

**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.)	

AFFIDAVIT OF SERVICE RE:

NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO (A) SELL CERTAIN ADDITIONAL RESIDUAL ASSETS THAT ARE NOT SUBJECT TO THE INITIAL WEBCAST SALE PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (B) ESTABLISHING AN EXPEDITED PROCEDURE TO SELL RESIDUAL ASSETS IN THE FUTURE PURSUANT TO THE AUCTION AGREEMENT WITH DOVEBID, INC.

DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO (A) SELL CERTAIN ADDITIONAL RESIDUAL ASSETS THAT ARE NOT SUBJECT TO THE INITIAL WEBCAST SALE PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (B) ESTABLISHING AN EXPEDITED PROCEDURE TO SELL RESIDUAL ASSETS IN THE FUTURE PURSUANT TO THE AUCTION AGREEMENT WITH DOVEBID, INC.

[PROPOSED] ORDER AUTHORIZING THE DEBTORS TO (A) SELL CERTAIN ADDITIONAL RESIDUAL ASSETS THAT ARE NOT SUBJECT TO THE INITIAL WEBCAST SALE PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (B) ESTABLISHING AN EXPEDITED PROCEDURE TO SELL RESIDUAL ASSETS IN THE FUTURE PURSUANT TO THE AUCTION AGREEMENT WITH DOVEBID, INC

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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.

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 18, 2003 at 4:00 p.m. prevailing Eastern time
Hearing Date: June 25, 2003, 2:00 p.m. prevailing Eastern time

NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO (A) SELL CERTAIN ADDITIONAL RESIDUAL ASSETS THAT ARE NOT SUBJECT TO THE INITIAL WEBCAST SALE PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (B) ESTABLISHING AN EXPEDITED PROCEDURE TO SELL RESIDUAL ASSETS IN THE FUTURE PURSUANT TO THE AUCTION AGREEMENT WITH DOVEBID, INC.

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) all of Debtors' Landlords, Lienholders and applicable taxing authorities; and (f) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed with the United States Bankruptcy Court for the District of Delaware the annexed *Debtors' Motion For Entry Of An Order Authorizing The Debtors To (a) Sell Certain Additional Residual Assets That Are Not Subject To The Initial Webcast Sale Pursuant To Section 363 Of The Bankruptcy Code And (b) Establishing An Expedited Procedure To Sell*

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.

Residual Assets In The Future Pursuant To The Auction Agreement With Dovebid, Inc. (the "Motion").

Any objection or response to the relief requested in the Motion must be filed 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 18, 2003.**

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 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.

A HEARING ON THE MOTION WILL BE HELD ON JUNE 25, 2003 AT 2:00 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.

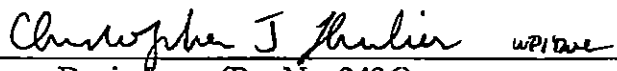
IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE
COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT
FURTHER NOTICE OR HEARING.

Dated: May 30, 2003

KIRKLAND & ELLIS
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and

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



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Co-Counsel for the Debtors and Debtors in
Possession

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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)
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Debtors.)	Hearing Date: June 25, 2003, 2:00 p.m. (EST)
)	Objection Deadline: June 18, 2003 (EST)

DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO (A) SELL CERTAIN ADDITIONAL RESIDUAL ASSETS THAT ARE NOT SUBJECT TO THE INITIAL WEBCAST SALE PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (B) ESTABLISHING AN EXPEDITED PROCEDURE TO SELL RESIDUAL ASSETS IN THE FUTURE PURSUANT TO THE AUCTION AGREEMENT WITH DOVEBID, INC.

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), by and through their undersigned counsel, hereby move this Court pursuant to this motion (the "Motion") for entry of an order, pursuant to section 363 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to (a) sell certain additional Residual Assets pursuant to the Phase II Sale (each as defined herein) and (b) establish an expedited procedure to sell Residual Assets in the future. In support of this Motion, Debtors respectfully state as follows:

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.; Favara 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.

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The statutory basis for the relief requested herein is section 363 of the Bankruptcy Code.

Background

3. On April 1, 2003 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). The Debtors have consolidated the Chapter 11 Cases for administrative purposes only. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
4. On April 9, 2003, the United States Trustee appointed the Official Committee of Unsecured Creditors (the "Committee") in these cases.
5. On May 15, 2003, the Debtors filed the Application of the Debtors for an Order (A) Authorizing the Employment and Retention of DoveBid, Inc. as Auctioneer for the Sale of Residual Assets, (B) Establishing an Expedited Procedure to Sell Residual Assets Pursuant to the Auction Agreement with DoveBid, Inc. and (C) Authorizing, But Not Requiring, the Sale of the Residual Assets (the "DoveBid Application"). By the DoveBid Application, the Debtors sought the following authority:
 - to retain DoveBid, Inc. ("DoveBid") pursuant to an auction agreement, dated May 15, 2003 between Fleming Companies, Inc., one of the Debtors, and DoveBid (the "Auction Agreement");
 - for DoveBid to sell certain assets by conducting a webcast auction sale (the "Initial Webcast Sale") of those Residual Assets (as defined herein)

located at approximately twenty-seven of the Debtors' facilities and certain rolling stock; and

- an expedited procedure for authority to sell additional assets in the future under the Auction Agreement.²

6. In order to ensure that the Debtors provided proper notice to all interested parties of the expedited procedures for the sale of assets in the future under the Auction Agreement, the Debtors will limit the DoveBid Application to only seek authority to retain DoveBid and to conduct the Initial Webcast Sale at the June 4 hearing.

7. There are a number of assets that the Debtors intend to sell under the Auction Agreement, including, but not limited to, furniture, fixtures, equipment, computer/phone equipment, tractors, trailers and non-grocery inventory (each such asset a "Residual Asset," and, collectively, the "Residual Assets"). Certain of the Residual Assets will be sold pursuant to the Initial Webcast Sale, subject to the Court approving the DoveBid Application, as modified, on June 4. The Debtors now request authority to sell the remainder of such assets under the Phase II Sale (as defined herein) or future sales under the expedited procedures described below.

8. The Residual Assets are no longer necessary to the Debtors' operations because the Debtors are in the process of divesting themselves of their retail operations and certain other assets. As a result, they do not, and will not, have any use for the Residual Assets in their on-going operations. Further, because the Debtors will no longer have any retail operations, there are no facilities to which the Debtors could transfer many of the Residual Assets. And, in certain instances, the cost of transporting those assets that could be moved to another location would exceed the value of the particular Residual Asset.

² The DoveBid Application is scheduled to be heard by the Court on June 4, 2003.

Relief Requested

9. By this Application, the Debtors seek the entry of an order, pursuant to section 363 of the Bankruptcy Code, (a) authorizing the sale of Residual Assets at the Debtors' facilities, and certain other assets, identified on Exhibit A(1) attached to the Phase II Plan of Sale (as defined herein) (the "Phase II Sale") and (b) establishing an expedited procedure to sell Residual Assets in the future pursuant to the Auction Agreement and the Sale and Auction Procedures (as defined herein).

Sale and Auction Procedures

10. The Debtors anticipate selling multiple Residual Assets at dozens of locations. Given the magnitude of this task, the Debtors need an organized and efficient process to liquidate these assets and to maximize the value to the Debtors' estates without unnecessarily distracting the Debtors from their reorganization efforts. The Debtors believe that DoveBid has the necessary expertise and experience to satisfy this need.

11. DoveBid's duties pursuant to the Auction Agreement will include implementing the following procedures (the "Sale and Auction Procedures") for the sale of the Residual Assets under the Phase II Sale and all Future Sales (as defined herein):³

- (a) develop and implement the advertising and marketing plan, including, without limitation, mailing auction brochures to targeted demographic and geographic lists selected by DoveBid; advertising in advance of the sale of the Residual Assets through print media (including selected newspapers) and, on selected sales, a fax, email and/or direct telephone marketing campaign may be implemented to reach a specific target group of prospective buyers; and printing lot catalogs which will list all lots to be included in the sale of the Residual Assets;

³ Any terms not defined herein shall have the meaning ascribed to them in the Auction Agreement.

- (b) provide adequate information to prospective out-of-town buyers regarding travel time and travel information;
- (c) prepare for the sale of the Residual Assets, including gathering specifications and photographs for pictorial brochures, cleaning where deemed appropriate by DoveBid and arranging the Residual Assets in a manner which, in DoveBid's judgment, would be designed to enhance the value of the Residual Assets, and providing directional arrows and signs in strategic areas to assist buyers in locating the premises;
- (d) assign a sale site coordinator to oversee the Sales, plan cleanup in accordance with the terms herein, auction sale routing, sorting and grouping of all sale items in suitable size lots, the creation of a buyer's lot catalog, public inspection, calling of the lots during the auction and supervising the delivery of all sold items after completion of the auction;
- (e) engage a project management group mutually agreed upon by both parties to, among other things, oversee the auction or sale, removal of the Residual Assets and to protect the integrity of the premises;
- (f) conduct private negotiations for the sale of the Residual Assets outside of the auction;
- (g) prior to the start of the auction, conduct a one day preview and inspection for the benefit of potential purchasers of the Residual Assets;
- (h) provide a fully qualified, experienced and licensed auctioneer who will auction the lots for cash to the highest bidder "as is, where is and with all faults" and in accordance with the terms of the Auction Agreement;
- (i) guarantee payment for any Residual Asset that DoveBid allows to be removed from the premises;
- (j) provide a complete auction crew to handle computerized accounting functions necessary to provide auction buyers with invoices and Debtors with a complete accounting of all items sold at the auction;
- (k) charge and use its reasonable, best efforts to collect from all purchasers any purchase price, any buyer's premium, all applicable taxes in connection therewith and any other applicable charges;
- (l) deposit all proceeds from the auction into a separate client trust account maintained at Comerica Bank in San Mateo, California for

the benefit of DoveBid's clients or another sound, well-established bank;

- (m) guarantee to return the premises to a condition in which rubbish resulting from the sale and removal of the Residual Assets has been removed, electrical conduit and water pipes have been capped, and any holes made in the roofs or outer walls in the course of removing sold Residual Assets have been patched following the sale and removal of the Residual Assets; and
- (n) submit a detailed accounting, including DoveBid's compensation and a record of all expenses (the "Settlement Report") from the auction and any privately negotiated sales plus the net proceeds therefrom (the "Net Proceeds") to Debtors within two (2) weeks after the completion of collection of all funds from such sale.

