

EXHIBIT 1

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: June 2, 2003
Hearing Date: June 4, 2003 at 4:00 p.m. prevailing Eastern Time

NOTICE OF STORE CLOSING SALES AND PROCEDURES RELATED THERETO

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 of the affected Closing Locations; (f) the Attorneys General of the States where the Closing Locations are located:

Please take notice that, pursuant to the Order Authorizing the Debtors to Conduct Store Closing Sales Pursuant to Section 363 of the Bankruptcy Code and Abandon Inconsequential Assets Related to the Closing Locations (the "Order"), the Debtors in the above-captioned chapter 11 cases intend to conduct store closing sales at the locations of the stores listed in Exhibit A attached hereto (the "Closing Locations") in accordance with the GOB Guidelines attached hereto as Exhibit B. Attached as Exhibit C is a copy of the Order submitted to the Court. The Debtors expect the Order to be signed and entered forthwith and will serve a copy of the signed order on you as soon as it becomes available.

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.

Pursuant to the Order, the landlords of the Closing Locations and the Attorneys General in the States where the Closing Locations are located must file any objection or response to the GOB Guidelines 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 June 2, 2003**. All other notice parties are receiving this Notice for information purposes only and have no right to object to the GOB Guidelines.

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, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601-6636, Attn: Geoffrey Richards, 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.

IF ANY SUCH RESPONSE OR OBJECTION IS TIMELY FILED AND SERVED AND IS NOT RESOLVED, A HEARING ON RESPONSE OR OBJECTION 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, 6TH FLOOR, WILMINGTON, DE
19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE
DEBTORS WILL CONDUCT STORE CLOSING SALES AT THE CLOSING LOCATIONS
PURSUANT TO THE ORDER AND THE GOB GUIDELINES.

Dated: May 19, 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)
Marjon Ghasemi (CA Bar No. 211551)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

and

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



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, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier No. 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in
Possession

Exhibit A

FRG Going Out of Business Contact Information

Property Information			Land Lord Information									
No	Lease ID	Store Address	City	State	Zip	LL Name	Name 2	LL Address	Address 2	LL City	LL State	LL Zip
1	MIN-017	12483 Central Avenue N.E.	Blaine	MIN		RECC-Bridges Limited Partnership	Mr. Benjamin B. Steinberg	1660 S. Highway 100	Suite 530-W	Minneapolis	MN	55416
2	WI-037	110 South 17th Avenue	Wausau	WI	54401	DOB Limited Partnership	David J. Diane E. Bautech	287 3rd Street West		Bonita Springs	FL	33923
3	MIN-216	1201 South Broadway	Rochester	MIN	55901	Crossroads Vision, LLC	206 Lanmark Property Advisors	P.O. Box 249		Rochester	MN	55903
4	MIN-214	3960 East Frontage Street	Rochester	MIN	55901	Investors Real Estate Trust		3900 East St. Germain Street		Saint Cloud	MN	56304
5	PA-842	1568 Chester Pike	Exton/Pgore	PA		Worth, Brock, Schorr and Solis-Cohen, LLP		0 Maplewood Square Mall		Philadelphia	PA	19103
6	AZ-025	240 West Warner Road	Chandler	AZ	85224	Covington Asset Management		0 7150 E. Camelback Road,	Suite 444	Scottsdale	AZ	85251
7	AZ-032(B)	6510 West Peoria Ave.	Glendale	AZ	85302	Bastias, Inc.		0 P.O. Box 488		Chandler	AZ	85244
8	AZ-004	Subst. Road and Southern Avenue	Mesa	AZ		Santa Fe Squera Investors, LP	c/o Cole Real Estate Services, Inc.	2555 E. Camelback Road, Suite 4		Phoenix	AZ	85018
9	AZ-137	245 East Bell	Phoenix	AZ	85022	Beil Towne Centre Associates LLC	c/o Nexus Development Corporation	18842 N. 7th Street, Suite 7		Phoenix	AZ	85022
10	UT-403	1-19 and Irvington	Tucson	AZ		Gust Rosenfeld PLC		201 North Central Avenue	Suite 3300	Phoenix	AZ	85073
11	UT-063	2250 N. University Parkway	Provo	UT	84604	Plum Tree Associates	c/o Hews Companies	1433 N. US Hwy 89 #110		Farmington	UT	84025
12	UT-030	5345 South 4015 West	Salt Lake City	UT	84118	Jerome H. Peatman and Faith Peatman as Trustees	0 Jeroma H. Peatman and Faith Peatman	828 Woodcreek Rd.		Santa Monica	CA	90402
13	UT-050	816 East U.S. Highway 8	Spanish Fork	UT		B.C. Warner Investment Company		0 P.O. Box 70900		Salt Lake City	UT	84170-0900
14	MIN-184	8020 Brooklyn Boulevard	Brooklyn Park	MIN	55445	Inland Commercial Property Mgmt, Inc.		0 7117 10th Street North	Suite 600	Saint Paul	MN	55128
15	MIN-270	6350 Brooklyn Blvd.	Brooklyn Center	MIN	55429	Brooklyn Center LP		215 South Broad Street		Philadelphia	PA	19107
16	MIN-272	5901 Neal Avenue North	Oak Park Heights	MIN	55082	Prudential Insurance Company of America	c/o Equivest Management Co., Inc.	444 Cedar Street, Suite 900		Minneapolis	MN	55485
17	MIN-274	16705 County Rd. #24	Oak Park Heights	MIN	55082	Hans Hahn Homes, Inc.	c/o United Properties	841 NE Hillwind Rd., Ste. 300		Minneapolis	MN	55432
18	MIN-280	Secoms & Park Avenue	St. Cloud	MIN	55447	Robert C. Mark Company	c/o Hahn T. Hahn, Jr.	0 850 NE Fifth Ave/Rear Bldg		Becca Rejon	FL	33431
19	MIN-280	Madison Avenue & Ralinnas Road	Mankato	MIN		Ryan Companies, Inc.		0 50 South Tenth Street, Suite 300		Minneapolis	MN	55403-2012
20	MIN-282	1619 W. Main Street	Albert Lea	MIN		J. J. Nelson Enterprises Ltd. Partnership		0 418 Heritage Place		Minneapolis	MN	55021
21	WI-909	3500 Second Ave	Fairbault	WI	53144	J. J. Nelson Enterprises Ltd. Partnership		0 4801 West Golf Road, 20th Floor		Fairbault	MN	56077
22	WI-909	3500 Second Ave	Fairbault	WI	53144	J. J. Nelson Enterprises Ltd. Partnership		6835 Old Shady Oak Road	Suite 120	Skokie	IL	60077
23	WI-931	1230 Capital Drive	Kenosha	WI	53072	Merridian Prevue LLC Limited Partnership	c/o TOLD Development Company	P.O. Box 962		Eden Prairie	MN	55344
24	IL-028	163 North Kennedy Ave	Bradley	IL		New Firm Excel Realty Trust, Inc.	Alim Sales/Audit Dept.	0 P.O. Box 208		New York	NY	10108
25	MIN-047	317 N. Main Street	Swasey	MIN	65708	Mountain Iron First State Bank				Mountain Iron	MN	55768

