

UNITED STATES BANKRUPTCY COURT
District of Delaware

In re: **Retail Supermarkets, Inc.**
Debtor.

Chapter 11
Case Number: 03-10970 (MFW)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101.



1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed).

3. Payments to Creditors

None

a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within **90 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Please refer to Attachment 3b on Fleming Companies, Inc. for a complete list of payments to insiders within the one year immediately preceding the commencement of this case.

None

4. Suits, executions, garnishments, and attachments

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. Describe all property that has been attached, garnished, or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures, and returns

None

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, or consultation concerning debt consolidation, relief under the bankruptcy laws, preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

Please refer to Attachment 9 on Fleming Companies, Inc. for a complete list of payments to debt counseling or bankruptcy professionals within the one year immediately preceding the commencement of this case.

10. Other transfers

None

List all other property, other than property transferred in the ordinary course of the business or financial affairs of the Debtor transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None

List all setoffs made by any creditor, including a bank, against debts or deposits of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None

List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None

If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

None



16. Spouses and Former Spouses

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington or Wisconsin) within the **six-year period** immediately preceding the commencement of this case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

Not Applicable

17. Environmental Information

For the purposes of this questions, the following definitions apply:

"Environmental Law" means any federal, state, of local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None



c. List all judicial or administrative proceedings, including settlements or order, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location, and names of business

None



a. If the Debtor is an individual, list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional the **six-years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting of equity securities within the **six-years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the **six-years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses and taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a parent or 5 percent or more of the voting securities, within the **six-years** immediately preceding the commencement of this case.

SEE ATTACHMENT 18a

None



b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

Not Applicable

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six-years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sold proprietor or otherwise self-employed.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

SEE ATTACHMENT 19a

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

**Deloitte & Touche LLP
Chase Tower
2200 Ross Ave.
Suite 1600
Dallas, Texas 75201**

YTD, 2002, 2001

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

**Jerry Rebel
Fleming Companies, Inc.**

None d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

No stand-alone financial statements are prepared for the Debtor. The only financial statements prepared are for Consolidated Fleming Companies, Inc., which fall under the Securities Exchange Act of 1934. Pursuant to the requirements of the Securities Exchange Act of 1934, at the end of each of its fiscal quarters and years and upon the occurrence of significant events, the Debtor prepares and files with the Securities Exchange Commission ("the SEC") Form 8-K Special Reports, Form 10-K Quarterly Reports and Form 10-K Annual Reports (collectively, the "SEC Filings"). The SEC Filings contain consolidated financial information relating to the Debtor and its parent companies. Because the SEC Filings are of public record, the Debtor does not maintain records of the parties who requested or obtained copies of any of the SEC Filings from the SEC or the Debtor.

20. Inventories

None a. List the dates of the last two inventories taken of the debtor's property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

Not Applicable

None

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent of more of the voting or equity securities of the corporation.

SEE ATTACHMENT 21b

22. Former partners, officers, directors, and shareholders.

None

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

Not Applicable

None

b. If the debtor is a corporation, list all officers, or directors whose relationships with the corporation terminated within **one year** immediately preceding the commencement of this case.

SEE ATTACHMENT 22b

23. Withdrawals from a partnership or distributions by a corporation

None

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

Please refer to Attachment 3b on Fleming Companies, Inc. for a complete list of payments to insiders within the one year immediately preceding the commencement of this case.

24. Tax Consolidation Group

None

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-year period** immediately preceding the commencement of this case.

<u>Dec. 2002</u>	<u>June 2002</u>	<u>Dec. 2001</u>	<u>Dec. 2000</u>	<u>Dec. 1999</u>	<u>Dec. 1998</u>	<u>Dec. 1997</u>
Fleming Companies, Inc. 48-0222760		Fleming Companies, Inc. 48-0222760	Fleming Companies, Inc. 48-0222760	Fleming Companies, Inc. 48-0222760	Fleming Companies, Inc. 48-0222760	Fleming Companies, Inc. 48-0222760

25. Pension Funds

None

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six-year period** immediately preceding the commencement of this case.

NOTES PERTAINING TO ALL DEBTORS¹

The Schedules of Assets and Liabilities (the “Schedules”) and the Statements of Financial Affairs (the “Statements” and, collectively with the Schedules, the “Schedules and Statements”) of Fleming Companies, Inc. (“Fleming”) and its affiliated debtors in these jointly administered Chapter 11 cases (collectively, the “Debtors”) have been prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by management of the Debtors with the assistance of their court-appointed advisors and are unaudited. While management has made every reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may exist. Moreover, because the Schedules and Statements contain unaudited information which is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are complete. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these Chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers.

