IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., et al.,[1]	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	

CERTIFICATE OF SERVICE

I, Scotta McFarland, hereby certify that on the 9th day of April, 2003, I caused a copy of the following document to be served by facsimile on the individual indicated on the attached service list:

> Supplement to Emergency Motion Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, Fed. R. Bankr. P. 4001(b) and 9014, and Del. Bankr. LR 4001-2, (A) for Interim and Final Order Authorizing the Use of Cash Collateral and Grant of Adequate Protection *Nunc Pro Tunc* to the Petition Date, and (B) Approving Post-Petition Financing and Related Relief

Scotta E. McFarland

Scotta E. McFarland (Bar No. 4184)

[1] The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

PACHULSKI
STANG
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YOUNG
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WEINTRAUB

LAW OFFICES
PROFESSIONAL CORPORATION
WILMINGTON, DE
LOS ANGELES, CA
SAN FRANCISCO, CA
NEW YORK, NY

919 North Market Street, 16th Floor
P.O.Box 8705
Wilmington, Delaware 19899-8705
Tel: 302/652-4100
Fax: 302/652-4400

FACSIMILE COVERSHEET

DATE: April 9, 2003

RECIPIENT	FAX NO.
Julie Compton, Esquire (U.S. Trustee)	302-573-6497
Scott D. Cousins, Esquire (Counsel to Senior Secured Lenders & Deutsche Bank)	
Christopher S. Sontchi, Esquire Ricardo Palacio, Esquire (Counsel to Gold'n Plump, SuperValu and Dial Corp.)	302-654-2067
Duane D. Werb, Esquire (Counsel to parties of interest)	302-652-1111
Regina A. Iorii, Esquire (Counsel to Fleet Capital Leasing)	302-654-2067
Henry A. Heiman, Esquire Susan E. Kaufman, Esquire (Counsel to United Food & Commercial Workers Union)	302-658-1473
Jeffrey C. Wisler, Esquire (Counsel to Transamerica Equipment)	302-658-5614
William W. Erhart, Esquire (Counsel to Caito Food)	302-651-0331
David B. Stratton, Esquire	302-656-8865
Carl N. Kunz, Esquire (Counsel to parties of interest)	302-571-1750

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Kenneth E. Aaron, Esquire (Counsel to EFS National Bank)	302-652-8909
Richard H. Cross, Jr., Esquire (Counsel to parties of interest)	302-777-4224
James E. Huggett, Esquire (Counsel to Hershey Food)	302-426-9193
James H.M. Sprayregen, Esquire (Co-Counsel to Debtors)	213-680-8500
Andrew P. DeNatale, Esquire	212-354-8113
I. William Cohen, Esquire (Ad Hoc Trade Committee)	313-259-7926
Lawrence H. Meuers, Esquire (Counsel to PACA Group, and parties of interest)	941-513-9677
Paul S. Aronzon, Esquire	213-629-5063
Calyan Das, Esquire (Indenture Trustee 0 Bankers Trust & Deutsche Bank)	212-480-8421
Paul Groenwegen, Esquire (Counsel to Indenture Trustee to Manufacturers and Traders Trust Bonds)	518-465-1567
Richard D. Anderson, Esquire	612-334-8650
William G. Wright, Esquire	856-931-3028
Kim A. Dennis, Esquire	214-999-4667
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Michael D. Mueller, Esquire	804-697-4112
Morton R. Branzburg, Esquire (Counsel to Hershey Food)	215-568-6603
Kimberly J. Myrdahl, Esquire	612-828-4403
Peter Rathwell, Esquire	602-382-6070
Michael F. McGarth, Esquire	612-332-8302
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Tobey M. Daluz, Esquire William M. Kelleher, Esquire (Counsel to Circle K. Stores)	302-252-4466
James Comeaux, Esquire (Indenture Trustee to 5 ¼% Convertible Notes)	614-248-5195
Hartley B. Martyn, Esquire Mark A. Amendola, Esquire (Counsel to Del Monte)	216-861-4703
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Leah A. Hartman (CRT Capital Group LLC)	203-569-6499	
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Nathan M. Fuchs (SEC)	646-428-1980	
Thomas E. Pitts, Esquire (Counsel to Sperling Massiollon)	212-839-5599	
Michael Reed, Esquire (Counsel for Tax Appraisal)	512-454-1881	
White & Case Attn: Andrew P. DeNatale, Esquire	212.354.8113	212.819.8200
Meuers Law Firm, P.L. Attn: Lawrence H. Meuers	239 513-9677	239 513-9191
Pepper Hamilton LLP Attn: I. William Cohen	313 259-7926	313 259-7110
Bank One, N.A. Attn: James Comeaux, Esq.	614.248.5195	614.213.1828
Seward & Kissel, LLP Attn: Calyan Das, Esq.	212.480.8422	212.574.1200
Milbank, Tweed, Hadley & McCloy LLP Attn: Paul S. Aronzon	213-629-5063	213-892-4000
Whiteman, Bankes & Chebot Attn: Jeff Chebot	215. 829.0059	215.829.0014
Hodgson & Russ LLP Attn: Paul Groenwegen, Esq.	518.465.1567	518.433.2425
Greenberg Traurig LLP Attn: Scott D. Cousins, Esquire	302.661.7360	302.661.7373