Exhibit B

GOB GUIDELINES

1. Business shall be conducted so that the Leasehold Properties remain open during normal hours of operation, provided, however, hours may be reduced at the discretion of the Debtors to control costs.
2. The Debtors shall not distribute handbills, leaflets or other written materials to customers outside any Leasehold Property's premises, but may solicit customers within the Leasehold Properties themselves. The Debtors shall not use flashing lights or any type of amplified sound to advertise the Liquidation Sales or solicit customers.
3. At the conclusion of each Liquidation Sale, the Debtors shall vacate the respective Leasehold Property in broom-clean condition, except for the removal of furniture, fixtures, equipment and remaining supplies, and shall leave the Leasehold Property in the same condition as on the commencement of the Liquidation Sale, ordinary wear and tear expected.
4. After the commencement of a Liquidation Sale, the Debtors shall not augment or otherwise bring any new merchandise into the Leasehold Properties, other than the Debtors' inventory ordered by the Debtors prior to such Liquidation Sale for purposes of consolidating merchandise currently located at the Leasehold Properties.
5. All display and hanging signs used in connection with a Liquidation Sale shall be professionally lettered, and all hanging signs shall be hung in a professional manner.
6. With respect to the advertising of the Liquidation Sales, the Debtors may use the terms "Going-Out-Of-Business Sale," "Store Closing Sale," "Total Liquidation Sale" or "Inventory Reduction Sale."
7. If sales are to be considered "final" newspaper advertisements advertising such sales shall state sales are "final."
8. The Debtors shall not make any alterations to the Leasehold Properties (excluding the removal of store signs, in the Debtors' discretion unless such removal is prohibited by the leases). If removal is permitted by the leases, then such removal will be in accordance with the terms of the leases.
9. The Debtors shall not make any alterations to interior or exterior Leasehold Property lighting.
10. The Debtors shall keep the Leasehold Property premises and surrounding area clean and orderly consistent with present practices and consistent with terms of the leases.

11. The landlords of the Leasehold Property shall have reasonable access to the Leasehold Property premises upon conclusion of a Liquidation Sale solely for the purpose of dressing the Leasehold Property windows to minimize the appearance of a dark store.
12. The Debtors shall provide at least three (3) business day written advance notice to the landlords of the conclusion of each Liquidation Sale.

