% Class C Senior Secured Notes payable to the order of Phoenix Home Life Mutual Insurance and Washington Square Advisers, Inc., due 2011 in the aggregate amount of \$20,000,000 and dated as of February 23, 1996; (5) 7.01% Class D Senior Secured Notes payable to the order of Lutheran Brotherhood, due 2006 in the aggregate amount of \$6,000,000 and dated as of February 23, 1996; and (6) 7.01% Class E Senior Secured Notes payable to the order of Provident Mutual Life Insurance Company, due 2003 in the aggregate amount of \$3,000,000 and dated as of February 23, 1996; and
- (c) the Credit Agreement dated as of March 28, 2002 among Parent, Harris Trust and Savings Bank, as Administrative Agent, and the other financial institutions a party thereto.



**Schedule 6.2 - Conduct of the Business**

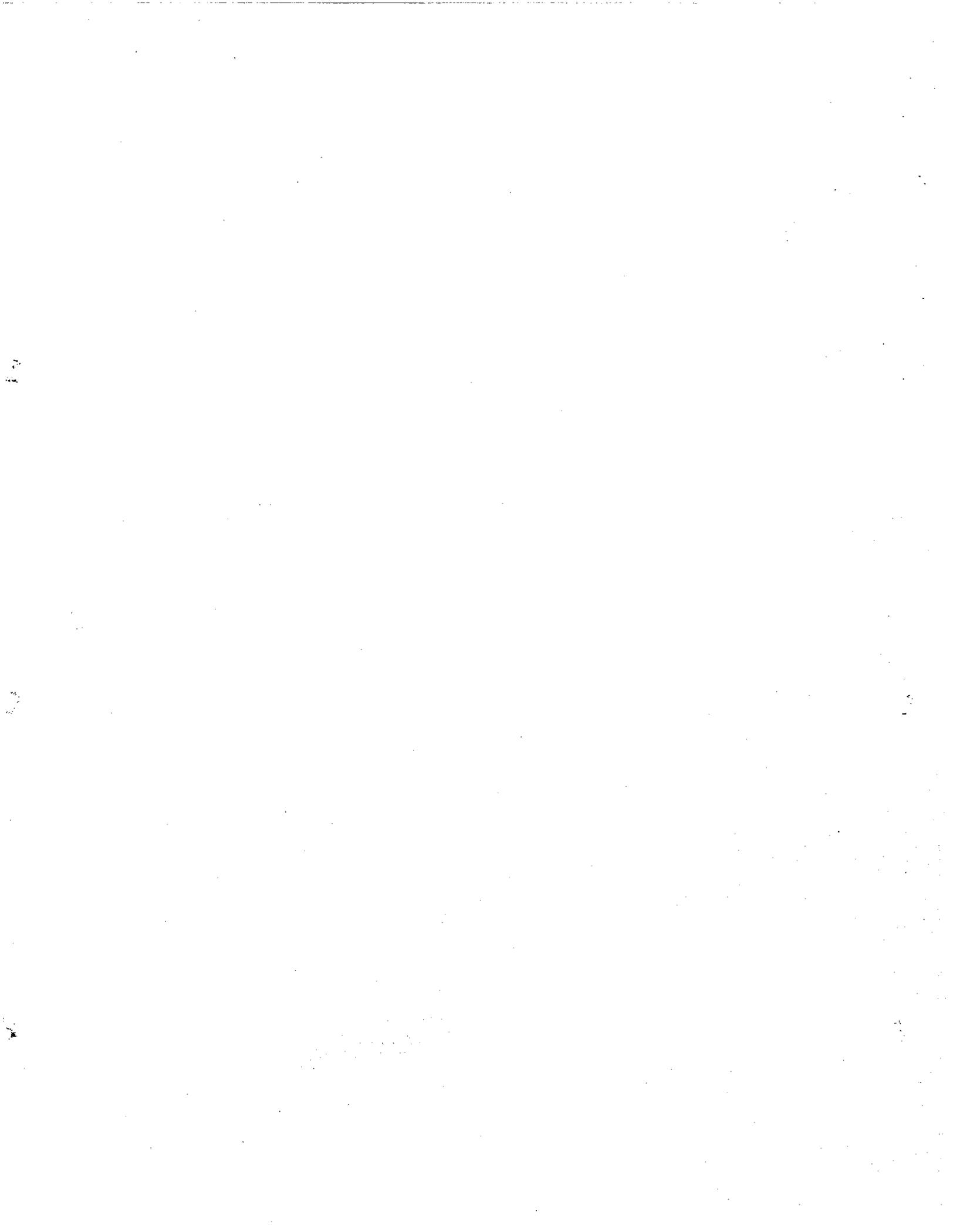
Sellers are required to comply with all orders of the Bankruptcy Court.