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BP AMOCO Attn: Nicole DuBose	630.836.6223	630.836.6392
Mielke Oil Corp. Attn: Doug Mielke	320.616.6396	800.592.0004
Citgo Petroleum Attn: Howard	918.495.4052	800.423.8434
Premcor Inc. Attn: Lisa Wortmen	314.719.0252	314.854.9623
Colonial Oil Attn: Mike Rochefort	912.443.6638	912.443.6615
Conoco Attn: Victoria Cravens	918.661.8595	918.661.1359
D&D Oil Attn: Sharon	706.234.3110	706.295.2285
Equilon Enterprises Attn: Roger Kagy	713.277.3655	713.277.3656
Exxon Mobil Attn: Nicole Riley	484.875.7904	484.875.7329
Marathon Oil Attn: John Locker	770.582.1138	770.448.7674
Papco Attn: Steven Danahy	757.473.9348	757.499.5977
Placid Refining Attn: Joy Hopkins	225.346.7403	225.346.7438
Phillips Petroleum Attn: Mike Holt	281-293-6947	281-293-3735
Treasurer of State Ohio Attn: Department of Taxation	614.752.8644	614.466.3563
Santmyer Oil Co Attn: Dave Griffith	330.264.8023	800.686.4589
Sinclair Oil Co. Attn: Tom Eason	801.524.2819	801.524.2809

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State Treasurer of Texas Attn: Comptroller of Public Accounts	800.882.8892	800.531.5441
Transmontaigne Product Services Attn: Mary Dimmick	303.860.5022	303.626.8200
Transmountain Oil Attn: Jim Hartshorn	915.779.7971	915.779.3211
Manufacturers and Traders Trust Company Attn: Russell Whitley	716.842.4474	716-842-5602
Bank One, N.A Attn: David Knox	614.248.5195	614.248.6229
Reese Sign Service, Inc.	919.736.1287	919.736.7883
Coca Cola Attn: A/R Manager		510.613.2605
Berkeley Farms Attn: Dee Humberg	510.265.8757	510.265.8600
Mckesson Drug Company Attn: A/R	608.781.3373	800.482.3784
Front End Services Attn: Adam Jensen	214.672.0549	214.672.0707
Marigolds Foods Inc Attn: Steve Carlson	612.398.8390	612.331.3775
Dr Pepper Bottling Attn: Tracy Williams	972.721.8147	972.721.8289
Mission Foods Attn: Irene Amaro	972.232.5188	
Nucal Foods Attn: Mandy McKissick	209.254.2250	209.254.2200
Pepsi Cola General Bottlers Attn: Benita Haywood	336.896.6908	800.789.2626
Avaltus Inc		973.326.8989

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Mission Foods Attn: Irene Amaro	972.232.5188	800.527.1197
Sequoia Beverage Co Attn: Cam Pence	559.651.3356	
Donaghy Sales Attn: Becky Overley	559.486.2728	
Hershey Choc Attn: George Forbes	717.534.7210	717.534.4568
Imperial Tobacco Attn: Daniel Pepin	514.932.5785	800.361.7504
Rothman's B&H Attn: Zaheer H. Sajun	416.442.3577	416.442.3688
US Smokeless Tob Attn: Frank Riccio	203-863-7345	203-863-7325
JTI McDonald	416.601.7180	416.601.7062
Wrigley Attn: Virgil Tavas	312.645.4037	312.645.4037
Santa Fe Nat Tob	505.982.3147	800.982.7454
Quaker Oats Atn: Bea Smith	312.821.2684	312.821.1247
Kraft Gen Foods Attn: John Kwak	708-562-8418	708-646-4451
Adams USA Attn: George Harriott	717.627.9144	800.622.3003
ITWAL	905.840.9404	905.840.9400
Eveready Battery	314.965.2219	314.985.2052
Nestle Waters Attn: Jeff Crozier	800.385.6468	972.462.3638
M & M Mars Attn: Chad Gassaway	770.590.4411	770.429.4453

