

## **EXHIBIT 1**

**Date of Notice: May 28, 2003**  
**OBJECTION DEADLINE: June 9, 2003**

<b>In re:</b>  <b>FLEMING COMPANIES, INC., et al.,<sup>1</sup></b>  <b>Debtors.</b>	<b>Case No. 03-10945 (MFW)</b>  <b>Chapter 11</b>  <b>Jointly Administered</b>
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**NOTICE OF SALE OR ABANDONMENT OF DE MINIMIS ASSETS (THE “NOTICE”)**

This notice is provided to you pursuant to that certain order of the United States Bankruptcy Court for the District of Delaware (the “Court”) authorizing and approving expedited procedures for the sale or abandonment of De Minimis Assets entered as of May 21, 2003 (the “Court Order”).<sup>2</sup>

Pursuant to the Court Order, the Debtors are authorized to (i) sell De Minimis Assets pursuant to certain procedures (the “Sale Procedures”) and (ii) abandon De Minimis Assets pursuant to certain procedures (the “Abandonment Procedures”).

The Sale Procedures require the Debtors to send this Notice to certain parties (the “Sale Notice Parties”) for any sale of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or a group of related buyers (excluding transactions with “insiders,” if any, as defined in section 101 of the Bankruptcy Code) with a selling price equal to or less than \$2,500,000 that the Debtors determine in the reasonable exercise of their business judgment to be in the best interests of their estates (the “Sale”). If none of the Sale Notice Parties objects to the Sale within ten calendar days (excluding the date of service) after the date of the Notice (the “Ten-Day Period”) in accordance with the Opposition Procedures (described below), then the Debtors may submit a Certificate of No Objection and a proposed order to the Court and upon the Court’s entering of such order or other order authorizing the Sale, the Debtors may immediately sell the subject De Minimis Assets. If an objection is received within the Ten-Day Period that cannot be resolved, the De Minimis Assets will not be sold except upon further order of the Court after notice and hearing.

<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.

<sup>2</sup> Terms not defined herein shall have the meaning ascribed to them in the Motion of the Debtors for Entry of an Order Pursuant to Sections 363(b), 363(f), 554(a) and 1146(c) of the Bankruptcy Code Authorizing and Approving Expedited Procedures for the Sale or Abandonment of the Debtors’ De Minimis Assets.

The Abandonment Procedures require the Debtors to send this Notice to all parties that have expressed an interest in purchasing such De Minimis Assets and to known affected creditors asserting a lien on any De Minimis Assets (except that counsel to Exxon Mobile Corporation shall also receive notice of any assets abandoned by Dunigan Fuels, Inc.) (the "Abandonment Notice Parties") for any abandonment of De Minimis Assets that the Debtors determine in the reasonable exercise of their business judgment to be in the best interests of their estates (the "Abandonment"). If none of the Abandonment Notice Parties objects to the proposed Abandonment within the Ten-Day Period in accordance with the Opposition Procedures, the Debtors are authorized to proceed with the Abandonment without further order of this Court. If any of the Abandonment Notice Parties objects to the proposed Abandonment within the Ten-Day Period in accordance with the Opposition Procedures, then the proposed Abandonment will not proceed except upon further order of this Court after notice and hearing. Any De Minimis 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.

The following Sale or Abandonment is proposed by the Debtors pursuant to the Sale Procedures or Abandonment Procedures:

<p><b>General description of De Minimis Assets to be sold or abandoned:</b></p>	<p>One (1) Rainbow grocery store in Racine, Wisconsin (the "Rainbow Store") as well as the following assets: (i) the Debtors' interest in leasehold improvements situated in or at the Rainbow Store, (ii) saleable merchandise inventory located at the Rainbow Store (excluding certain out of date or out of code inventory and all merchandise not in saleable condition), (iii) machinery, equipment, shopping carts, tools, furniture, furnishings, fixtures, and other tangible personal property located at the Rainbow Store, (iv) certain files, documents, papers, computer files and books and business records relating to the assets to be sold, excluding certain manuals and instructional, promotional and educational materials, (v) assignable permits, certain licenses, consents and authorizations, related to the operation of the Rainbow Store and (vi) supplies located at and used in connection with the operation of the Rainbow Store.</p>
<p><b>Purchaser:</b></p>	<p>Fresh Brands Distributing, Inc.</p>
<p><b>Purchase Price:</b></p>	<p>The Purchase Price will be (i) \$300,000 minus (ii) fifty percent (50%) of the cost of the inventory to be sold to the Purchaser (iii) plus the value of the inventory to be sold to the Purchaser.</p>

<p><b>Any Commissions to be Paid to Third Parties Involved in the Sale or Auction of the De Minimis Assets:</b></p>	<p>1% of the Purchase Price shall be paid to The Food Partners LLC, subject to Court approval of such fees.</p> <p>A commission may also be payable to The Blackstone Group L.P. in connection with the Sale, also subject to Court approval of such fees.</p>
<p><b>Other Significant Terms of the Sale, if any:</b></p>	<p>None.</p>
<p><b>Any Material Connection or Affiliation Between the Purchaser and the Debtors:</b></p>	<p>None.</p>

If you oppose the Sale or Abandonment of the De Minimis Assets, you must follow the procedures (the "Opposition Procedures") delineated below. Please note that oral objections, oppositions or comments to any proposed Sale or Abandonment shall not be deemed an objection to the Sale or Abandonment and will, therefore, not be considered.

