

Date of Notice: JUNE 10, 2003  
OBJECTION DEADLINE: JUNE 20, 2003

<b>In re:</b>	<b>Case No. 03-10945 (MFW)</b>
<b>FLEMING COMPANIES, INC., et al.,<sup>1</sup></b>	<b>Chapter 11</b>
<b>Debtors.</b>	<b>Jointly Administered</b>

**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:

<b>General description of De Minimis Assets to be sold or abandoned:</b>	Sale of certain prescription pharmaceutical merchandise and inventory and prescription files from two Rainbow Pharmacy stores located at 5210 Fairbanks, El Paso, Texas 79924 and at 2200 East Lohman, Las Cruces, New Mexico 88001.
<b>Purchaser:</b>	Walgreen Co.
<b>Purchase Price:</b>	Approximately \$400,000.
<b>Any Commissions to be Paid to Third Parties Involved in the Sale or Auction of the De Minimis Assets:</b>	None.
<b>Other Significant Terms of the Sale, if any:</b>	<p>Purchaser will pay \$15,000 for the prescription files at the El Paso location and \$75,000 for the prescription files at the Las Cruces location.</p> <p>Purchaser will pay a sum equal to the net acquisition cost of the pharmacy merchandise, as determined by an inventory to be taken prior to the closing. As of April 19, 2003, the estimated inventory at the El Paso location was \$102,000 and the estimated inventory at the Las Cruces location was \$208,000.</p>

	Pursuant to the terms of the Purchase Agreement, Purchaser has agreed to maintain the prescription files it is purchasing in compliance with all applicable laws and regulations, thereby relieving Debtors of their obligations thereunder.
<b>Any Material Connection or Affiliation Between the Purchaser and the Debtors:</b>	Walgreens Health Initiatives provides pharmacy benefit management services to Debtors' customers.

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 20, 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 **June 10, 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 **June 10, 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  
June 10, 2003

KIRKLAND & ELLIS

/s/ J. Garrett Van Osdell

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-and-

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Wilmington, Delaware 19899-8705 (Courier No. 19801)

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**

Deutsche Bank Trust Company Americas Attn: General Counsel 31 West 52nd Street New York, NY 10019	
Chase Manhattan Bank Attn: General Counsel 200 Jericho Quadrangle Jericho, NY 11753	
Dearborn Wholesale Grocers Attn: General Counsel 2801 S. Western Avenue Chicago, IL 60608	
BankAmerica Business Credit Attn: General Counsel 400 East Pratt Street, Suite 834 Baltimore, MD 21202	
Bank of Santa Fe Attn: General Counsel 241 Washington Ave Santa Fe, NM 87501-1926	
Horizon Savings Association Attn: General Counsel P.O. Box 9600 Austin, TX 78766	
General Electric Capital Corporation Attn: General Counsel 777 Long Ridge Road, Bldg. B, 1 <sup>st</sup> Floor Stamford, CT 06927	
Bank of Texas, N.A. Attn: General Counsel P.O. Box 831730 Richardson, TX 76083	
Compass Bank Attn: General Counsel P.O. Box 650561 Dallas, TX 75265-0561	

Banco Popular, North America Attn: General Counsel 9600 Long Point Rd, Suite 22 Houston TX , 77055	
Chase Manhattan Bank Attn: General Counsel PO Box 2558 Houston, TX 77252	

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

Albertson's, Inc. Attn: Cameron Baldwin 250 Parkcenter Boulevard P.O. Box 20 Boise, Idaho, 83726	
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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	P. Aronzon fax: (213) 629-5063 D. Dunne fax: (212) 822-5770
Pepper Hamilton LLP Attn: I. William Cohen, Esq. 100 Renaissance Center, Suite 3600 Detroit, Michigan 48243	Fax: (313) 259-7926

**COUNSEL FOR THE DEBTOR IN POSSESSION LENDERS**

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

**CO-COUNSEL TO THE DEBTORS**

<p>Kirkland &amp; Ellis 200 East Randolph Drive Chicago, Illinois 60601 Attn: Geoffrey A. Richards, Esq. J. Garrett Van Osdell, Esq.</p>	<p><b>G. Van Osdell fax: (415) 439-1362</b></p>
<p>Pachulski, Stang, Ziehl, Young &amp; 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.</p>	<p><b>C. Lhulier fax: (302) 652-4400</b></p>

**ABANDONMENT NOTICE PARTIES**

Not applicable.