Exhibit C

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)
28587-001\DOCS_DE:71271.6)	(Jointly Administered)
)	
Debtors.)	

**ORDER AUTHORIZING THE DEBTORS TO CONDUCT STORE CLOSING SALES
PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND ABANDON
INCONSEQUENTIAL ASSETS RELATED TO THE CLOSING LOCATIONS**

Upon the Motion (the "Motion")² of debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") seeking entry of an order, pursuant to sections 105(a), 363(b) and 363(f) of the Bankruptcy Code, approving the Store Closing Sales for the Closing Locations, with such Assets being sold free and clear of all Liens, and authorizing the Debtors to abandon inconsequential assets related to the Closing Locations; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this

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 otherwise defined herein shall have the meanings ascribed to them in the Motion.

district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and proper notice of the Motion having been given and no further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Motion is granted as modified herein; and it is further

ORDERED, subject to the notice procedures below, that pursuant to section 363 of the Bankruptcy Code, the Debtors are hereby authorized, but not required, to discontinue operations at the Closing Locations and sell the Assets located at the Closing Locations to the extent that the Assets are not moved to other stores or storage facilities of the Debtors; and it is further

ORDERED, that, subject to the notice procedures below, the Debtors shall be entitled to occupy the Closing Locations for the purpose of conducting the Store Closing Sales in accordance with the Motion; and it is further

ORDERED, that, subject to the notice procedures below, the Debtors are hereby authorized to sell the Assets and to conduct the Store Closing Sales at the Closing Locations in accordance with their ordinary course prepetition procedures, as described in the Motion; and it is further

ORDERED, that with regard to any Store Closing Sales commenced after the date of this Order, the Debtors shall give notice to landlords of the Closing Locations to be closed of a Store Closing Sale to be conducted at the particular Closing Location in which the landlord has an interest and the State Attorney General for the state in which the Closing Location is located

at least fourteen (14) days, inclusive of the date of service of such notice, prior to commencing the Store Closing Sale; and it is further

ORDERED, that such notice shall generally describe the procedures to be implemented during the Store Closing Sales, including, but not limited to, the hours of operation, including a reduction of such hours at the Debtors' discretion, general descriptions and/or restrictions relating to signage, alterations to the leased premises and access to the leased premises by the landlord during the Store Closing Sale; and it is further

ORDERED, that unless such landlord or State Attorney General objects to the procedures that the Debtors anticipate implementing for the Store Closing Sale within fourteen days of receiving notice of the Store Closing Sale, inclusive of the date of service of such notice, the Debtors may commence the Store Closing Sale without further Court order; and it is further

ORDERED, that if a landlord or State Attorney General objects to a Store Closing Sale within such fourteen-day period, inclusive of the date of service of such notice, which cannot be resolved, the Debtors shall not commence the Store Closing Sale except upon further order of this Court and such objection shall be heard at the next omnibus hearing date; and it is further

ORDERED, that the Debtors shall provide notice of any Store Closing Sale to counsel to their debtor in possession lenders and counsel to the Committee at least 10 business days prior to commencing such Store Closing Sale; and it is further

ORDERED, that all Assets sold pursuant to the Store Closing Sales shall be sold free and clear of all mortgages, liens, claims, encumbrances and interests (the "Liens"), with all

such Liens of any kind or nature whatsoever to attach to the net proceeds of the sale(s) in the order of their priority, with the same validity, force and effect which they now have as against the Assets, subject to any claims and defenses the Debtors may possess with respect thereto, except any claim or defense that such Lien is invalid, limited or otherwise affected by commingling the sale proceeds; and it is further

ORDERED, that all valid Liens shall be satisfied from the net proceeds with the remainder, if any, to be retained by the Debtors; and it is further

ORDERED, that as of the date of such sales pursuant to the Store Closing Sales all sales of Assets will be "final sales" and "as is," free from all warranties, and that the Debtors need not accept exchanges or returns of purchases of Assets, nor accept checks as payment for the Assets; and it is further

ORDERED, that the sales of Assets shall be deemed arm's-length transactions entitled to the protections of section 363(m); and it is further

ORDERED, that the Debtors may conduct the Store Closing Sales at the Closing Locations notwithstanding any provision in any of the leases restricting such sale; and it is further