Instead of providing terms for the purchase of products, certain vendors have required Fleming to provide cash in advance for the purchase of such products.



**Schedule 6.2(p) - Certain Raises and Bonuses**

None.



### **Schedule 7.1 - Bonds, Letters of Credit, Etc.**

See attached.

#### **Indemnity Agreements**

1. Commercial Surety General Indemnity Agreement, dated June 7, 2002, between Greenwich Insurance Company and Core-Mark International, Inc.
2. General Indemnity Agreement, dated June 13, 2002, between Hartford Fire Insurance Company and Core-Mark International, Inc.
3. General Contract of Indemnity, dated June 6, 2002, between Travelers Casualty and Surety Company of America and Core-Mark International, Inc.
4. General Agreement of Indemnity, dated June 5, 2002, between Zurich American Insurance Company and Core-Mark International, Inc.
5. Commercial Surety General Indemnity Agreement, dated June 7, 2002, between RLI Insurance Company and Core-Mark International, Inc.
6. Agreement of Indemnity, dated April 11, 2001, among ACE-USA, ACE Bond Services and Core-Mark International, Inc.
7. Agreement of Indemnity, dated January 18, 2002, among ACE-USA, ACE Bond Services and Fleming Companies, Inc.

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32
33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48
1	SAFECO	Franklin	GA												
2	SAFECO	Franklin	GA												
3	SAFECO	Franklin	GA												
4	SAFECO	Franklin	GA												
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47	SAFECO	Franklin	GA												
48	SAFECO	Franklin	GA												



A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q
Bond Number	Principal	Operating Unit	Classification	Justification	Outlays	Penalty Amount	Type	Description	Underwriter Unabridged mit. bond.	Effective Date	Anniversary Date	Classification	Date	Shall	Comments	
101	101	101	101	101	101	101	101	101	101	101	101	101	101	101	101	101
102	102	102	102	102	102	102	102	102	102	102	102	102	102	102	102	102
103	103	103	103	103	103	103	103	103	103	103	103	103	103	103	103	103
104	104	104	104	104	104	104	104	104	104	104	104	104	104	104	104	104
105	105	105	105	105	105	105	105	105	105	105	105	105	105	105	105	105
106	106	106	106	106	106	106	106	106	106	106	106	106	106	106	106	106
107	107	107	107	107	107	107	107	107	107	107	107	107	107	107	107	107
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112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112
113	113	113	113	113	113	113	113	113	113	113	113	113	113	113	113	113
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115	115	115	115	115	115	115	115	115	115	115	115	115	115	115	115	115
116	116	116	116	116	116	116	116	116	116	116	116	116	116	116	116	116
117	117	117	117	117	117	117	117	117	117	117	117	117	117	117	117	117
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126	126	126	126	126	126	126	126	126	126	126	126	126	126	126	126	126
127	127	127	127	127	127	127	127	127	127	127	127	127	127	127	127	127
128	128	128	128	128	128	128	128	128	128	128	128	128	128	128	128	128
129	129	129	129	129	129	129	129	129	129	129	129	129	129	129	129	129
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131	131	131	131	131	131	131	131	131	131	131	131	131	131	131	131	131
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144	144	144	144	144	144	144	144	144	144	144	144	144	144	144	144	144
145	145	145	145	145	145	145	145	145	145	145	145	145	145	145	145	145