A. The Phase II Sale

12. Pursuant to the Auction Agreement and the plan of sale (the "Phase II Plan of Sale") executed thereunder, DoveBid will conduct a webcast auction sale of those Residual Assets under the Phase II Sale. The Phase II Plan of Sale is attached hereto as Exhibit A. The Phase II Sale will be broadcast over the Internet using DoveBid's proprietary software, allowing bidders electing to participate electronically to watch and listen to the auction through the web. However, electronic bidders are also able to speak to the auctioneer real time via a telephone connection. Bidders may also elect to attend the auction in person.

B. The Future Sales

13. The Debtors will notify DoveBid of any additional Residual Assets to be sold (each a "Future Sale" and, collectively, the "Future Sales"). Upon notification to DoveBid of the Debtors' proposal for a Future Sale, the Debtors and DoveBid will use reasonable efforts to negotiate and execute a mutually agreeable plan of sale (each a "Plan of Sale") relating to the Future Sale, which will include, among other things, the Residual Assets to be sold, the manner in which the Residual Assets will be sold, and DoveBid's expense budget for that particular sale.

14. With regard to the Future Sales (other than the Initial Webcast Sale and the Phase II Sale) that are the subject of an executed Plan of Sale, the Debtors propose to provide copies of the Plan of Sale to the U.S. Trustee, counsel to the Debtors' debtor in possession lenders (the "DIP Lenders"), counsel to the Committee, landlords of the premises where the Residual Assets to be sold are located and any parties asserting Liens (as defined herein) against the Residual Assets to be sold (collectively, the "Notice Parties") at least five business days prior to the commencement of DoveBid's preparations for and advertising of such sale. If none of the Notice Parties objects to the proposed Plan of Sale or the Future Sale, the Debtors and DoveBid will be authorized to conduct such sale and the Debtors will be authorized to compensate and reimburse DoveBid consistent with the Plan of Sale, the Auction Agreement and any order of this Court without further order of the Court. However, if an objection is filed within such five business-day period that cannot be resolved, the objection will be heard at the next omnibus hearing, and the Debtors and DoveBid will not be entitled to sell such Residual Assets or compensate or reimburse DoveBid under the Plan of Sale without further Court order.

DoveBid's Compensation

15. Although DoveBid will be entitled to charge a buyer's premium of up to sixteen percent (16%) of the sales price of the Residual Assets sold through privately negotiated sales and at auction (the "Buyer's Premium"), in most instances the effective Buyer's Premium paid will be much lower than 16% because of certain applicable discounts. A discount from the Buyer's Premium equal to 2½% of the sales price shall apply to purchasers who pay in the form of cash, cashier's check, company check (with a letter of guarantee) or wire transfer. Purchasers who do not bid over the Internet shall receive an additional discount equal to 3½% of the sales price. Therefore, a purchaser that attends the sale in person and pays via company check (with a bank letter of guarantee) pays an effective rate of 10%, consisting of the 16% base Buyer's

Premium, less the 2½% payment discount and the 3½% on-site bidder discount. In addition, DoveBid reserves the right to charge a nonrefundable \$25 registration fee for its own account to purchasers who bid over the Internet at a Webcast auction. All subsequent references to a "Buyer's Premium" shall include this registration fee. The Buyer's Premium, regardless of the amount, will be paid by the purchasers of the Residual Assets and not by the Debtors.

16. Additionally, DoveBid shall remit to the Debtors a sum equal to a percentage of those sums realized as Buyer's Premium (exclusive of the registration fee) (the "Rebate"). For the Phase II Sale and all Future Sales conducted hereunder, the Rebate shall equal 30%.

17. The Debtors will reimburse DoveBid for out-of-pocket expenses arising from advertising and other expenses pursuant to a mutually agreed to maximum budget of \$440,000 for the Phase II Sale and an amount to be mutually agreed upon by DoveBid and Debtor for each Future Sale pursuant to a Plan of Sale. In the course of its employment, DoveBid may engage project management companies to assist with the sales. DoveBid will compensate certain of these project management companies with no additional responsibility to the Debtors. However, the Debtors may be responsible for reimbursing DoveBid for fees paid by DoveBid to one of the project management companies. To the extent that the Debtors are required to reimburse DoveBid for costs relating to a project management company, such costs are not included in the expense budget.

18. DoveBid also shall file the Settlement Report with the Court within 30 days following each Sale (or 45 days if the Residual Assets are consigned into an auction conducted on behalf of multiple sellers) and provide copies to the U.S. Trustee, counsel to the DIP Lenders and counsel to the Committee and notice thereof shall be provided to entities that,

as of May 15, 2003, have filed requests for notice pursuant to Fed. R. Bankr. P. 2002. The Debtors, the U.S. trustee, counsel to the DIP Lenders, counsel to the Committee and any other party in interest shall have an opportunity to object to the Settlement Report, including objections pursuant to section 330 of the Bankruptcy Code.

**Turnover of Net Proceeds Free and Clear of All Liens
and Free from any Stamp or Similar Taxes**

19. The Debtors propose to turn over the Net Proceeds to the validly perfected lien holders (if any) of the Residual Assets sold at auction or in a privately negotiated sale in the appropriate order of priority in satisfaction of such liens pursuant to section 361 of the Bankruptcy Code.

20. The Debtors further propose that, pursuant to section 363(f) of the Bankruptcy Code, each sale of Residual Assets will be free and clear of all mortgages, liens, claims, interests and encumbrances (collectively, the "Liens") with all such Liens of any kind or nature whatsoever to attach to the Net Proceeds of the sale of Residual Assets in order of their priority, with the same validity, force and effect which they now have as against the Residual Assets, subject to any claims and defenses the Debtors may possess with respect thereto.

21. Pursuant to section 363(f) of the Bankruptcy Code, a debtor in possession may sell all or any part of its property free and clear of any and all liens in such property if (i) such a sale is permitted under applicable non-bankruptcy law, (ii) the party asserting such a lien consents to such sale, (iii) the interest is a lien and the purchase price for the property is greater than the aggregate amount of all liens on the property, (iv) the lien is the subject of a bona fide dispute, or (v) the party asserting the lien could be compelled, in a legal or equitable proceeding, to accept a money satisfaction for such interest. See 11 U.S.C. § 363(f); In re Elliot, 94 B.R.

343, 345 (E.D. Pa. 1988) (section 363(f) written in disjunctive; therefore, court may approve sale “free and clear” provided at least one of the subsections is met).

22. The Debtors request that the Liens asserted against the Residual Assets by any creditor purporting to be a secured creditor be transferred to and attach to the Net Proceeds from the sale in the same order and priority and with the same validity as they now have against the assets, subject to the rights, claims, defenses and objections, if any, of any and all interested parties with respect thereto.

23. The Debtors also request that sales of the Residual Assets be free from any transfer, stamp or similar tax. Section 1146(c) of the Bankruptcy Code provides:

The issuance, transfer, or exchange of a security, or the making or delivery of an instrument of transfer under a plan confirmed under section 1129 of this title, may not be taxed under any law imposing a stamp tax or similar tax.

11 U.S.C. § 1146(c). Where asset sales outside of a plan are “necessary to the consummation of a plan,” such sales are within the exemption from taxation provided under section 1146(c). In re United Press Int’l, Inc., Case No. 91 B 13955 (FGC), 1992 Bankr. LEXIS 842 at *4 (Bankr. S.D.N.Y. May 18, 1992) (section 1146(c) exemption applied to section 363 sale where “the value of the debtor’s assets is likely to deteriorate through the passage of time necessary to . . . confirm a plan.”); City of New York v. Smoss Enterprises Corp. (In re Smoss Enterprises Corp.), 54 B.R. 950, 951 (E.D.N.Y. 1985), aff’d, 1986 U.S. App. LEXIS 28677 (2d Cir. March 31, 1986) (holding that section 1146(c) applied when “the transfer of the property was essential to the confirmation of the plan”); see also In re Pernar Provisions, Inc., 79 B.R. 530, 534 (Bankr. E.D.N.Y. 1987) (concluding that even though execution and delivery of deed occurred more than one year prior to confirmation of the plan, the sale was “under a plan” and thus exempt from local taxes).