ORDERED, that this Order shall be effective immediately; and it is further

ORDERED, that subject to the Debtors' compliance with the terms of this Order, and in furtherance of the provisions of the Bankruptcy Code (including, to the extent applicable, section 362), absent further order of the Court, all persons, including, but not limited to, landlords, utility companies, government agencies, sheriffs, marshals or other public officers,

creditors and all those acting for or on their behalf, are precluded from (a) preventing, interfering with, or otherwise hindering consummation of the Store Closing Sales or advertisement of such sales, including actions affecting the property of the estates in connection with such sales and (b) except as may otherwise be provided in a further Court order, charging advertising rates in excess of the rates charged pursuant to the Debtors' prepetition advertising agreements or, if no such agreements exist, charging advertising rates in excess of rates regularly and customarily charged in the ordinary course to non-bankrupt customers on account of prepetition outstanding obligations; and it is further

ORDERED that this order shall not expand the scope of the automatic stay applicable to these chapter 11 cases; and it is further

ORDERED, that (a) in the event that certain of the Debtors' personal property located in Texas is sold (the "Sold Property"), in order to provide adequate protection pursuant to section 363(e) of the Bankruptcy Code, the liens asserted by the governmental units represented by Linebarger Goggan Blair & Sampson, LLP; McCreary, Veselka, Bragg & Allen, P.C.; and Perdue Brandon Fielder Collins & Mott, LLP for ad valorem taxes assessed under the laws of the State of Texas (the "Texas Taxing Authorities") against such Sold Property shall attach in the order of their priority, with the same validity, force and effect which they now have as against such Sold Property to personal property of any of the Debtors located in Texas (whether now existing or hereafter acquired) of the same nature and type as the Sold Property to secure any diminution in value of the collateral held by the Texas Taxing Authorities as of the date of this Order resulting from the sale of such Sold Property; (b) that the Texas Taxing Authorities' liens,

if any, shall not be primed by any financing orders entered by the Court in the first instance from and after the date of this Order; (c) the Debtors shall provide the Texas Taxing Authorities written notice of any significant change in their operations in Texas, provided however, that closing the Closing Locations and holding Store Closing Sales at the Closing Locations shall not be considered a significant change, or if the value of their personal property located in Texas becomes less than \$4 million, by faxing and e-mailing such notice to Elizabeth Weller at 469/221-5075 (fax) and bethw@publicans.com; Michael Reed at 512/454-1881 (fax) and mreed@mvalaw.com; and Laura Monroe at 806/744-9953 (fax) and lmonroe@pbfc.com, and upon such notice the Texas Taxing Authorities may renew their request for adequate protection under the Bankruptcy Code; (d) if the parties reach an agreement as to the amount of personal property taxes owed by the Debtors, the Debtors may pay such taxes without further order of the Court; and (e) notwithstanding the foregoing, this Order shall be without prejudice to the Texas Taxing Authorities' and the Debtors' rights under all applicable laws, including, but not limited to, Texas State law and the Bankruptcy Code; and it is further

ORDERED, that the Debtors are authorized, but not required, to abandon Assets and, notwithstanding the notice requirements of Bankruptcy Rule 6007(a) or any other applicable statute or rule, any Assets remaining in the leased premises for the Closing Location shall be deemed abandoned pursuant to section 554(a) of the Bankruptcy Code in accordance with the following procedures:

- (a) the Debtors shall give written notice of such abandonment only to known affected creditors asserting a Lien on any Assets and the landlord of the premises where the abandoned Assets are located, if any, containing a general description of the Assets to be

abandoned (the "Abandonment Notice Contents") at least ten (10) days prior to abandoning such Assets, with such notice being sent via facsimile, e-mail, or overnight delivery no later than 5:00 p.m. prevailing Eastern time on the fifth business day prior to abandonment;

- (b) if no written objections by any known affected creditor asserting a Lien on any Assets or landlord are filed with the Court and received by Debtors' counsel within ten (10) days of receipt of such notice, the Debtors are authorized to immediately abandon such Assets;
- (c) if a written objection is received from a known affected creditor asserting a Lien on any Assets or landlord within such ten-day period that cannot be resolved, the relevant Asset(s) shall only be abandoned upon further order of the Court; and
- (d) any Assets abandoned by the Debtors shall be abandoned, at the election of the Debtors, to the Lien holder, the landlord or another party designated by the Debtors, and the Debtors and debtors in possession shall abandon all interests in the abandoned Assets; and it is further

ORDERED, that the Debtors and their officers, employees, and agents be, and they hereby are, authorized and directed to execute such documents and to do such acts as are necessary or desirable to carry out the Store Closing Sales and the related actions authorized herein, including, but not limited to, advertising such Store Closing Sales in local newspapers; and it is further

ORDERED, that nothing in this Order or the Motion shall supercede, modify or amend any provision of the Debtor-in-Possession Loan Agreement to which the Debtors are a party, or excuse the Debtors from performing any obligations thereunder, including, without limitation, any prepayment obligations set forth in Section 2.09(b) thereof; and it is further

ORDERED, that, notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge