

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

Hearing Date: April 21, 2003 at 12:30 p.m. prevailing Eastern time
Objection Deadline: April 17, 2003 at 12:00 pm (noon) prevailing Eastern time

**NOTICE OF INTERIM HEARING ON DEBTORS' EMERGENCY MOTION FOR (A)
INTERIM AND FINAL APPROVAL OF POST-PETITION FINANCING, UNDER 11
U.S.C. §§ 105, 361, 362, 363 AND 364, FED. R. BANKR. P. 2002, 4001(B), 4001(C)
AND 9014, AND DEL. BANKR. LR 4001-2, (B) APPROVING TERMS OF
TRADE CREDIT PROGRAM, AND (C) SCHEDULING FINAL HEARING
PURSUANT TO BANKRUPTCY RULE 4001(C)**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) proposed counsel to the Official Committee of Unsecured Creditors; (d) counsel to certain PACA claimants; and (e) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed with the United States Bankruptcy Court for the District of Delaware the annexed *Debtors' Emergency Motion For (A) Interim And Final Approval Of Post-Petition Financing, Under 11 U.S.C. §§ 105, 361, 362, 363 And 364, Fed. R. Bankr. P. 2002, 4001(B),*

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.

4001(C) And 9014, And Del. Bankr. LR 4001-2, (B) Approving Terms Of Trade Credit Program, And (C) Scheduling Final Hearing Pursuant To Bankruptcy Rule 4001(C) (the "Motion").

Any objection or response to the interim relief requested in the Motion must be filed in writing with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 **no later than April 17, 2003 at 12:00 p.m. (noon) prevailing Eastern time.**

At the same time, you must also serve a copy of the objection or response upon:

(1) proposed counsel to the Debtors, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (3) proposed co-counsel to the Official Committee of Unsecured Creditors, Pepper Hamilton, LLP, 1201 Market Street, Suite 1600, Wilmington, DE 19899, Attn: David B. Stratton, Esquire, Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, MI 48243-1157, Attn: I. William Cohen, Esquire and Milbank, Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, Los Angeles, California 90017, Attn: Paul S. Aronzon, Esquire and (4) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Julie Compton, Esquire.

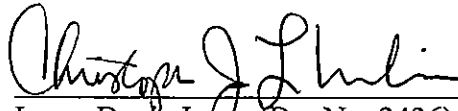
AN INTERIM HEARING ON THE MOTION WILL BE HELD ON **APRIL 21, 2003 AT 12:30 P.M. PREVAILING EASTERN TIME**, BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 824 MARKET STREET, 6TH FLOOR, WILMINGTON, DE 19801.

Dated: April 14, 2003

KIRKLAND & ELLIS
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[Proposed] Counsel for the Debtors and Debtors in Possession