

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

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

Objection Deadline: May 2, 2003

Hearing Date: May 6, 2003 at 12:30 p.m. prevailing Eastern time

**NOTICE OF DEBTORS' MOTION FOR ORDER AUTHORIZING THE DEBTORS TO  
CONDUCT STORE CLOSING SALES PURSUANT TO SECTION 363 OF THE  
BANKRUPTCY CODE AND ABANDON INCONSEQUENTIAL ASSETS RELATED TO  
THE CLOSING LOCATIONS**

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; (f) counsel to the  
Indenture Trustees; 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' Motion for Entry of an Order Authorizing the Debtors to Conduct Store  
Closing Sales Pursuant to Section 363 of the Bankruptcy Code and Abandon Inconsequential  
Assets Related to the Closing Locations* (the "Motion").

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<sup>1</sup> 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.

Any objection or response to the 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, 5<sup>th</sup> Floor, Wilmington, Delaware 19801 **no later than May 2, 2003.**

If a written objection is filed, 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] counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, Los Angeles, CA 90017, Attn: Paul S. Aronzon, Esquire and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, P.O. Box 1709, Wilmington, Delaware 19899-1709, Attn: David Mo. Fournier, Esquire; and (4) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Julie Compton, Esquire.

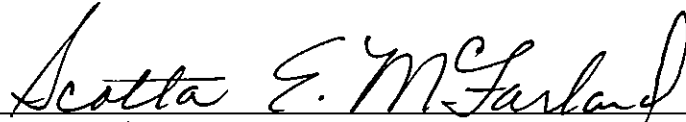
A HEARING ON THE EMERGENCY MOTION WILL BE HELD ON  
**MAY 6, 2003 AT 12:30 P.M. PREVAILING EASTERN TIME, BEFORE THE**  
HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE  
MIDLAND PLAZA, 824 MARKET STREET, 6<sup>TH</sup> FLOOR, WILMINGTON, DE 19801.

Dated: April 25, 2003

KIRKLAND & ELLIS  
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and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES  
& WEINTRAUB P.C.



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[Proposed] Counsel for the Debtors and Debtors in  
Possession