24. The Third Circuit has also construed section 1146(c) of the Bankruptcy Code to include transfers outside of, but in furtherance of effectuating, a chapter 11 plan. See CCA Partnership v. Director of Revenue, State of Delaware, 70 B.R. 696, 698 (Bankr. D. Del. 1987), aff'd 833 F.2d 304 (3rd Cir. 1987); In re Hechinger Investment Co. of Delaware, Inc., 276 B.R. 43, 47 (D. Del. March 18, 2002) (“appropriate reading of § 1146(c) would require only that a plan be ultimately confirmed. Thus, it is the fact of plan confirmation rather than its timing that is critical”). In CCA Partnership, the Court found that a transfer of the debtor’s real estate was exempt from Delaware’s Realty Transfer Tax because it frustrated the policy underlying the Bankruptcy Code, which is to provide the debtor with a fresh start. CCA Partnership, 70 B.R. at 698. Specifically, the Court stated that:

Such a tax ‘certainly will affect greatly the price gotten by the estate.’ [citation omitted] Indeed, such a tax may create so great a burden that the transaction will not occur--the burden being prohibitive to the buyer. . . . [Section 1146(c)] provides the debtor with the speediest and most efficient means possible to distribute and discharge its obligations. To place additional obligations on the property may defeat these purposes and circumvent the intent of the [Bankruptcy] Code.

Id. (internal citations omitted).

25. The Debtors are seeking this Court’s authority to sell the Residual Assets to reduce indebtedness and improve liquidity, thereby facilitating the formulation and ultimate confirmation of a chapter 11 plan and yielding the highest possible returns to the Debtors’ creditors. In light of the foregoing, the Debtors respectfully submit that the disposition of the Residual Assets is a necessary step toward a chapter 11 plan, and, accordingly, should be exempt from stamp tax or similar taxes under section 1146(c) of the Bankruptcy Code.

Authority

A. The Sale and Auction Procedures Are an Exercise of Sound Business Judgment and Should be Approved

26. This Court has statutory authority under section 363 of the Bankruptcy code to authorize the sale of the Residual Assets. Cinicola v. Scharffenberger, 248 F.2d 110, 112 (3rd Cir. 2001); In re Met-L-Wood Corp., 861 F.2d 1012 (7th Cir. 1988); cert. denied, Gekas v. Pipin, 490 U.S. 1006 (1989) (refusing to vacate order approving sale of debtor's business and assets to its undisclosed principal entered two weeks after the chapter 11 case filed). To approve the use, sale or lease of property outside the ordinary course of business pursuant to section 363 of the Bankruptcy Code, this Court need only determine that the Debtors' decision is supported by a "sound business reason" justifying the preconfirmation sale of assets. In re Delaware & Hudson Ry. Co., 124 B.R. 169, 175-76 (D. Del. 1991).⁴

27. Prior to the Petition Date, the Debtors utilized the Residual Assets in the ordinary course of their businesses. The Residual Assets are no longer required because the Debtors have discontinued certain of their operations. Accordingly, the Debtors no longer have any use for the Residual Assets.

⁴ See also Fulton State Bank v. Schipper, 933 F.2d , 513, 515 (7th Cir. 1991) (debtor's decision must be supported by "some articulated business justification"); In re Lionel Corp., 722 F.2d 1063, 1070 (2d Cir. 1983); Stephens Ind., Inc. v. McClung, 789 F.2d 386, 389-90 (6th Cir. 1986); In re Abbotts Dairies of Pennsylvania, Inc., 788 F.2d 143, 147 (3rd Cir. 1986) (enunciating the good faith requirement); In re Continental Airlines, Inc., 780 F.2d 1223 (5th Cir. 1986); In re Telesphere Communications, Inc., 179 B.R. 544, 552 (Bankr. N.D. Ill. 1999); In re United Healthcare System, Inc., 1997 WL 176574 (D.N.J. 1997), citing Lionel, 722 F.2d at 1071 (courts typically must examine whether there was: (1) adequate notice to interested parties, (2) adequate price paid for the asset, (3) good faith by the parties, and (4) a sound business reason for the sale); Titusville Country Club, 128 B.R. at 399 (the "sound business judgment test requires (i) that a sound business purpose justifies the sale outside the ordinary course of business, (ii) that adequate and reasonable notice has been provided to all of the interested parties, (iii) that the debtor has obtained a fair and reasonable price, and (iv) good faith); and In re Phoenix Steel Corp., 82 B.R. 334, 335-36 (Bankr. D. Del. 1987) (listing the elements necessary for approval of section 363 sale in a chapter 11 case).

28. A prompt sale of the Residual Assets by DoveBid will help maximize the recovery for the Debtors' creditors because it will liquidate assets in comprehensive sales process and expedite the Debtors' exit from unneeded, leased store locations. Accordingly, the Debtors are seeking court authority under section 363(b) of the Bankruptcy Code to sell some or all of the Residual Assets pursuant to the Sale and Auction Procedures.

B. Sale of Residual Assets Is in the Best Interests of the Estates

29. The Debtors believe that the relief requested will aid in the Debtors' efforts to maximize value for the benefit of their estates, their creditors and other parties in interest. By granting the relief requested herein, the Debtors will be able to maximize the value of the Residual Assets for the benefit of their estates and their creditors because they will hire DoveBid, an experienced liquidator, to sell these Residual Assets. At the same time, the Sale and Auction Procedures will reduce the procedural burdens on the Court, as described above, while protecting the interests of all creditors.

Notice

30. Notice of this Motion has been given to (a) the United States Trustee; (b) counsel to the DIP Lenders; (c) counsel to the Indenture Trustees; (d) counsel to the Committee; (e) those persons who have requested notice pursuant to Fed. R. Bankr. P. 2002; (e) all of the Debtors' landlords; and (f) all of the Debtors' known Lien holders. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need to be given.

No Prior Request

31. No prior application for the relief requested herein has been made to this or any other court.

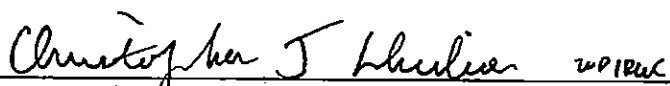
WHEREFORE, the Debtors respectfully request that the Court enter an order (i) authorizing the Debtors to sell the Residual Assets pursuant to the Phase II Sale, (ii) authorizing and establishing the Sale and Auction Procedures; (iii) authorizing, but not requiring, the Debtors to sell the Residual Assets; (iv) establishing expedited procedures for the Future Sales; and (v) granting such other and further relief as the Court deems just and proper.

Dated: May 30, 2003

KIRKLAND & ELLIS
Richard L. Wynne (CA Bar No. 120349)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

KIRKLAND & ELLIS
James H.M. Sprayregen, P.C. (ARDC No. 6190206)
Geoffrey A. Richards (ARDC No. 6230120)
Jason D. Horwitz (ARDC No. 6269962)
200 E. Randolph Dr.
Chicago, IL 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200
-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)
16th Floor, 919 North Market Street
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Exhibit A



PLAN OF SALE

This Plan of Sale (the "Plan") is entered into as of May 26, 2003 (the "Effective Date") by and between DoveBid, Inc. ("DoveBid") and Fleming Companies, Inc. ("Seller") pursuant to Section 1 of that certain Agreement for the Provision of Asset Disposition Services made as of May 15, 2003 between DoveBid and Seller (the "Master Agreement"). Terms used but not independently defined in this Plan shall have the meanings ascribed to them in the Master Agreement.

By executing below, Seller agrees to retain DoveBid on an exclusive basis to dispose of those Assets set forth on Exhibit A(1) to this Plan in the following manner:

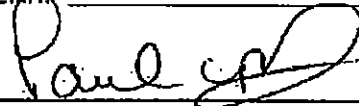
- X A five-day Webcast Auction to be held on or about July 15 - July 19, 2003.
- X Sale Allowance Cap: \$ 440,000*


* Based upon Fleming's agreement to provide such casual labor as is reasonably necessary to staff inspection and check-out/delivery at each sale site. In the event Fleming is not able to provide such casual labor, DoveBid shall provide such personnel, and the Sale Allowance Cap shall be increased accordingly.

- X Other: Expense cap does not include security and, if required, will be billed to debtor at debtor's request.
- X Other: Fleming, at its option, may add additional transportation assets to the sale at no additional operations cost to Fleming.

The terms of the Master Agreement shall control the services provided by DoveBid pursuant to this Plan. Please transmit your signed Plan to DoveBid via facsimile number: (650) 513-6601.

Acknowledged and agreed to:

FLEMING COMPANIES, INC.
 E.I.N. _____
 By: 
 Name: Paul DeBartolo
 Title: U.P. Planning & Dev.
 Date: 5/30/03

DOVEBID, INC.
 California Bond Number 57BSBA17624
 By: 
 Name: Kirk Dove JAMES SELAR
 Title: President, Global Auction Services VP Auction Servs, and Chief Operating Officer
 Date: 5/30/03

lego

EXHIBIT A(1) TO THE PLAN OF SALE

ASSETS

Contents of Retail Grocery Locations

<u>Lease # & Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Square Footage</u>
AZ-005 - Food 4 Less #3 - 59th & Peoria, Phoenix	5810 West Peoria Ave.	Glendale	AZ	52,244
AZ-025 - Food 4 Less #2 - Fuel	240 West Warner Road	Chandler	AZ	65,620
AZ-032(B) - Food 4 Less	1045 S. Gilbert Road	Mesa	AZ	50,000
AZ-004 - Food 4 Less #1	245 East Bell	Phoenix	AZ	51,875
AZ-137 - Food 4 Less	1221 West Irvington Road	Tucson	AZ	54,780
UT-080 - Food 4 Less	5346 South 4015 West	Salt Lake City	UT	59,036
UT-003 - Food 4 Less - Fuel	2250 N. University Parkway	Provo	UT	61,100
UT-050 - Food 4 Less - Fuel	816 East U.S. Highway 6	Spanish Fork	UT	52,851
3 Utah / 5 Arizona				
MN-184 - Rainbow Foods #49 - Fuel	8020 Brooklyn Boulevard	Brooklyn Park	MN	57,353
MN-272 - Rainbow Foods #71 - Has Bank (90 days) Fuel	5801 Neal Avenue North	Oak Park Heights	MN	64,887
MN-278 - Rainbow Foods #79	3969 2nd Street	St. Cloud	MN	63,878
MN-280 - Rainbow Foods #80	1821 E. Madison Ave	Mankato	MN	64,830
MN-282 - Rainbow Foods #82 Has Bank (90 days)	1619 W. Main Street	Albert Lea	MN	54,040
MN-289 - Rainbow Foods #83	430 NW Second Ave	Faribault	MN	41,881
MN-270 - Rainbow Foods #89	6360 Brooklyn Blvd.	Brooklyn Center	MN	64,548
MN-274 - Rainbow Foods #73	16705 County Rd. #24	Plymouth	MN	56,853
8 Minnesota				
WI-808 - Food 4 Less #6080	3508 52nd Street	Kenosha	WI	68,378
WI-931 - Rainbow Foods	1230 Capital Drive	Pewaukee	WI	59,118
2 Wisconsin				
IL-026 - Festival Foods #18	185 North Kennedy Ave	Bradley	IL	44,877
MN-047 - Jamboree Foods	317 N. Main Street	Biwabik	MN	13,067
20				1,096,018