FLEMING COMPANIES OUTSTANDING STANDBY L/C'S										AS OF	7/7/03
A/C PARTY FLEMING COMPANIES, INC.											
(DB TRUST AMERICAS REF. # S14720)											
ISSUING BANK	L/C NO.	GLOBAL AMOUNT	EFF. DATE	EXPIRY DATE	AUTO EXTENSION	BENEFICIARY					
JPM CHASE	P200199	\$208,000.00	6/18/02	5/21/04	YES/YEAR/30 DAYS	OLD REPUBLIC INSURANCE					
JPM CHASE	P200805	\$101,400.00	6/18/02	5/20/04	YES/YEAR/30 DAYS	PNC BANK					
JPM CHASE	P202561	\$31,417,692.00	6/18/02	7/1/04	YES/YEAR/60 DAYS	INSURANCE CO. NORTH AMERICA					
JPM CHASE	P202687	\$20,030.00	6/18/02	7/12/04	YES/YEAR/30 DAYS	NORTHWEST NATL INSURANCE					
JPM CHASE	P203003	\$3,845,818.00	6/18/02	7/12/04	YES/YEAR/30 DAYS	NATL UNION FIRE INS PITTSBURGH					
JPM CHASE	P203686	\$300,000.00	6/18/02	7/25/04	YES/YEAR/60 DAYS	FICL LTD., MAILTON, BERMUDA					
JPM CHASE	P205956	\$220,472.00	6/18/02	10/2/03	YES/YEAR/60 DAYS	ARGONAUT INSURANCE					
JPM CHASE	P292028	\$2,346,029.57	6/18/02	9/18/03	YES/YEAR/30 DAYS	BANK ONE, CINCINNATI					
JPM CHASE	P293000	\$198,588.00	6/18/02	12/13/03	YES/YEAR/60 DAYS	NORTHWEST NATL INSURANCE					
JPM CHASE	P295846	\$350,000.00	6/18/02	1/8/04	NO	UNIVERSITY OF TENNESSEE					
SUB TOTAL										\$39,008,029.57	
FLEMING COMPANIES OUTSTANDING STANDBY L/C'S										AS OF	7/7/03
ISSUING BANK	L/C NO.	GLOBAL AMOUNT	EFF. DATE	EXPIRY DATE	AUTO EXTENSION	BENEFICIARY					
DEUTSCHE BK	S14727	\$4,900,000.00	6/25/02	6/25/04	YES/YEAR/60 DAYS	ACE INSURANCE CO. OF TEXAS					
DEUTSCHE BK	S14733	\$2,754,000.00	6/28/02	6/28/04	YES/YEAR/30 DAYS	GMAC COMMERCIAL MORTGAGE					
DEUTSCHE BK	S14768	\$20,000,000.00	7/26/02	7/26/04	YES/YEAR/30 DAYS	OLD REPUBLIC INSURANCE CO.					
DEUTSCHE BK	S14901	\$18,524,152.00	10/31/02	10/31/03	YES/YEAR/30 DAYS	HARTFORD FIRE INSURANCE					
DEUTSCHE BK	S14986	\$2,500,000.00	1/3/03	1/2/04	YES/YEAR/45 DAYS	GREENWICH INSURANCE COMPANY					
DEUTSCHE BK	S15047	\$15,000,000.00	1/31/03	1/31/04	YES/YEAR/45 DAYS	RLI INSURANCE COMPANY					
DEUTSCHE BK	S15082	\$7,500,000.00	2/20/03	2/20/04	YES/YEAR/30 DAYS	ZURICH AMERICAN INSURANCE CO.					
SUB TOTAL										\$71,178,152.00	
FLEMING COMPANIES OUTSTANDING STANDBY L/C'S										AS OF	7/7/03
ISSUING BANK	L/C NO.	GLOBAL AMOUNT	EFF. DATE	EXPIRY DATE	AUTO EXTENSION	BENEFICIARY					
DEUTSCHE BK	S15322	\$25,000.00	6/25/03	6/25/04	YES/YEAR/30 DAYS	GREENWICH INSURANCE					
DEUTSCHE BK	S15323	\$18,287,500.00	6/26/03	6/25/04	YES/YEAR/30 DAYS	OLD REPUBLIC INSURANCE					
TOTAL										\$18,312,500.00	

