

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.)	

Objection Deadline: May 30, 2003 at 4:00 p.m. prevailing Eastern time
Hearing Date: June 4, 2003 at 4:00 p.m. prevailing Eastern time

NOTICE OF AUCTION AND SALE HEARING

PLEASE BE ADVISED that, on May 20, 2003, Fleming Companies, Inc. (“Fleming”), one of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned cases, filed with the United States Bankruptcy Court for the District of Delaware (“the Bankruptcy Court”) a motion (the “PSC Sale Motion”) for an order authorizing the auction (the “PSC Auction”) and sale of certain real and personal property assets related to Fleming’s Product Supply Center located at 3501 Marshall Street NE, Minneapolis, Minnesota (the “PSC Assets”) free and clear of liens, claims, rights, interests and encumbrances.² The PSC Sale Motion requests that the Order requested by the PSC Sale Motion approve, among other things, this notice (the “Auction Notice”). The Court is scheduled to conduct a hearing on the PSC Sale Motion on **June 4, 2003 at 4:00 p.m., prevailing Eastern time** (the “PSC Sale Hearing”).

PLEASE BE FURTHER ADVISED that if it is not enclosed herewith, you may obtain a copy of the PSC Sale Motion by making a written request to the Debtors’ undersigned counsel.

PLEASE BE FURTHER ADVISED that on **June 3, 2003, at 11:30 a.m. prevailing Eastern time**, Fleming shall hold an auction (the “Auction”) for the PSC Assets.

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.

² Capitalized terms not expressly defined herein have the meanings ascribed to such terms in the PSC Sale Motion, or if not expressly defined therein, in the Asset Purchase Agreement (“APA”) annexed as an Exhibit thereto.

The PSC Auction will be governed by the terms and conditions of Fleming's Auction Procedures. Fleming's Auction Procedures are set forth in an order (the "Procedures Order") obtained by Fleming and another Debtor at a hearing conducted by the Court on May 19, 2003. You may obtain a copy of the Procedures Order by making a written request to the Debtors' undersigned counsel.

PLEASE BE FURTHER ADVISED that the Debtors may (after consultation with the Official Committee of Unsecured Creditors and the Lenders' agents for the Debtors' postpetition financing facility): (a) with the approval of the Bankruptcy Court, impose additional terms and conditions at or prior to the PSC Auction; (b) extend the deadlines set forth in the Auction Procedures (in accordance with the fifteenth decretal paragraph of the Procedures Order), including (without limitation) adjourn the Auction at the Auction; and/or (c) adjourn the PSC Sale Hearing in open court without further notice.

PLEASE BE FURTHER ADVISED that, as stated above, the Bankruptcy Court has scheduled the PSC Sale Hearing for **June 4, 2003, at 4:00 p.m., prevailing Eastern time** to consider the relief requested in the PSC Sale Motion and to confirm the result of the PSC Auction. The PSC Sale Hearing will be held before the Hon. Mary F. Walrath, United States Bankruptcy Judge, Marine Midland Plaza, 824 Market Street, Sixth Floor, Wilmington, Delaware 19081.

PLEASE BE FURTHER ADVISED that objections or responses to any relief requested by the PSC Sale Motion (each, an "Objection") shall set forth, in writing, with particularity, the grounds for such objections or other statements of position and be filed with the Bankruptcy Court and served in such a manner that it is actually RECEIVED on or before **May 30, 2003, at 4:00 p.m. prevailing Eastern time**, by: (a) counsel to the Debtors, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, Sixteenth Floor, Wilmington, Delaware 19801 Attention: Laura Davis Jones, Esquire; (b) Office of the United States Trustee, District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801, Attention: Julie Compton, Esquire; (c) counsel to the Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attention: Andrew P. DeNatale, Esquire; (d) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New York 10005, Attention: Dennis F. Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, Attention: Robert S. Hertzberg, Esquire; and (e) counsel to the Buyer, Jenner & Block, LLC, One IBM Plaza, Chicago, Illinois 60611-7603 Attention: Brian Swett, Esquire. Objections that do not conform to the foregoing will not be considered by the Bankruptcy Court.

PLEASE BE FURTHER ADVISED that, all requests for information concerning the PSC Assets should be directed to the undersigned counsel for the Debtors, Attention:

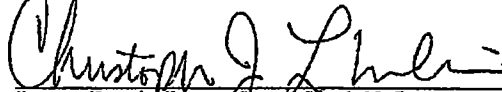
Christopher J. Lhulier Esquire at the Wilmington, Delaware office of Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C.

Dated: May 20, 2003

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