Contents of Distribution Center Locations

PA-826 - KOP GMD Warehouse	201 W. Church Road	King of Prussia	PA	385,469
MD-891 - North East Grocery Warehouse Bldg 1	4 Center Drive Sections 1-20	Northeast	MD	192,000
MD-89 (B) - Northeast Grocery Warehouse Bldg 2	4 Center Drive Sections 21-38	Northeast	MD	153,600
MD-893 - Northeast Perishables Warehouse	100 Lums Road	Northeast	MD	108,207
NC-044 - Warsaw PSC Bldg A (Perishable)	1016 US 117 South	Warsaw	NC	383,568
NC-041 - Warsaw PSC Bldg B (Dry/Grocery)	U.S. Highway 117 & Road 1902	Warsaw	NC	375,100
AZ-135 - Phoenix Warehouse	624 South 25th Avenue	Phoenix	AZ	897,885
AZ-138 - Arctic Storage	2440 W. Lincoln Street	Phoenix	AZ	121,580
UT-052 - Salt Lake City Warehouse - Main	2455 West 1500 South	Salt Lake City	UT	421,367
UT-053 - Closed Warehouse - Former Smith's	2850 South 800 West	Salt Lake City	UT	207,568

Transportation Assets

40 Tractors
100 Dry Trailers

Fuel Station Assets

Columbia Heights Fuel Station Assets located in trailer and never deployed.

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.)	Re: Docket No. _____
)	

ORDER AUTHORIZING THE DEBTORS TO (A) SELL CERTAIN ADDITIONAL RESIDUAL ASSETS THAT ARE NOT SUBJECT TO THE INITIAL WEBCAST SALE PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (B) ESTABLISHING AN EXPEDITED PROCEDURE TO SELL RESIDUAL ASSETS IN THE FUTURE PURSUANT TO THE AUCTION AGREEMENT WITH DOVEBID, INC.

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order, pursuant to section 363 of title 11 of the United States Code (the “Bankruptcy Code”), authorizing the Debtors to (a) sell certain Residual Assets under the Phase II Sale, (b) establish an expedited procedure to sell the Residual Assets in the future, (c) establish the Sale and Auction Procedures, and (d) authorizing, but not requiring, the Debtors to sell some or all of the Residual Assets; and it appearing to the Court that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of this proceeding and this Motion is

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.; Favara 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 All terms not defined herein shall have the meaning ascribed to them in the Motion.

proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Motion is reasonable and proper and no further notice need be given; and the Court being fully advised in the premises and having determined that the legal and factual basis set forth in the Motion and at the hearing for the Motion establish just cause for the relief granted herein; it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Debtors are authorized to sell the Residual Assets pursuant to the Phase II Sale; and it is further

ORDERED, that the Sale and Auction Procedures for the sale of the Residual Assets under the Phase II Sale and all Future Sales, as set forth in the Motion, are approved and authorized in all respects; and it is further

ORDERED, that, pursuant to section 363 of the Bankruptcy Code, the Debtors are authorized to sell the Residual Assets pursuant to the Auction Agreement on the terms and subject to the conditions set forth in the Motion and the Sale and Auction Procedures without need for further notice, motion or order of the Court; and it is further

ORDERED, that with regard to the Future Sales (other than the Initial Webcast Sale and the Phase II Sale) that are the subject of an executed Plan of Sale, the Debtors may sell such Residual Assets in accordance with the following procedures:

- (a) the Debtors and DoveBid shall execute a Plan of Sale in accordance with the procedures described in the Motion and the Auction Agreement;
- (b) the Debtors shall provide copies of the Plan of Sale to the U.S. Trustee, counsel to the DIP Lenders, counsel to the Committee, landlords of the premises where the Residual Assets to be sold are located and any parties asserting Liens against the Residual Assets to be sold (collectively, the "Notice Parties") at least five business days prior to the commencement of DoveBid's preparations for and advertising of such sale;

- (c) if none of the Notice Parties objects to the proposed Plan of Sale or the Future Sale within such five business-day period, the Debtors and DoveBid are authorized to conduct such sale and the Debtors are authorized to compensate and reimburse DoveBid consistent with the Plan of Sale, the Auction Agreement and this Order without further order of the Court; and
- (d) if an objection is filed within such five business-day period that cannot be resolved, the objection shall be heard at the next omnibus hearing, and the Debtors and DoveBid cannot sell such Residual Assets and DoveBid cannot be compensated or reimbursed under the Plan of Sale without further Court order; and it is further

ORDERED, that DoveBid shall file the Settlement Report with the Court within 30 days following each Sale (or 45 days if the Residual Assets are consigned into an auction conducted on behalf of multiple sellers) and provide copies to the U.S. Trustee, counsel to the DIP Lenders and counsel to the Committee and notice thereof shall be provided to entities that, as of May 15, 2003, have filed requests for notices pursuant to Fed. R. Bankr. P. 2002. The Debtors, the U.S. Trustee, counsel to the DIP Lenders, counsel to the Committee and any other party in interest shall have an opportunity to object to the Settlement Report, including objections pursuant to sections 328 and 330 of the Bankruptcy Code; and it is further

ORDERED, that unless an objection to the Settlement Report is filed by any party in interest within 15 days from the date such report is filed with the Court, DoveBid shall receive the compensation and expense reimbursement as set forth in the Settlement Report without further order of the Court; and it is further

ORDERED, that the Debtors are authorized to compensate and reimburse DoveBid pursuant to the terms of the Auction Agreement and this Order without further order of the Court and without the need for DoveBid to file a fee application with the Court; provided however, that any compensation and reimbursement received by DoveBid will become subject to

immediate disgorgement in the event of an order of the Court sustaining an objection to such compensation under the standards of section 328 of the Bankruptcy Code; and it is further

ORDERED, that each sale of Residual Assets will be free and clear of all Liens, with all such Liens of any kind or nature whatsoever to attach to the Net Proceeds of the sale of Residual Assets in the order of their priority, with the same validity, force and effect which they now have as against the Residual Assets, subject to any claims and defenses the Debtors may possess with respect thereto; 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 in accordance with section 1146(c) of the Bankruptcy Code, any sales of the Residual Assets are hereby exempt from any law imposing a stamp tax or similar tax; and it is further

ORDERED, that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED, that notwithstanding the possible applicability of 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 the implementation of this Order.

Dated: _____, 2003

Honorable Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT 2

Sale Motion for Fleming

Total number of parties: 3063

Mode of Service: US Mail (1st Class)

Exhibit 2 - DOVEBID II Sale Motion

Svc Lst Name and Address of Served Party

3702 10900 N.E. 4TH STREET, SUITE 500, BELLEVUE, WA 98004

3685 12 CHURCH ASSOCIATES LLC, JAY ANDERSON, 7 PENN PLAZA, 6TH FLOOR, NEW YORK, NY 10001

3685 145 ASSOCIATES LTD., LOUIS WIENER, C/O ERA SARVER REAL ESTATE, P. O. BOX 1295, LEESVILLE, LA 71446

3685 1999 ONE GRAND PARK LIMITED PARTNERSHIP, 210 PARK AVE., SUITE 1000, OKLAHOMA CITY, OK 73102

3685 2300 LOUISIANA CO. LLC, JAMES STIFEL, C/O BENENSON CAPITAL CO., 708 THIRD AVE, 28TH FLOOR, NEW YORK, NY 10017

3701 345-658 (SALES TAX), RETAILERS OCC TAX DIV, ILL DEPT OF REVENUE, SPRINGFIELD, IL 62796

3702 395 OYSTER POINT BLVD, SUITE 415, S. SAN FRANCISCO, CA 94080

3685 5-MILE PLAZA, ATTN: GENERAL COUNSEL, 8645 W. FRANKLIN RD., BOISE, ID 83709

3685 653736 ALBERTA LTD BEUTEL GOODMAN REAL ESTATE, C/O WESTERN SPIRIT INVESTMENTS LTD, #312 - 645 FORT STREET, VICTORIA, BR V8W 1G2CANADA

