

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 22, 2003 at 12:00 noon prevailing Eastern time
Hearing Date: May 23, 2003 at 1:30 p.m. prevailing Eastern time (telephonic hearing)

**NOTICE OF HEARING ON DEBTORS' EMERGENCY MOTION FOR
ORDER APPROVING FIFTH LETTER AGREEMENT AMONG
SAVE MART SUPERMARKETS AND CERTAIN OF THE
DEBTORS PURSUANT TO FED. R. BANKR. P. 9019**

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; and (e) those persons who have requested notice pursuant to Rule
2002 of the Federal Rules of Bankruptcy Procedure

On May 12, 2003, the above-captioned debtors and debtors in possession
(collectively, the "Debtors") filed with the United States Bankruptcy Court for the District of
Delaware the *Debtors' Emergency Motion for Order Approving Fifth Letter Agreement Among
Save Mart Supermarkets and Certain of the Debtors Pursuant to Fed. R. Bankr. P. 9019* (the
"Motion"). You were previously served with a copy of the Motion.

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.

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, 5th Floor, Wilmington, Delaware 19801 **no later than May 22, 2003 at 12:00 noon prevailing Eastern time.**

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 TELEPHONIC HEARING ON THE MOTION WILL BE HELD ON MAY 23, 2003 AT 1:30 P.M. PREVAILING EASTERN TIME, BEFORE THE HONORABLE MARY F. WALRATH. PARTIES INTERESTED IN PARTICIPATING IN THE TELEPHONIC HEARING SHOULD CONTACT THE OFFICES OF PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C., CONTACT: LINDA BENDLIN AT EMAIL: LBENDLIN@PSZYJW.COM WITH COPY TO CLHULIER@PSZYJW.COM NO LATER THAN MAY 22, 2003 AT 12:00 NOON PREVAILING EASTERN TIME.

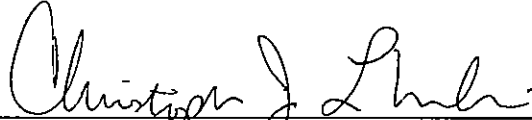
IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 19, 2003

KIRKLAND & ELLIS
James H. M. Sprayregen, P.C. (ARDC No. 6190206)
Richard L. Wynne (CA Bar No. 120349)
Bennett L. Spiegel (CA Bar No. 129558)
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and

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



Laura Davis Jones (Bar No. 2436)
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