**Opposition Procedures:**

- If you oppose the Sale or Abandonment, you **MUST** serve on the Sale Notice Parties or Abandonment Notice Parties, as applicable (including Debtors' counsel), a written opposition to this Notice. All oppositions and responses must be received by any Sale or Abandonment Notice Parties and Debtors' counsel at the facsimile numbers identified on the distribution list attached hereto and **must be filed with the Court** (United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5<sup>th</sup> Floor, Wilmington, DE 19801) no later than **June 9, 2003** at 5:00 p.m. (prevailing Eastern time). If a timely opposition is not received by the Sale or Abandonment Notice Parties and Debtors' counsel and filed with the Court, the Sale or Abandonment shall be deemed accepted as of **May 28, 2003**.

- If all of the objections, if any, to this Sale or Abandonment are not resolved, the De Minimis Assets will not be sold or abandoned except upon further order of the Court after notice and hearing.

- Unless otherwise ordered by the Court, if all of the objections are overruled or withdrawn, the Sale or Abandonment shall be deemed accepted as of **May 28, 2003**.

Any questions or comments regarding the foregoing procedures may be forwarded to J. Garrett Van Osdell of Kirkland & Ellis at (415) 439-1462.

Dated: Wilmington, Delaware  
May 28, 2003

KIRKLAND & ELLIS

/s/ J. Garrett Van Osdell

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-and-

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Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession

**SALE NOTICE PARTIES**

**KNOWN PARTIES ASSERTING A LIEN ON THE DE MINIMIS ASSETS**

Chase Manhattan Bank PO Box 2558 Houston, Texas 77252 Attn: General Counsel	
CIT Group/Equipment Financing, Inc. 900 Ashland Parkway Atlanta, Georgia 30338 Attn: General Counsel	
Comdisco, Inc. 6111 N. River Road Rosemont, Illinois 60018 Attn: General Counsel	
Dell Financial Services 14050 Summit Drive, Building A, Suite 101 Austin, Texas 787857 Attn: General Counsel	
Deutsche Bank Trust Company Americas Attn: General Counsel 31 West 52nd Street New York, NY 10019	
El Camino Resources, Ltd. Attn: General Counsel 21051 Warner Center Lane Woodland, CA 91367	
Entergy Integrated Solutions, Inc. Attn: General Counsel 3838 N. Causeway Blvd., Suite 3400 New Orleans, LA 70002	
General Electric Capital Corporation Attn: General Counsel 10 Riverview Drive Danbury, CT 06810	
General Electric Company, GE Lighting Attn: Mgr Credit Administration 1975 Noble Road Cleveland, OH 44112	

Hadley's Office Products, Inc. Attn: General Counsel P.O. Box 1326 Wausau, WI 54402-1326	
IBM Credit LLC Attn: General Counsel 1 North Castle Drive Armonk, NY 10504	
Marlin Leasing Corp. Attn: General Counsel 124 Gaither Drive, Suite 170 Mount Laurel, NJ 08054	
NCR Corporation Attn: General Counsel 1700 S. Patterson Blvd. WHO-2 Dayton, OH 45479	
Oce Printing Systems USA, Inc. Attn: General Counsel 5600 Broken Sound Blvd. Boca Raton, FL 33487	
The Peltz Group, Inc. Attn: General Counsel P.O. Box 17999 Milwaukee, WI 53217-0999	

**OTHER PARTIES WHO HAVE EXPRESSED INTEREST IN PURCHASING THE DE MINIMIS ASSETS SUBJECT TO SALE**

Jim and Judy Senrad W189 S7847 Racine Avenue Muskego, Wisconsin 53150	<b>Fax: (414) 679-1121</b>
Reid Foods, Inc. Attn: Robin Reid 8561 South Howell Avenue Oak Creek, Wisconsin 53154	<b>Fax: (414) 768-7929</b>
Super Save Inc. Attn: Mike Musleh 3217 W. Villard Avenue Milwaukee, Wisconsin 53209	<b>Fax: (414) 462-2901</b>



Sheridan Enterprises of Milwaukee Inc. Attn: James P. Sheridan P.O. Box 11 Hubertus, Wisconsin 53033	<b>Fax: (262) 628-7301</b>
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**CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Milbank, Tweed, Hadley & McCloy LLP Attn: Paul Aronzon, Esq. Dennis Dunne, Esq. 601 South Figueroa Street, 30 <sup>th</sup> Floor Los Angeles, California 90017	<b>P. Aronzon fax: (213) 629-5063</b> <b>D. Dunne fax: (212) 822-5770</b>
Pepper Hamilton LLP Attn: I. William Cohen, Esq. 100 Renaissance Center, Suite 3600 Detroit, Michigan 48243	<b>Fax: (313) 259-7926</b>

**COUNSEL FOR THE DEBTOR IN POSSESSION LENDERS**

Greenberg Traurig LLP Attn: Scott D. Cousins, Esq. The Brandywine Building 1000 West Street, Suite 1540 Wilmington, Delaware 19801	<b>Fax: (302) 661-7360</b>
White & Case Attn: Andrew DeNatale, Esq. 1155 Avenue of the Americas New York, New York 10036	<b>Fax: (212) 354-8113</b>

**CO-COUNSEL TO THE DEBTORS**

Kirkland & Ellis 200 East Randolph Drive Chicago, Illinois 60601 Attn: Geoffrey A. Richards, Esq. J. Garrett Van Osdell, Esq.	<b>G. Van Osdell fax: (415) 439-1362</b>
Pachulski, Stang, Ziehl, Young & Jones, P.C. 919 N. Market Street, 16 <sup>th</sup> Floor P.O. Box 8705 Wilmington, Delaware 19899-8705 (Courier 19801) Attn: Laura Davis Jones, Esq. Christopher J. Lhulier, Esq.	<b>C. Lhulier fax: (302) 652-4400</b>

**ABANDONMENT NOTICE PARTIES**

Not applicable.