3685 7101 LISBON ASSOCIATES, INC., DR. ALFRED MEYERS, C/O DR. ALFRED MEYERS, 7505 N. SENECA ROAD, MILWAUKEE, WI 53217

3685 A & S PROPERTIES, INC., DONALD SLOAN, VICE PRESIDENT, 614 W. MAIN ST., STE. 210, P.O. BOX 460915, GARLAND, TX 75046

3685 A. D. HAYS PARKING CO., 921 MARQUETTE AVENUE, SUITE 209, MINNEAPOLIS, MN 55402

3685 A.K. DEVELOPMENT COMPANY, DEBORAH KORMAN, ATTN: DEBORAH KORMAN, P.O. BOX 147, ALBERTSON, NY 11507

3685 AARON ISRAEL, DBA WISCONSIN PROPERTY MANAGEMENT, P. O. BOX 2367, NORTHBROOK, IL 60062

3701 AASD TAX OFC, 200R E CRAWFORD AVE, ALTOONA, PA 16602-5214

3685 A-B DISTRIBUTORS, INC, 1116 NORTH EDGEWOOD AVENUE, JACKSONVILLE, FL 32254

3685 ABCO PLAZA, JAMES KAUFMAN, C/O ZELL COMMERCIAL REAL ESTATE SERVICES, INC., 5343 N. 16TH STREET, PHOENIX, AZ 85016

3685 ABLEGROWTH, INC., C/O BMD COMPANY, INC., P.O. BOX 1632, FRISCO, TX 75034

3701 ACADIA PARISH SCHOOL BOARD, SALES & USE TAX DEPART, PO BOX 309, CROWLEY, LA 70527-0309

3685 ACG EQUITY ASSOCIATES, LTD PARTNERSHIP, ROB WILLARD, C/O BENCHMARK PROPERTY MGT, 4053 MAPLE ROAD, AMHERST, NY 14226

3685 ACRON LINCOLN 2 L.P., GREG WILSON, C/O ACRON KAPITAL, 1516 S. BOSTON AVENUE, TULSA, OK 74119

3685 ACRON METROPLEX LIMITED PARTNERSHIP, C/O INTERVEST PROPERTIES, FIRST PLACE TOWER, 15 EAST 5TH ST., STE. 2700, TULSA, OK 74103

3685 ACRON USA FONDS 2500 PENN LP & ACRON LINCOLN 2 LP, LYDIA SAMUELS, C/O ACRON KAPITAL, 1516 SOUTH BOSTON AVE., TULSA, OK 74119

3685 ADMA ASSOCIATES, LLC, DAVID KARNEY, C/O KARNEY MGMNT CO., P. O. BOX 49051, LOS ANGELES, CA 90051

3685 AFD (MN) LLC, 50 ROCKEFELLER PLAZA, SECOND FLOOR, NEW YORK, NY 10020

3685 AGEE AND AGEE, SLADER AGEE, ATTN: AGEE AND AGEE PARTNERS, P.O. BOX 7088, SPRINGDALE, AR 72766

3685 AGEE HOLDINGS L.P., C/O MRS. JUDY JAMES, P. O. BOX 880, LA VERGNE, TN 37086

3685 AGGARWAL PENSION TRUST FUND, K.C. AGGARWAL, ATTN: K.C. AGGARWAL, 1055 EDMISTON PLACE, LONGWOOD, FL 32779

3685 AIRPORT VILLAGE ASSOCIATES, 55 COUNTRY CLUB DRIVE, STE 200, DOWNINGTOWN, PA 19335-3062

3701 AL DEPT OF REVENUE-UST FEE, PO BOX 327556, MONTGOMERY, AL 36132-7556

3701 ALABAMA DEPARTMENT OF REVENUE, CITY/COUNTY TAX, CI, PO BOX 327640, MONTGOMERY, AL 36132-7640

Exhibit 2 - DOVEBID II Sale Motion

Svc Lst Name and Address of Served Party

3701 ALABAMA DEPARTMENT OF REVENUE, MOTOR FUELS SECTION, PO BOX 327540, MONTGOMERY, AL 36132-7540

3701 ALABAMA DEPARTMENT OF REVENUE, SALES, USE & BUSINE, PO BOX 327710, MONTGOMERY, AL 36132-7710

3701 ALABAMA DEPARTMENT OF REVENUE, SALES, USE & BUSINE, PO BOX 327720, MONTGOMERY, AL 36132-7720

3701 ALABAMA DEPARTMENT OF REVENUE, PO BOX 213, MONTGOMERY, AL 36101-0213

3701 ALABAMA DEPARTMENT OF REVENUE, PO BOX 831199, BIRMINGHAM, AL 35283-1199

3701 ALABAMA DEPT OF REVENUE, CIG STAMP TAX, CIG STAMP, 50 N RIPLEY, RM 3152, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REVENUE, 50 N RIPLEY, #3152, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REVENUE, 50 NORTH RIPLEY ST, MONTGOMERY, AL 36104

3701 ALABAMA DEPT OF REVENUE, BUS TAX DIV, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REVENUE, CIG STAMP PURCH, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REVENUE, CIG STAMP TAX, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REVENUE, PO BOX 327510, MONTGOMERY, AL 36132-7510

3701 ALABAMA DEPT OF REVENUE, PO BOX 327555, MONTGOMERY, AL 36132-7555

3701 ALABAMA DEPT OF REVENUE, PO BOX 327640, MONTGOMERY, AL 36132-7640

3701 ALABAMA DEPT OF REVENUE, SALES, USE & TOB TAX, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REVENUE, SALES, USE & TOBACCOTAX, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REVENUE, TOB TAX SECT, MONTGOMERY, AL 36132

3701 ALABAMA DEPT OF REV, PO BOX 831199, BIRMINGHAM, AL 35283-1199

3701 ALABAMA SALES TAX DIVISION, PO BOX 830725, BIRMINGHAM, AL 35283-0725

3701 ALABAMA TAX, PO BOX 803725, BIRMINGHAM, AL 35283

3701 ALABAMA, STATE OF, TOB TAX SECTION, MONTGOMERY, AL 36132

3701 ALAMEDA COUNTY TAX COLLECTOR, 1221 OAK ST STE 220, OAKLAND, CA 94612-4225

3685 ALAMEDA SQUARE PLAZA, LLC, ONE NORTH HUDSON, SUITE 140, OKLAHOMA CITY, OK 73102

3685 ALAN J. GOLDSTEIN, ALAN GOLDSTEIN, 150 METRO PARK, ROCHESTER, NY 14623-2667

3685 ALAN J. GOLDSTEIN, ALAN GOLDSTEIN, 571 LYELL AVENUE, ROCHESTER, NY 14623

3685 ALAN JOSEPH, 7701 EAST KELLOGG, STE. 490, P. O. BOX 780627, WICHITA, KS 67230

3701 ALASKA DEPT OF REVENUE, 550 W 7TH AVE STE 560, ANCHORAGE, AK 99501

3701 ALASKA DEPT OF REVENUE, AUDIT DIV POUCH SA, JUNEAU, AK 99811

3685 ALBERT L. HORN & FAHOMA HORN, 723 W. MADISON, HOUSTON, MS 38851

3685 ALBERT M. PUTNAM & JEAN E. PUTNAM, LUASANNE CONDOMINIUMS, 3215 GOLF SHORE BLVD., APT 304 NORTH, NAPLES, FL 33940

3701 ALBERTA TREASURY, CIBC - TOBACCO TAX COLLECTION ACCOUNT, 9990 JASPER AVE, EDMONTON, AB T5J 1P7 CANADA

3685 ALBRECHT, INCORPORATED, JACK JURON, 17 S. MAIN STREET, SUITE 401, P. O. BOX 1714, AKRON, OH 44309

3685 ALFORD REALTY & CONSTRUCTION, CALVIN ALFORD, TRUSTEE OF CALVIN ALFORD REVOCABLE TRUST, P.O. BOX 81, BOWLING GREEN, KY 42102

3685 ALFORD REALTY & CONSTRUCTION, CALVIN ALFORD, TRUSTEE OF CALVIN ALFORD REVOCABLE TRUST, 1612 WESTERN AVENUE, BOWLING GREEN, KY 42101

3701 ALLEGANY COUNTY TAX AND UTILITY, 701 KELLY RD, CUMBERLAND, MD 21502-2803

3685 ALLEGRO ASSOCIATES, ROBERT D. BURCH, TRUSTEE, C/O GIBSON, DUNN & CRUTCHEN, 2029 CENTURY PARK EAST, LOS ANGELES, CA 90071

3685 ALLEN A. SEBANC & BEVERLY M. SEBANC, KENNETH MCCLOSKEY & CHARLOTTE MCCLOSKEY, 10 STACEY COURT, HILLSBOROUGH, CA 94010

3685 ALLEN FAMILY PARTNERSHIP, CHARLES OR JOAN BOYD, CHARLES AND/OR JOAN M. BOYD, 32195 WEST 132TH, OLATHE, KS 66061

3701 ALLEN PARISH SCHOOL BOARD, SALES AND USE TAX DEPAR, PO BOX C, OBERLIN, LA 70655-2003

Exhibit 2 - DOVEBID II Sale Motion

Svc Lst Name and Address of Served Party

3685 ALLIANZ LIFE INSURANCE COMPANY OF NORTH AMERICA, C/O ALLIANZ INVESTMENT CORPORATION,
55 GREEN FARMS ROAD, P.O. BOX 5160, WESTPORT, CT 06881

