

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., <u>et al.</u> , <sup>1</sup>	)	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**

**AMENDED NOTICE OF DEBTOR FLEMING COMPANIES, INC.’S  
MOTION FOR ORDER AUTHORIZING THE “AS IS, WHERE  
IS” SALE OF FLEMING’S MINNEAPOLIS, MINNESOTA PRODUCT  
SUPPLY CENTER REAL AND PERSONAL PROPERTY ASSETS FREE  
AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES**

To: The Office of the United States Trustee  
Counsel for the Lender  
Counsel for the Official Committee of Unsecured Creditors  
Counsel for the Buyer of the Store Assets  
Holders of Secured Claims in the PSC Assets and the Store Assets (other than the Lender) and consignors  
Holders of trade liens granted under the interim financing order  
Relevant PACA trust claimants  
Relevant PASA trust claimants  
Relevant reclamation claimants  
Relevant entities that have issued a license or permit to the Debtors  
Counterparties to Acquired Contracts related to the Store Assets, including lessors and unions and their locals  
Counterparties to contract and leases related to the PSC Assets  
Relevant federal, state and local taxing authorities, including the Internal Revenue Service  
Relevant federal, state and local environmental authorities

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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.

United States Securities and Exchange Commission, and relevant State securities regulatory agencies  
Pension Benefit Guaranty Corporation  
United States Department of Labor, and the Departments of labor/employment security for the States of Wisconsin and Minnesota  
State Attorneys' General for the States of Wisconsin and Minnesota  
Plan administrators for any single and multi-employer defined benefit and other pension or benefit plans  
Known potential bidders for the PSC Assets and the Store Assets  
All parties requesting notice pursuant to Fed. R. Bankr. P. 2002

The sole purpose of this Amended Notice is to give notice of the correct hearing time for the Motion (June 4, 2003 at **4:00 p.m.**). The original notice indicated the hearing on the Motion would be conducted on June 4, 2003 at 4:30 p.m.

Fleming Companies, Inc. ("Fleming"), one of the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned cases, filed Debtor Fleming Companies, Inc.'s Motion for Order Authorizing the "As Is, Where Is" Sale of Fleming's Minneapolis, Minnesota Product Supply Center Real and Personal Property Assets Free and Clear of All Liens, Claims, Interests and Encumbrances (the "PSC Sale Motion") (Docket No. 1006).<sup>2</sup> The PSC Sale Motion seeks the following relief: Fleming is seeking authority to sell certain real and personal property assets related to Fleming's Product Supply Center located at 3501 Marshall Street NE, Minneapolis, Minnesota, free and clear of all claims, liens, rights, interest and encumbrances to the highest and/or best bidder at the Auction. **You have previously been served with a copy of the PSC Sale Motion.**

Any objection or response to the PSC Sale Motion must be filed with the United

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<sup>2</sup> Capitalized terms not expressly defined herein have the meanings ascribed to such terms in the Sale Motion, or, if not expressly defined therein, in the Asset Purchase Agreement attached to the Sale Motion as Exhibit A.

States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, Delaware 19801, on or before **May 30, 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.

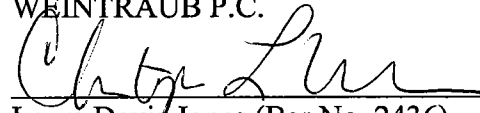
A HEARING ON THE PSC SALE MOTION WILL BE HELD ON **JUNE 4, 2003, AT 4:00 P.M., PREVAILING EASTERN TIME,** BEFORE THE HONORABLE JUDGE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 324 MARKET STREET, SIXTH FLOOR, WILMINGTON, DELAWARE 19801.

Dated: May 22, 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)  
Shirley Cho (CA Bar No. 192619)  
Marjon Ghasemi (CA Bar No. 211551)  
777 South Figueroa Street  
Los Angeles, California 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500

and

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



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Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
Scotta E. McFarland (Bar No. 4184)  
Christopher J. Lhulier (Bar No. 3850)  
919 North Market Street, Sixteenth Floor  
Post Office Box 8705  
Wilmington, Delaware 19899-8705 (Courier No. 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400