PURPOSE	ACCOUNT PARTY
INSURANCE	FLEMING COMPANIES INC.
FINANCIAL	FLEMING COMPANIES INC.
INSURANCE	FLEMING COMPANIES INC.
INSURANCE	FLEMING COMPANIES INC.
INSURANCE	FLEMING COMPANIES INC.
FINANCIAL	FLEMING COMPANIES INC.
INSURANCE	FLEMING COMPANIES INC.
FINANCIAL	FLEMING COMPANIES INC.
INSURANCE	FLEMING COMPANIES INC.
FINANCIAL	FLEMING COMPANIES INC.
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PURPOSE	ACCOUNT PARTY
INSURANCE	FLEMING COMPANIES INC.
FINANCIAL	FLEMING COMPANIES INC.
INSURANCE	FLEMING COMPANIES INC.
INSURANCE - OREGON CIGARETTE TAX BOND	FLEMING COMPANIES, INC.
INSURANCE - CIGARETTE TAX BOND	FLEMING COMPANIES, INC.
INSURANCE - OREGON CIGARETTE TAX BOND	FLEMING COMPANIES, INC.
INSURANCE - CA. CIGARETTE TAX BOND	FLEMING COMPANIES, INC.
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EXHIBIT A(1) TO THE PLAN OF SALE

ASSETS

Retail Grocery Locations

AZ-137 - Food 4 Less	1221 West Irvington Road	Tucson	AZ
WI-908 - Food 4 Less #8060	3500 52nd Street	Kenosha	WI
TX-383 - Rainbow Foods	8050 N. Mesa Street	El Paso	TX
MN-263 - Rainbow Foods Office & Warehouse	8000 Excelsior Blvd.	Hopkins	MN
FL-587 - Closed Store-partial (Liquor Store)	1944 Highway A1A	Satellite Beach	FL
NY-013 - Central Square IGA - Closed Store	County Route 49 East	Central Square	NY
OK-079 - Quail Plaza IGA - Closed Store	10908 N. May Avenue	Oklahoma City	OK
WI-824 - Closed Store (Sentry #824)	6243 South Packard Avenue	Gudahy	WI
PA-062 - Shop 'N Bag - Treviso	1658 Brownsville	Treviso	PA
AZ-116 - Garrett's IGA #4 (formerly ABCO )	3926 E. Grant Road	Tucson	AZ
AZ-070 - Garrett's IGA (formerly ABCO )	5556 E. River Road	Tucson	AZ
Marshfield Convenience Division	1700 South Laemie Ave.	Marshfield	WI