3685 ALNI-OKLAHOMA, LLC, 325 UNIVERSITY AVENUE, SYRACUSE, NY 13210

3685 ALPHONSE FAZENDIN, P.O. BOX 33, HOPKINS, MN 55343

3685 ALPINE 259, LTD., JOHN N. THOMAS, ATTN: JOHN N. THOMAS, 430 N. CENTER ST., LONGVIEW, TX 75601

3701 ALTAX TAX, PO BOX 8307525, BRIMINGHAM, AL 35283-0725

3685 ALTOS LAW GROUP, LISA BARTON-OLT, 101 FIRST STREET, #469, LOS ALTOS, CA 94022

3685 AMERICAN COMMUNITY STORE CORPORATION, 14303 INWOOD ROAD, DALLAS, TX 75234

3685 AMERICAN DRUG STORES, INC., JO ANN KING, C/O ALBERTSONS, INC., ATTN: PROP ACCTG., BOX 20,
BOISE, ID 83726

3685 AMERICAN REAL ESTATE HOLDINGS LIMITED PARTNERSHIP, 10 UNION SQUARE EAST, NEW YORK, NY
10003

3702 AMERITECH CREDIT CORPORATION, 2550 WEST GOLF ROAD, ROLLING MEADOWS, IL 60008

3685 ANDOVER LIMITED PARTNERSHIP, DAVE HANSEN, C/O D.O. HANSEN, 8140 FLYING CLOUD DRIVE, EDEN
PRAIRIE, MN 55344

3685 ANT, LLC, ROD CARROLL, 5720 LBJ FREEWAY, STE. 190, DALLAS, TX 75240

3685 ANTON AND SHIRLEY STRICKER TRUST #1, MARK STRICKER, 48 NORTH AYER STREET, HARVARD, IL
60033

3685 APPLE VALLEY SQUARE CORPORATION, STANLEY L. IEZMAN, 700 NORTH BRAND BLVD, SUITE 300,
GLENDALE, CA 91203

3685 ARB PROPERTIES, RICHARD A. YARMY, JR., C/O SIERRA MANAGEMENT CORP., 292 MADISON AVENUE,
2ND FLOOR, NEW YORK, NY 10017

3685 ARES REALTY COMPANY, MICHAEL J. QUIGG, C/O ST. JOHN HOLDINGS, INC., 320 KING OF PRUSSIA RD,
RADNOR, PA 19087

3685 ARIZONA ACV VI, LLC, ARTHUR KULLER, 465 FIRST STREET WEST, 2ND FLOOR, SONOMA, CA 95476

3685 ARIZONA ACV VI, LLC, ARTHUR KULLER, 500 WASHINGTON ST., SUITE 700, SAN FRANCISCO, CA
94111-2939

3701 ARIZONA CORP COMM, 1300 W WASHINGTON ST, PHOENIX, AZ 85007-2929

3701 ARIZONA CORPORATION COMMISSION, 1200 W WASHINGTON, PHOENIX, AR 85007

3701 ARIZONA DEPARTMENT OF REVENUE, PHOENIX, AZ 85038

3701 ARIZONA DEPARTMENT OF REVENUE, 1600 W MONROE ROOM 610, PHOENIX, AZ 85007

3701 ARIZONA DEPARTMENT OF REVENUE, PO BOX 29010, PHOENIX, AZ 85038-9010

3701 ARIZONA DEPARTMENT OF REVENUE, PO BOX 29070, PHOENIX, AZ 85038-9070

3701 ARIZONA DEPARTMENT OF REVENUE, PO BOX 29079, PHOENIX, AZ 85038-9079

3701 ARIZONA DEPT OF REVENUE, PHOENIX, AZ 85038

3701 ARIZONA DEPT OF REVENUE, LUXURY TAX SECTION, LUXUR, 1700 W WASHINGTON ST, PHOENIX, AZ
85007-2812

3701 ARIZONA DEPT OF REVENUE, LUXURY TAX SECTION, PHOENIX, AZ 85007

3701 ARIZONA DEPT OF REVENUE, PO BOX 29010, PHOENIX, AZ 85038-9010

3701 ARIZONA DEPT OF REVENUE, TOBACCO TAX, PHOENIX, AZ 85007

3701 ARIZONA DEPT OF REV, SPECIAL TAXES, PO BOX 29026, PHOENIX, AZ 85038-9026

3701 ARIZONIA DEPT OF REVENUE, LUXURY TAX RM 510, 1600 W MONROE ST, PHOENIX, AZ 85007-2612

3685 ARJA REALTY, LLC, C/O STERLING MANAGEMENT CORP., 72 ESSEX STREET, SUITE 1, LODI, NJ 7644

3701 ARKANSAS DEPARTMENT OF FINANCE & ADMINISTRATION, PO BOX 3861, LITTLE ROCK, AR 72203-3861

3701 ARKANSAS DEPARTMENT OF REVENUE, MOTOR FUEL TAX SEC, PO BOX 1752, LITTLE ROCK, AR 72203-
1752

3701 ARKANSAS DEPT OF FIN & ADMIN, LEDBETTER BLDG PO BOX 896 ROOM 230, LITTLE ROCK, AR 72202

3701 ARKANSAS DEPT OF FINANCE, ADMIN MISC TAX SECTION, PO BOX 896, LITTLE ROCK, AR 72203-0896

3701 ARKANSAS DEPT OF REVENUE, CIG-TOB TAX, PO BOX 896, LITTLE ROCK, AR 72203-0896

3701 ARKANSAS SALES TAX SECTION, PO BOX 1272, LITTLE ROCK, AR 72203-1272

Exhibit 2 - DOVEBID II Sale Motion

Svc Lst Name and Address of Served Party

3701 ARKANSAS, STATE OF (EFT), P. O. BOX 896, RM 230, PO BOX 896, LITTLE ROCK, AR 72203-0896

3701 ARKANSAS, STATE OF (EFT), PO BOX 896, LITTLE ROCK, AR 72203-0896

3701 ARKANSAS, STATE OF REVENUE DIV, 7TH & WOLFE, RM 230, LITTLE, OC AR 72203

3701 ARKANSAS, STATE OF, REVENUE DIV, LITTLE ROCK, AR 72203

3701 ARKANSAS, STATE OF, RM 230 LEDBETTER BLD, LITTLE ROCK, AR 72203

3685 ARN, MULLINS, UNRUH, KUHN & WILSON, LLP, KRIS J. KUHN, ESQ., 330 R. H. GARVEY BLDG, 300 WEST DOUGLAS, WICHITA, KS 67202-2979

3685 ARNOLD N. SWEET AND MITCHELL BARNETT, BARNETT AND SWEET, 12200 PARK CENTRAL DR., STE. 250, DALLAS, TX 75251

3685 ARONOV RETAIL ASSOCIATES, 3500 EASTERN BLVD., MONTGOMERY, AL 36116

3685 ARS ENTERPRISES, INC., ATTN: ANTHONY D. REITHMAIER, P.O. BOX 478, ARKADDELPHIA, AR 71923

3685 ARTHUR BRUNO, P.O. BOX 1210, AMHERST, NH 03031

3701 ASCENSION PARISH TAX AUTHORITY, PO BOX 1718, GONZALES, LA 70707-1718

3685 ASHLEY PARK, L.L.C., JAMES VOSBURGH, 13018 PINEHURST, WICHITA, KS 67230

3701 ASHTABULA COUNTY TREASURER, 25 W JEFFERSON ST, 25 JEFFERSON ST, JEFFERSON, OH 44047-1027

3701 ASSOCIATED COLLECTORS INC, PO BOX 1039, JANESVILLE, WI 53547-1039

3702 ASSOCIATES COMMERCIAL CORP., 8001 RIDGEPOINT DRIVE, IRVING, TX 75063

3702 AT&T CREDIT CORPORATION, 2 GATEHALL DRIVE, PARSIPPANY, NJ 07054

3685 ATH-DARA APARTMENT ASSOCIATES, L.P., MARK FINK, ATTN: MARK FINK, 191 PRESIDENTIAL BLVD, SUITE LN-20, BALA CYNWYD, PA 19004

3685 ATTORNEY AT LAW, ERNEST L. POTTER, 701 AMSOUTH CENTER, 200 CLINTON AVENUE, HUNTSVILLE, AL 35001

3685 AUBURNDALE MONROE LIMITED PARTNERSHIP, ROBERT CARLIN, 5115 MCKINNEY, SUITE 7, DALLAS, TX 75205

3701 AUDITOR, CONTROLLER, TREASURER,, 2281 TULARE ST STE 105, FRESNO, CA 93721-2105

3685 AUGUST J. RICHTER, C/O RICHTER REALTY & INVESTMENT, INC., 12700 WEST BLUEMOUND ROAD, ELM GROVE, WI 53122

3685 AURORA INVESTMENTS, LLC, LUIGI BERNARDI, 5215 EDINA INDUSTRIAL BLVD., #100, EDINA, MN 55439-3023

3685 AUSTIN L. BROWN, SR., FAMILY TRUST, LANE BROWN LANDLORD, C/O LANE BROWN, TRUSTEE, 440 HEMLOCK DRIVE, MARIETTA, GA 30064

