

FORM B1	United States Bankruptcy Court District of Delaware	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Fleming International, Ltd	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Fleming International Ltd., Inc. (FL, TN); Fleming Foods International Ltd. (AZ)	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names): N/A
Soc. Sec./Tax I.D. No. (if more than one, state all): 73-1414701	Soc. Sec./Tax I.D. No (if more than one, state all): N/A
Street Address of Debtor (No & Street, City, State & Zip Code): 1945 Lakepointe Drive Lewisville, Texas 75057-6424	Street Address of Joint Debtor (No & Street, City, State & Zip Code): N/A
County of Residence or of the Principal Place of Business: Denton County, Texas	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address): N/A

Location of Principal Assets of Business Debtor (if different from street address above):
Lewisville, Texas

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

<p style="text-align:center;">Type of Debtor (Check all boxes that apply)</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockholder</p> <p><input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Other _____</p>	<p style="text-align:center;">Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Se. 304 - Case ancillary to foreign proceeding</p>
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<p style="text-align:center;">Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business</p>	<p style="text-align:center;">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</p>
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<p>Chapter 11 Small Business (Check all boxes that apply)</p> <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101</p> <p><input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)</p>	<p>Statistical/Administrative Information (Estimates only)</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>																
<p>Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1000-over</p> <p style="text-align:center;"><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/></p>																	
<p>Estimated Assets</p> <table style="width:100%; text-align:center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Fleming International, Ltd	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)		Case Number: N/A	Date Filed: N/A
Location Where Filed: N/A			
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Rider A		Case Number:	Date Filed:
District:	Relationship:	Judge:	

Signatures

Signature(s) of Debtors(s) (Individual/Joint)
I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtors(s)

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Exhibit A
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition

Exhibit B
(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.
 No. SEE ATTACHMENT "1" HERETO

Signature of Attorney
X James H.M. Sprayregen
Signature of Attorney for Debtor(s)
James H.M. Sprayregen, P.C.
Richard L. Wymne
Printed Name of Attorney for Debtor(s)
KIRKLAND & ELLIS
Firm Name
777 South Figueroa Street
Address
Los Angeles, CA 90017
(213) 680-8400
Telephone Number
Date: March 31, 2003
Date

Signature of Attorney
X Laura Davis Jones
Signature of Attorney for Debtor(s)
Laura Davis Jones (DE Bar No. 2436)
Printed Name of Attorney for Debtor(s)
PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB PC
Firm Name
919 N. Market Street, Suite 1600
Address
Wilmington, DE 19801
(302) 652-4100
Telephone Number
Date: March 31, 2003
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Name and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

Signature of Debtor (Corporation/Partnership)
I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Neal J. Rider
Signature of Authorized Individual
Neal J. Rider
Printed Name of Authorized Individual
President
Title of Authorized Individual
March 31, 2003
Date

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X _____
Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156

**UNITED STATES BANKRUPTCY COURT
DISTRICT DELAWARE**

In re:

Fleming International, Ltd,

Debtor.

Chapter 11

Case No.: 03-_____ ()

Rider A

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court jointly administer their chapter 11 cases for administrative purposes only.

Fleming Companies, Inc.

ABCO Food Group, Inc.

ABCO Markets, Inc.

ABCO Realty Corp.

ASI Office Automation, Inc.

C/M Products, Inc.

Core-Mark International, Inc.

Core-Mark Interrelated Companies, Inc.

Core-Mark Mid-Continent, Inc.

Dunigan Fuels, Inc.

E.A. Morris Distributors, Ltd.

FAVAR Concepts, Ltd.

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.

Richmar Foods, Inc.

Fleming Foods Management Co., L.L.C.

Fleming Foods of Texas, LP

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Fleming International, Ltd,

Debtor.

Chapter 11

Case No.: 03-_____ ()

Attachment "1"

Debtor is not aware of any property owned or leased by it that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety. Debtor does not expect the chapter 11 filing to result in any change in its ongoing compliance with respect to its activities, and therefore has no known material disclosures. If any become known, Debtor will make such further disclosures in its Schedules/Statement of Financial Affairs to be filed with the Court.