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.	)	

Objection Deadline: May 28, 2003 at 4:00 p.m. prevailing Eastern time
Hearing Date: June 4, 2003 at 12:00 p.m. prevailing Eastern time

NOTICE OF DEBTORS' MOTION FOR AN ORDER: (A) AUTHORIZING SALE OF THE RICHMAR STORES FREE AND CLEAR OF LIENS, CLAIMS AND INTERESTS; (B) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH SUCH SALE

To: The Office of the United States Trustee
Counsel for the Lenders
Counsel for the Official Committee of Unsecured Creditors
Counsel for Buyer
All parties requesting notice pursuant to Fed. R. Bankr. P. 2002
Potential Bidders

Fleming Companies, Inc. ("Fleming") and Richmar Foods, Inc., a wholly owned subsidiary of Fleming ("Richmar"), two of the above-captioned debtors and debtors in possession (collectively, the "Debtors") in the above-captioned cases, have filed the attached

[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.

Debtors' Motion for an Order: (A) Authorizing Sale of the Richmar Stores Free and Clear of Liens, Claims and Interests; (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Such Sale (the "Sale Motion"). The Sale Motion seeks the Court's authority to sell up to nine (9) of the Richmar retail stores.

Any objection or response to the Sale Motion must be filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, Delaware 19801, on or before **May 28, 2003, at 4:00 p.m., prevailing Eastern time.** At the same time, you must also personally serve a copy of any such objection or response upon the Debtors' attorneys, whose names and addresses are listed below.

A HEARING ON THE SALE MOTION WILL BE HELD ON **JUNE 4, 2003, AT 4:00 P.M., PREVAILING EASTERN TIME,** BEFORE THE HONORABLE JUDGE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 324 MARKET STREET, SIXTH FLOOR, WILMINGTON, DELAWARE 19801.

Dated: May 12, 2003

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