3685 AUSTIN PROPERTIES, LLC, JANET HOLCOMB, ATTN: JANET HOLCOMB, 303 E. NEWMAN, STILLWATER, OK 74075

3701 AVOYELLES PARISH SCHOOL BOARD, SALES & USE TAX DEP, 221 TUNICA DR W, MARKSVILLE, LA 71351-2603

3685 AYR-WAY STORES, C/O DAYTON-HUDSON CORP., 777 NICOLLET MALL, MINNEAPOLIS, MN 55402

3701 AZ DPT OF REVENUE, PO BOX 29070, PHOENIX, AZ 85038-9070

3685 B & B PROPERTIES, INC., 5229 BROSCHER RD., ORLAND, FL 32807

3685 B & E GROCERY, INC., P.O. BOX 1359, FRANKLIN, NC 28734

3685 B.C. WARNER INVESTMENT COMPANY, JAMES WARNER, P.O. BOX 70900, SALT LAKE CITY, UT 84170-0900

3685 BAKER, GLAST & MIDDLETON, P.C., SAM GLAST, ESQ., 500 TRAMMELL CROW CENTER, 2001 ROSS AVE., DALLAS, TX 75201

3701 BALTIMORE COUNTY, MD TAX COLLECTOR, 400 WASHINGTON AVE RM 152, TOWSON, MD 21204-4606

3702 BANC OF AMERICA VENDOR FINANCE, 450 B STREET, STE. 1600, SAN DIEGO, CA 92101

3702 BANK ONE, KENTUCKY, NA, 416 WEST JEFFERSON STREET, PO BOX 32500, LOUISVILLE, KY 40232

3685 BANK ONE, TEXAS N.A., 200 N. TRAVIS STREET, SHERMAN, TX 75090

3702 BANKPLUS, 951 MEMORIAL BLVD., PICAYUNE, MS 39466

3701 BARBARA M HUGHES, TAX COLLECTOR, 1286 BLACK ROCK ROAD, RD 1, PHOENIXVILLE, PA

Exhibit 2 - DOVEBID II Sale Motion

Svc Lst Name and Address of Served Party

3685 BARCLAY CRESWIN PROPERTIES I, LLC, C/O WESSEX SERVICE COMPANY, P.O. BOX 44033, PHOENIX, AZ 85064

3685 BARCLAY CRESWIN PROPERTIES I, LLC, TREY EAKIN, C/O BARCLAY HOLDINGS, XV, LLC, 8145 NORTH 86TH PLACE, SCOTTSDALE, AZ 85258

3685 BARCLAY HOLDINGS II, LLC, C/O WESSEX, P.O. BOX 44033, PHOENIX, AZ 85064

3685 BARCLAY HOLDINGS II, LLC, C/O WESSEX, 2828 N. CENTRAL, PHOENIX, AZ 85004

3685 BARCLAY HOLDINGS IV, LLC, C/O WESSEX SERVICE COMPANY, P.O. BOX 44033, PHOENIX, AZ 85064

3685 BARCLAY HOLDINGS IV, LLC, LORRAINE MACGREGOR, 8145 NORTH 86TH PLACE, SCOTTSDALE, AZ 85258

3685 BARKAN & ROBON, RUSSELL R. MILLER, ESQ., 405 SPITZER BUILDING, TOLEDO, OH 43604

3701 BARRON COUNTY TREASURER, 330 E LA SALLE AVE RM 209, BARRON, WI 54812-1585

3685 BARRY SHIRLEY AND DANIEL ELWELL, P.O. BOX 67145, TOPEKA, KS 66667

3685 BARS & PROPERTIES UNLIMITED, INC., P.O. BOX 295, COLMESNEIL, TX 75938

3701 BART HARTMAN, COUNTY TAX COLLECTOR, 1600 PACIFIC HWY STE 162, SAN DIEGO, CA 92101-2477

3685 BASHAS', INC., DALE ANDERSON, 22402 S. BASHA ROAD, CHANDLER, AZ 85244

3685 BASHAS', INC., JOHN BASHA, JR., P. O. BOX 488, CHANDLER, AZ 85244

3685 BAUERSFELD'S MARKETPLACE, LLC, PAUL STONE, C/O WALPERT PROPERTIES, 11457 OLDE CABIN RD, STE 200, SAINT LOUIS, MO 63141

3701 BAXTER COUNTY TAX COLLECTOR, 8 E 7TH ST, MOUNTAIN HOME, AR 72653-4410

3685 BBD INVESTMENT, INC, YANKEE PROPERTIES, 4883 MARTINDALE, PRIOR LAKE, MN 55372

3685 BC ASSOCIATES, LIMITED PARTNERSHIP, C/O FLETCHER BRIGHT COMPANY, GENERAL PARTNER, 1300 FIRST TENNESSEE BLDG, CHATTANOOGA, TN 37402

3701 BC MINISTRY OF FINANCE, 3RD FLOOR 1802 DOUGLAS STREET, VICTORIA, BC V8T 4K6CANADA

3685 BDC ATWATER L.P., DARRYL BROWMAN, C/O BROWMAN DEVELOPMENT COMPANY, INC., 100 SWAN WAY, SUITE 206, OAKLAND, CA 94621

3685 BDC ATWATER L.P., MARIO ALBERT, C/O BROWMAN DEVELOPMENT COMPANY, INC., 100 SWAN WAY, SUITE 206, OAKLAND, CA 94621

3685 BEAUMONT SHELBY ASSOCIATES, JOHN LA GATTA BEAUMONT WAREHOUSE, C/O OLDS SECURITIES CORP., 150 EAST 57TH STREET, SUITE 16-E, NEW YORK, NY 10022

3701 BEAUREGARD PARISH SHERIFF'S DEPARTMENT, SALES/USE,, PO BOX 639, DERIDDER, LA 70634-0639

3685 BECKY A THOMAS, MARGARET M. DAVID,, DONALD F. REINHART, BECKY A. THOMAS, DONALD F AND RHONDA REINHART, SH 44 AT STATESTREET + 2ND ST, GUTHRIE CENTER, IA 50115

3685 BELL TOWNE CENTRE ASSOCIATES LLC, C/O NEXUS DEVELOPMENT CORPORATION, 16842 N.7TH STREET, SUITE 7, PHOENIX, AZ 85022

3685 BELLA DONNA TAN, INC, 4416 N. E. 61ST COURT, KANSAS CITY, MO

3685 BELLEVUE FESTIVAL LLC, P. O. BOX 545, HOLMEN, WI 54636

3701 BELMONT COUNTY TREASURER, 101 W MAIN ST, COURTHOUSE, ST CLAIRSVILLE, OH 43950-1264

3685 BELZ INVESTMENT COMPANY, P.O. BOX 3661, MEMPHIS, TN 38173-3661

3685 BEN TOBIN COMPANIES, LTD., 1101 HILLCREST DRIVE, HOLLYWOOD, FL 33021

3685 BENBROOKE WEDGWOOD PARTNERS, L.P., RICHARD LUBKIN, 30 GLENN STREET, THIRD FLOOR, WHITE PLAINS, NY 10603

3685 BENNO G ROTHSCHILD JR. ESQ., HARTMAN, SIMONS, SPIELMAN & WOOD, LLP, 6400 POWERS FERRY ROAD, NW, SUITE 400, ATLANTA, GA 30339

3685 BENT TREE SHOPPING CENTER, LTD., ROBERT W. KENNEDY, C/O SABRE REALTY MANAGEMENT, INC., 16475 DALLAS PARKWAY, SUITE 820, ADDISON, TX 75001

3685 BERENDO PROPERTY, 8222 MELROSE AVENUE, SUITE 202, LOS ANGELES, CA 90046

3685 BERGER-EPSTEIN ASSOCIATES, INC., 927 HAMILTON MALL, ALLENTOWN, PA 18101

3701 BERKS EARNED INCOME TAX BUREAU, 920 VAN REED RD, WYOMISSING, PA 19610-1710

3701 BERNAILLO CNTY TREASURER, ORLANDO VIGIL, TREAS, OR, PO BOX 269, ALBUQUERQUE, NM 87103-0269

Exhibit 2 - DOVEBID II Sale Motion

Svc Lst Name and Address of Served Party

3685 BERNARD WOLFE, TRUSTEE OF ELFOW INVESTMENT TRUST I & II, 181 2ND AVENUE, SUITE 459, SAN MATEO, CA 94401

3685 BGK, LLC, STACY SANTIN, C/O BUZZ OATES MANAGEMENT SERVICES, 8615 ELDER CREEK ROAD #200, SACRAMENTO, CA 95828

3702 BHF-BANK AKTIENGESELLSCHAFT, 590 MADISON AVENUE, NEW YORK, NY 10022

3685 BIC-MTS PARTNERS, C/O BOYLE INVESTMENT, 5900 POPLAR AVE., MEMPHIS, TN 38119

3685 BIEDENHARN,CUTLER & HARTSEL, PALESTINE SHOPPING CTR JOINT VENTURE, 1701 RIVER RUN, STE. 800, FORT WORTH, TX 76107

3685 BIG BEAR SUPERMARKET NO.3, C/O PHIL WARD, AGENT, 5075 FEDERAL BLVD., SAN DIEGO, CA 92108

3685 BILL & CATHY DAVIDSON, P.O. BOX 823, BAYSIDE, CA 95524

3685 BISHOP HEIGHTS SHOPPING CENTER, 608 N. 114TH STREET, OMAHA, NE 68154

3685 BLAIR ROAD REALTY COMPANY, MARK GREEN, 101 EISENHOWER PARKWAY, ROSELAND, NJ 07068

3685 BLANCHARD SHOPPING CENTER LIMITED PARTNERSHIP, DONALD WOOD, P.O. BOX 587, BLANCHARD, OK 73010

3685 BLM OF VICTORVILLE, A LIMITED PARTNERSHIP, 16400 PACIFIC COAST HIGHWAY, STE 207, HUNTINGTON BEACH, CA 92649

3685 BLOCKBUSTER, INC, ATTN: LEASE ADMINISTRATION DEPARTMENT, 3000 REDBUD BLVD., MCKINNEY, TX 75069

3685 BLOCKBUSTER, INC, ATTN: LEGAL DEPARTMENT, 1201 ELM STREET, DALLAS, TX 75270

3685 BLUE BELL ASSOCIATES, C/O ROSEN ASSOCIATES MANAGEMENT CORP., 33 SOUTH SERVICE RD., JERICHO, NY 11753-1006

3685 BLUE RIDGE PLAZA, L.L.C., C/O WALPERT PROPERTIES, 11457 OLDE CABIN RD., STE. 200, SAINT LOUIS, MO 63141

3685 BLUE RIDGE REAL ESTATE COMPANY, JOSEPH KELLY, C/O KOLLER KELLY LLC, 490 NORRISTOWN RD, STE 151, BLUE BELL, PA 19422

3685 BOARD OF ADMIN., AS TRUSTEE FOR THE POLICE AND FIR, ATTN: MR. RAY CORNELIUS, C/O COLLIERS INTERNATIONAL, 1610 ARDEN WAY, SUITE 242, SACRAMENTO, CA 95815