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Wrigley	312.644.3579	312.494.4169
U.S. Smokeless	203.863.7345	
Pfizer	888.777.8324	
Swisher Intl	904.633.2042	
Kraft	800.882.3706	
Romax	763.478.3411	
Conwood Company	800.727.0949	
Santa Fe	505.982.3147	
Pam Oil	800.336.1788	
Great Spring Water	972.462.3603	
European Roasterie	507.357.4478	
Quaker Oats	312.821.1772	
BIC	203.783.2825	
H Brooks 23 Attn: Ray Ralston	651.756.2210	
Pepsi.Cola Company Attn: James Green	612.331.5625	
Crystal Foods Inc Attn: Craig Lyon	612.895.1403	
Midwest Coca.Cola Bottling Co	651.681.3517	651.681.1014
Kraft Pizza Tombstone Samantha Charleston	800.346.3765	
St Paul Pioneer Press Attn: Clay Fausberg	651.222.5011	651.228.5198
Mckesson Drug Co Attn: Jenny Baca.Jones	972.446.5728	
The American Bottling Company Attn: Sheryl Cass	515.299.7053	
Old Dutch Foods Attn: Stephanie	651.633.8894	

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Nabisco.Nabisco Biscuit Co	763.391.0163	763.391.0163
Us Foodservice Attn: Tracy Bachul	612.557.2295	612.559.9494
St Maries Gopher News Co Attn: Lisa A . Hameed	763.525.3100	763.546.5300
Borden Attn: Rhona Ouldhouse	214.426.5841	214.565.0332
Earthgrains Baking Cos., Inc Attn: Amanda Dane	214.565.0920	
Frito Lay Attn: Misty Gonzalez	972.376.6314	800.776.2257
Reliant Energy Attn: Andrea Rodricks	888.858.5447	888.275.6859
Frito Lay, Inc	952.886.3282	952.886.3284
Encore Sales Attn: Gita Lad	905.738.5435	905.738.8888
TXU Electric Attn: Frank Martinez	800.479.6632	800.242.9113
Bergensons Property Services Attn: Elva De La Torre	760.941.5723	760.631.5111
City Of College Station Utility Attn: Carol Rodriquez	979.764.3791	979.764.3535
Executive Security Systems Inc Attn: Frank Robertson	972.480.8228	972.480.0101
Reddy Ice – Longview Attn: Lori Robinson	903.295.9732	800.256.9619
Waco Tribune. Herald Attn: Janice Stockton	254.767.6907	
RGIS Attn: Doug Evans	817.428.4174	972.907.9000

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Procter & Gamble Dist Co Attn: B.J. Polk	972.851.0236	972.851.0234
General Mills Attn: Jim Kula	763.764.2525	763.764.7497
Georgia Pacific/Fort James Attn: Mike O'Rourke	404.487.4440	248.458.4001
Kraft Attn: Sandra Schirman	972.432.3439	847-646-6719
Clorox Sales Company Attn: Ken Partyka	972.243.8606	972.280.8713
Nestle Usa, Inc Attn: Bruce Partridge	972.732.1786	602.692.1030
Campbell Soup Co Attn: Beth Monschein	312.337.1628	312.654.0348
Kellogg Company Attn: Brad Davidson	616.660.4518	616.961.6943
Marigold Foods Inc Attn: Greg Kurr	612-378-8592	612.378.8355
Johnson & Son Inc Attn: Paul Fiascone	480.814.0362	480.203.5967
Kimberly Clark Corp Attn: Mark Lauderdale	248.816.1020	248.458.0442
Hormel Foods Co Attn: Larry Aladerson	817.468.4011	817.419.2418
J M Smucker Co Attn: Donald Hurrle	330.684.3428	

FROM: Christopher J. Lhulier **PHONE:** (302) 652-4100

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