Miscellaneous

Miscellaneous tools and equipment located at McKinney Airport

Miscellaneous IT equipment

Miscellaneous Furniture

Schedule 8.11

I All owned real property located at the Operating PSCs

II The following Leased and Subleased Real Property:				
	Lessor	Lessee	Location	Fleming File Number
1	DMA Fresno Development, Ltd	Fleming Companies	Fresno	CA-242
2	Susan Randleman as Trustee	Fleming Companies	Garland	TX-314
3	Fleming Companies	Enterprise Leasing Company of DFW	Garland	TX-371F
4	Pacific Warehouse, Inc	Fleming Companies	Hawaii	HI-002
5	Campbell Watumui	Fleming Companies	Hawaii	HI-007
6	Loyalty Development Company, Ltd	Fleming Companies	Hawaii	HI-005
7	Nabisco, Inc	Fleming Companies	La Crosse	WI-926PL
8	City of Lincoln, Nebraska	Fleming Companies	Lincoln	NE-123
9	Red Jack Partners	Fleming Companies	Lincoln	NE-121
10	Sperling Massillon LLC, WMS Massillon, LLC et al (as TIC)	Fleming Companies	Massillon	OH-215
11	The Realty Associates Fund VI, L.P.	Fleming Companies	Memphis	MS-210
12	Holmes Road Associates	Fleming Companies	Memphis	TN-306
13	PRIM Fleming Warehouse, LLC	Fleming Companies	Miami	FL-746
14	David Minkin, et al.	Fleming Companies	Miami	FL-742CL
15	Jaren E Hiller, Eagle Prairie, Inc.	Fleming Companies	Milwaukee	WI-913
16	K.C. Investors, LLC	Fleming Companies	Nashville	TN-303
17	Sacramento Foodco Investors, LLC	Fleming Companies	Sacramento	CA-269
18	Collins Foodservice, Inc.	Fleming Companies	Sacramento	CA-239
19	Grocery (OK) QRS 15-5, Inc.	Fleming Companies	Tulsa	OK-267
20	Boyle Investment Company (Agent for Jean B. Isbell Trustee)	Fleming Companies	Memphis	TN-300
21	Fleming Companies	Quality Incentive Company	Memphis	TN-300.a
22	BGK LLC	Fleming Companies	West Sacramento	CA-236
23	Forbes Industrial Park L.L.C.	Fleming Companies	Topeka	KS-209
24	CMD Realty Investors	Fleming Companies	Staff (Fort Worth data center)	TX-317
25	Girgner, Incorporated	Fleming Companies	Staff (Oklahoma City)	OK-249
26	Hogen Publishing Company	Fleming Companies	Staff (4 Corporate Center)	OK-250A
27	Vantage Development #21, Inc.	Fleming Companies	Staff (Lewisville)	TX-351
28	Prusan Limited Partnership	Fleming Companies	KOP	PA-826
29	REBNEC NINE, INC	Fleming Companies	Geneva	AL-212
30	Petroleum Helicopters, Inc.	Fleming Companies	Lafayette	LA-188
31	Ant, LLC	Fleming Companies	Minneapolis	MN-264PL
32	Store Container Corporation	Fleming Companies	Minneapolis	MN-264PL3
33	Winthrop Income Properties II	Fleming Companies	Warsaw NC	NC-041
34	CSX Transportation, Inc.	Fleming Companies	Warsaw NC	NC-040F[B]
35	CSX Transportation, Inc.	Fleming Companies	Warsaw NC	NC-040F[C]
36	Northeast Commerce Center, L.L.C.	Fleming Companies	Northeast	MD-891
37	Northeast Commerce Center, L.L.C.	Fleming Companies	Northeast	MD-891[B]
38	Phoenix Foodco Investors, LLC	Fleming Companies	Phoenix	AZ-135
39	SLC Foodco Investors, LLC	Fleming Companies	Salt Lake City	UT-052

III IP All of the Sellers' Company's rights, whether by ownership or license, in the following trademarks:

- 1 Best Yet
- 2 Exceptional Value
- 3 Marquis
- 4 Festival Foods
- 5 Piggly Wiggly
- 6 Sentry
- 7 Super One
- 8 Jubilee
- 9 Shop 'n Kart
- 10 Super 1 Foods
- 11 Super Foods
- 12 Super Save
- 13 Super Thrift
- 14 Buy for Less
- 15 Big Star
- 16 IGA

IV Procurement		
1	Assorted vendors	All vendor private label agreements for the trademarks set forth above*
2	Carolina Logistics	Reclamation agreement*

\*These shall be maintainable at the Initial Closing and assignable upon thirty days notice at any time during the six months following the Initial Closing.

