

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 28, 2003

Hearing Date: June 4, 2003 at 4:00 p.m. prevailing Eastern time

**NOTICE OF DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTION 365 OF  
THE BANKRUPTCY CODE AUTHORIZING, BUT NOT DIRECTING, DEBTORS TO  
ASSUME AND ASSIGN OR, ALTERNATIVELY, REJECT CERTAIN UNEXPIRED  
NON-RESIDENTIAL REAL-PROPERTY LEASES**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders,  
(c) counsel to the Indenture Trustees; (d) [proposed] counsel to the Official Committee of  
Unsecured Creditors; (e) the landlords, subtenants and assignees affected by the Motion,  
and (f) 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 an Order Pursuant to Section 365 of the Bankruptcy Code*  
*authorizing, but not Directing, Debtors to Assume and Assign or, Alternatively, reject Certain*  
*Unexpired Non-Residential Real-Property Leases* (the "Motion").

<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 28, 2003.**

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

(1) 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; and (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esquire.

**A HEARING ON THE MOTION WILL BE HELD ON JUNE 4, 2003 AT 4:00 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.**

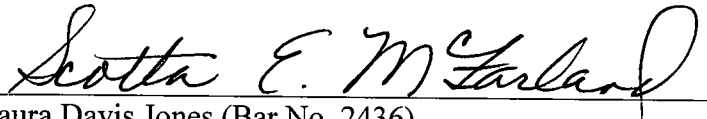
IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE  
COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT  
FURTHER NOTICE OR HEARING.

Dated: May 17, 2003

KIRKLAND & ELLIS  
James H. M. Sprayregen, P.C. (ARDC No. 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Shirley Cho (CA Bar No. 192619)  
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and

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



Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
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Co-Counsel for the Debtors and Debtors in  
Possession