3685 BOATMAN NATIONAL BANK OF ST LOUIS, ATTN: CORPORATE TRUST DEPT., P.O. BOX 236, ST LOUIS, MO 63166

3685 BONIUK INTERESTS, LTD., 1111 HERMAN DR., #29 - E, HOUSTON, TX 77004-6932

3685 BORINQUEN PLAZA ASSOCIATES, LP, 2147 NORTH 6TH STREET, PHILDELPHIA, PA 19140

3685 BOYLE INVESTMENT COMPANY, JOEL A. FULMER, P. O. BOX 17800, MEMPHIS, TN 38187

3685 BOYLE INVESTMENT COMPANY, P. O. BOX 17800, MEMPHIS, TN 38187

3685 BOYLE INVESTMENT COMPANY, ROBERT J. LOFTON, SENIOR VP, 5900 POPLAR AVENUE, MEMPHIS, TN 38119

3685 BRADFORD PLAZA INVESTMENT GROUP, LLC, ADAM LUTZ, C/O WINDSWEPT DEVELOPEMENT LLC, 31000 NORTHWESTERN HIGHWAY, STE 200, FARMINGTON, MI 48334

3685 BRADFORD PLAZA INVESTMENT GROUP, LLC, ADAM LUTZ, C/O ROYALTON INVESTMENT GROUP, LLC, 31000 NORTHWESTERN HWY, STE 220, FARMINGTON HILLS, MI 48334

3685 BRADFORD PLAZA INVESTMENT GROUP, LLC, GLENN NUNEMAKER, C/O FAMECO MANAGEMENT SERVICES ASSOCIATES LP, 15 EAST RIDGE PIKE, STE 100, CONSHOHOCKEN, PA 19428

3685 BRADLEY OPERATING LIMITED PARTNERHSIP, DUNN, % BRADLEY REAL ESTATE, INC/PAUL DUNN, 40 SKOKIE BLVD, SUITE 600, NORTHBROOK, IL 60062

3685 BRADLEY OPERATING LIMITED PARTNERSHIP % BRADLEY RE, PAUL DUNN, 40 SKOKIE BOULEVARD, SUITE 600, NORTHBROOK, IL 60062

3685 BRADLEY OPERATING LIMITED PARTNERSHIP, E. PAUL DUNN, C/O BRADLEY REAL ESTATE, INC., 40 SKOKIE BOULEVARD, SUITE 600, NORTHBROOK, IL 60062-1626

3685 BRADLEY OPERATING LIMITED PARTNERSHIP, INGRID KASHINSKY, C/O BRADLEY REAL ESTATE, INC., 7071 COLLECTION CENTER DRIVE, CHICAGO, IL 60693

3685 BRADLEY OPERATING LIMITED PARTNERSHIP, INGRID KASHINSKY, C/O HERITAGE PROPERTY INVESTMENT TRUST, INC., 535 BOYLSTON STREET, BOSTON, MA 2116

3685 BRADLEY REAL ESTATE, INC., 10918 N. PORT WASHINGTON RD., MEQUON, WI 53092

3685 BRADLEY REAL ESTATE, INC., 2100 NORTH SNELLING AVENUE, SAINT PAUL, MN 55113

Exhibit 2 - DOVEBID II Sale Motion

Svc Lst Name and Address of Served Party

3685 BRADLEY REAL ESTATE, INC., 2100 NORTH SNELLING AVENUE, ROSEVILLE, MN 55113

3685 BRADLEY REAL ESTATE, INC., 40 SKOKIE BOULEVARD, SUITE 600, NORTHBROOK, IL 60062

3685 BRADLEY REAL ESTATE, INC., KRIS SCHISEL, HAR MAR SHOPPING CENTER MANAGEMENT OFFICE, 2100 NORTH SNELLING AVENUE, ROSEVILLE, MN 55113

3685 BRADLEY REAL ESTATE, INC., RICHARD L HUER, 2100 N SNELLING AVE, ROSEVILLE, MN 55113

3685 BRENTWOOD CROSSING ASSOCIATES III, ATTN: E. STANLEY KROENKE, 1001 CHERRY ST., STE. 308, COLUMBIA, MO 65201

3685 BRICE LEECH CO., INC. (REA WAS UNABLE TO LOCATE TH, 100 N. LIBERTY ST., GLASGOW, KY 42141

3685 BRIGANTINE TOWN CENTER, INC., 444 PARK AVE. SOUTH, STE. 302, NEW YORK, NY 10016

3685 BRIGHT-MEYERS MILLEDGEVILLE ASSOCIATES LP, KAREN MCCOMMON, C/O FLETCHER BRIGHT COMPANY, 537 MARKET STREET, SUITE 400, CHATTANOOGA, TN 37402

3685 BROADLAND PROPERTIES, INC., DONALD R. BROADLAND, 3535 EAST 66TH ST., TULSA, OK 74136

3685 BROADWAY CROSSINGS II, LLC, C/O TKG MANAGEMENT, INC., 1001 CHERRY STREET, SUITE 308, COLUMBIA, MO 65201

3685 BROER CO., P.O. BOX 2005, GRANTS PASS, OR 97528

3701 BROOK PARK CITY INCOME TAX, 6161 ENGLE RD, BROOK PARK, OH 44142-2105

3685 BROOKLYN CENTER LP, C/O EQUIVEST MANAGEMENT CO., INC., 215 SOUTH BROAD STREET, SUITE 600, PHILADELPHIA, PA 19107

3685 BROOKSIDE OMAHA LIMITED PARTNERSHIP, C/O ROSEN ASSOCIATES MANAGEMENT CORP., 33 SOUTH SERVICE RD., JERICHO, NY 11753

3701 BROWARD CNTY REVENUE COLLECTOR, 815 NE 13TH ST DEPT A, FORT LAUDERDALE, FL 33304-2007

3701 BROWARD COUNTY REVENUE COLLECTOR, 115 S ANDREWS AVE, FORT LAUDERDALE, FL 33301-1818

3685 BROWN & WHITE, LLC, C/O GREAT-WEST MANAGEMENT CORP., 6619 S. WESTERN, OKLAHOMA CITY, OK 73139

3701 BROWN COUNTY TREASURER, PO BOX 23600, GREEN BAY, WI 54305-3600

3701 BROWN COUNTY TREASURER, 305 E WALNUT ST, GREEN BAY, WI 54301-5027

3701 BROWN COUNTY TREASURER, 601 OREGON ST, HIAWATHA, KS 66434-2241

3685 BRUCE A. BODNER CO., INC., ONE NORTH MERIDIAN, SUITE 300, INDIANAPOLIS, IN 46204

3685 BRUNO BENNA,

3685 BRUNO'S INC., DBA ALABAMA BRUNO'S, P. O. BOX 2486, BIRMINGHAM, AL 35201

3685 BRUNO'S INC., WALTER GRANT, ESQ., 800 LAKESHORE PARKWAY, BIRMINGHAM, AL 35211

3685 BUCK SAM CHU & TZE-SHAR TOM CHU, C/O CHU & ASSOCIATES, 2913 E. SPEEDWAY, TUCSON, AZ 85716

3685 BUDGET RENT A CAR SYSTEMS, INC., DAVID FIORE, PROPERTIES & FACILITIES DEPT., 4225 NAPERVILLE ROAD, LISLE, IL 60532-3662

3685 BUDWEY SUPER MARKETS, INC., 535 DIVISION STREET, NORTH TONAWANDA, NY 14120

3685 BUFFALO-BEND MANAGEMENT ASSOCIATES, INC., ALAN GOLDSTEIN, 570 DELAWARE AVENUE, P. O. NOX 660, BUFFALO, NY 14202

3685 BURGESS PIC PAC, INC., LINDA BURGESS, RICHARD A. BURGESS, 306 NORTHWESTERN AVE., BECKLEY, WV 25801

3685 BURLINGTON NORTHERN RR CO., 3RD & WILLOW, CONCORDIA, KS 66901

3701 BUTTE COUNTY TAX COLLECTOR, 25 COUNTY CENTER DR, OROVILLE, CA 95965-3316

3685 C & S INCORPORATED, STEVE PIGOTT, ATTN: STEVE PIGOTT, PRESIDENT, PO BOX 229, TYLERTOWN, MS 39667

3685 C & W PROPERTIES, BERT WATTS, 710 NORTH HAMILTON STREET, P. O. BOX 682, DALTON, GA 30720

3685 C&S JOINT VENTURE, JIM CARR, C&S JOINT VENTURE, 695 KINGSGATE ROAD, YUKON, OK 73099

3685 C. RICHARD KRAMLICH, C/O NEW ENTERPRISE ASSOCIATES, 235 MONTGOMERY #235, SAN FRANCISCO, CA 94104

3685 C.W. MANAGEMENT COMPANY, INC., 400 E. DARROW, TALLULAH, LA 71282

3685 C/O CAPMARK SERVICES, LP, 245 PEACHTREE CENTER AVENUE, N.E., SUITE 1800, ATLANTA, GA 30303

3701 CADDOSHREVEPORT SALES TAX COMMISS, PO BOX 104, SHREVEPORT, LA 71161-0104