IT Agreements			
V	IBM	1 year Enterprise Software Agreement	Enterprise Software License Agreement
1	IBM	5 year Hardware Maintenance Agreement	Enterprise Hardware Maintenance Agreement
2	Southwestern Bell	Customer Service Agreement	ATM Services
3	Comdisco	Hardware Lease 909	EMC DASD
4	Comdisco	Hardware Lease 910	EMC DASD
5	Comdisco	Hardware Lease 912	EMC DASD
6	Comdisco	Hardware Lease 913	EMC DASD
7	IBM	Lease Supplement 09789	9672-Z77 Misc. Equipment
8	IBM	Lease Supplement 13015	Virtual Tape Serve / Base Extension
9	IBM	Lease Supplement 13036	Magstar Subsystem, Base Extension
10	IBM	Lease Supplement 13062	Service Select, Coupling Facility, Connection Direct
11	IBM	Lease Supplement 17565	Magstar Tape Subsystem
12	IBM	Lease Supplement 20009	9032 Equipment / LED Port Cards
13	IBM	Lease Supplement 43877	ELA Financing
14	IBM	Lease Supplement 47141	Virtual Tape Server and Tape Drives
15	IBM	Lease Supplement 62345	Performance Tools, Backup/Recovery, Webshp Devlpt.
16	IBM	Lease Supplement 64170	9672-Z57 Processor Feature
17	IBM	Lease Supplement 45608	Escon Director, Sysplex Timer, 9672 features
18	IBM	Lease Supplement 82572	AS400 Operating System Software
19	EMC Corporation	Master Customer Agreement	Software & Hardware Purchase / Support DASD
20	AT&T	Master Services Agreement	Voice / Data Service
21	SAP	R/3 License Agreement & 8 Appendix	fi, tr- cm, co, ec, ps, mm, sd, pp, dw, bc, pa, pd , 850 named users
22	Comdisco	Software License Agreement	Mainframe Hardware
23	EMC Corporation	Software License Agreement	Powerpath Enterprise
24	EMC Corporation	Software License Agreement	Powerpath Enterprise Plus Inix Depot (qty 25)
25	EMC Corporation	Software License Agreement	Powerpath Workload Bal Shartel
26	EMC Corporation	Software License Agreement	DASD SYMMGR, SYMPRF
27	EMC Corporation	Software License Agreement	ECCPKG caap 2. To 4. Timefinder, Hub Switch
28	EMC Corporation	Software License Agreement	Powerpath Unix
29	EMC Corporation	Software License Agreement	Powerpath Work Load Bal 27 Licenses
30	EMC Corporation	Software License Agreement	Visionet-ECCPKG cap 2. To 4. Ppath (2) nfs datamvr)
31	EXE Technologies, Inc.	Software License Agreement	30 Site License for
32	EXE Technologies, Inc.	Software License Agreement	Software Support Terms and Conditions
33	Extensis, Inc.	Software License Agreement	Portfolio 6.0 /Server, SQL connect, clients, service, upgrd
34	FileNet Corporation	Software License Agreement	Imaging System
35	Geac Computer Systems, Inc.	Software License Agreement	General Ledger
36	Gerber Systems	Software License Agreement	Fish Creek / Data Integrator
37	Hyperion	Software License Agreement	Financial Planning
38	ICG Group, Inc.	Software License Agreement	FileNet
39	ISoft Corporation	Software License Agreement	Commerce Suite / Unlimited Use
40	Kronos, Inc.	Software License Agreement	25,000 employee connect, 600 manager seats

42	Levi, Ray & Shoup, Inc.	Software License Agreement	vps,tso,tcPIP,pcl,vtam,drs,drs/tcPIP, vps/report/browse
43	MacKinney Systems	Software License Agreement	VTAM virtual printer, 2 licenses
44	AT&T	Voice / Data Services Agreement	State Pricing Schedule

The above IT agreements shall be maintainable at the Initial Closing and assignable on or prior to the Business Day immediately preceding the six month anniversary of the Initial Closing.

**VI Leases and notes (if any) for the top five customers at each Operating PSC**

**VII The following promissory notes with an outstanding balance of over \$1,000,000, unless settled in accordance with the Agreement, including Section 2.7(c):**

	DIV_NUM	NAME	PRIN_BAL
	2012	ASR ENTERPRISES, INC. MARVIN'S BFL OF TULSA, INC.	\$5,772,477.59
	2177	ERICA INC.	\$4,866,060.90
	2029	PAQ, INC.	\$3,560,786.23
	2047	MAL ENTERPRISES, INC.	\$3,187,650.99
	2024	GES, INC.	\$2,900,106.82
	2151	RHODES GROCERY, INC.	\$2,890,459.57
	2177	JMM, LLC AND RELATED LLC'S	\$2,603,794.21
	2177	ADRIEN'S SUPERMARKET, INC.	\$2,453,705.69
	2166	MARVIN'S, INC.	\$2,191,640.78
	2177	MADISON FOODS, INC.	\$2,100,000.00
	2006	QUALITY INCENTIVE COMPANY	\$1,970,323.61
	2505	FEOLI'S SUPERMARKET, LLC	\$1,901,241.42
	2060	SCOZIO'S WEXFORD FOODS, LLC	\$1,808,329.46
	2016	HAFSA CORPORATION	\$1,697,278.67
	2039	MARVIN'S, INC.	\$1,650,168.44
	2177		\$1,477,959.26
	2039	GARRETT'S MARKET, INC. RAGLAND BROS. SUPERMARKETS, IN	\$1,408,247.67
	2155	HIRRI FOODS, INC.	\$1,379,937.35
	2016	MAL ENTERPRISES, INC.	\$1,238,838.71
	2024		\$1,126,319.28
	2039	GARRETT'S MARKET, INC.	\$1,047,121.90