Agreements Subject to Confidentiality. In a number of instances within the Schedules and Statements, either names or amounts have been left blank. Due to the nature of an agreement between the Debtor and the third party, concerns of confidentiality or concerns for the privacy of an individual, the Debtor has deemed it appropriate and necessary to avoid listing such names and amounts.

Amendment. While every effort has been made to file complete and accurate Schedules and Statements, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and/or supplement their Schedules and Statements as is necessary and appropriate.

Basis of Presentation. For financial reporting purposes, Fleming prepares consolidated financial statements that are filed with the Securities and Exchange Commission (the “SEC”) and that are audited annually. Unlike the consolidated financial statements, these Schedules and Statements, except as indicated herein, reflect the assets and liabilities of each Debtor. In addition, not all of the direct and indirect subsidiaries of Fleming have filed for protection under Chapter 11. Accordingly, combining the assets and claims set forth in the Schedules and Statements of the

¹ These notes (the “Global Notes”) are in addition to the specific notes contained in the Debtors’ Schedules and Statements. The fact that the Debtors have prepared a Global Note with respect to a particular Schedule (or Statement) and not to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any or all of the Debtors’ remaining Schedules (or Statements), as appropriate.

Debtors would result in amounts that would be substantially different from financial information regarding Fleming and its subsidiaries that would be prepared on a consolidated basis under Generally Accepted Accounting Principles (“GAAP”). Therefore, these Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP nor are they intended to fully reconcile to the financial statements filed by Fleming with the SEC.

Causes of Action. The Debtors, despite efforts, may not have set forth all of their causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

Claims Description. Any failure to designate a claim on the Debtors’ Schedules and Statements as “disputed,” “contingent” or “unliquidated” does not constitute an admission by the Debtors that such amount is not “disputed,” “contingent” or “unliquidated.” The Debtors reserve the right to dispute any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability or classification, or to otherwise subsequently designate such claims as “disputed,” “contingent” or “unliquidated.”

Court Orders. By separate orders on or shortly after April 1, 2003, the date on which the Debtors commenced their respective Chapter 11 cases (the “Petition Date”), the Debtors were authorized to pay, among other things, certain prepetition claims of customers, employees, critical vendors, critical service providers, processors, warehousemen and shippers (the “First-Day Orders”). Consequently, certain prepetition fixed, liquidated and undisputed unsecured claims have been paid as of the date of the filing of these Schedules and Statements. Schedule F generally does not include prepetition liabilities that have been paid pursuant to these First-Day Orders.

Current Market Value of Assets. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, net book values are reflected on the Debtors’ Schedules and Statements for assets. For this reason, amounts ultimately realized may vary from net book value and such variance may be material.

Dates. The information provided herein, except as otherwise noted, represents the asset data of the Debtor as of March 22, 2003 and liability data of the Debtor as of March 31, 2003.

Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Statements and Schedules such as goodwill, pension assets, deferred compensation, accrued salaries, employee benefit accruals, post-retirement benefits, and deferred gains. Other immaterial assets and liabilities may also have been excluded.

Foreign Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

Insiders. The Debtors have included all payments made over the twelve months preceding the Petition Date to any individual deemed an “insider.” Insiders under the Bankruptcy Code are

defined to include individuals who served as either Officers or Directors of a Debtor in the twelve months immediately preceding the commencement of this case.

Intercompany Transactions. Prior to the Petition Date, the Debtors routinely engaged in intercompany transactions resulting in intercompany accounts payable and receivable. Since the Petition Date, the Debtors have been conducting a review of pre-petition intercompany accounts. As of the date hereof, however, this review has not been finalized. Accordingly, intercompany account balances are not listed in the Schedules.

Retirement Benefits. The Debtors maintain a standard policy for all employees either retiring or leaving the Debtors' employment after the proscribed earliest retirement age and proscribed years of service. Costs associated with the provision of these services have not been included in the Schedules and Statements. In addition, certain former officers receive retirement benefits pursuant to the pension plans of the Debtors. To the extent these retirement benefits are received from the trust of a tax-qualified pension plan, they are not included in the Schedules and Statements. To the extent the retirement benefits were paid pursuant to a nontax-qualified, supplemental executive retirement plan or agreement, they are included in the Schedules and Statements. Such nonqualified retirement payment obligations to former officers who were not Insiders (as defined above) are reflected in Schedule G. Such nonqualified retirement payments made to former officers who were Insiders are reflected in SOFA, Section 3(b). These payments were made pursuant to employment agreements negotiated to attract and retain these executives.

Such agreements for executive officers, including the obligation to make these retirement payments, were previously disclosed numerous times in the Debtors' SEC filings.

Schedule D – Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve their right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D. Certain of Debtors' agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. No attempt has been made to identify such agreements for purposes of Schedule D.

Schedule F – Creditors Holding Unsecured Nonpriority Claims. Schedule F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts are, however, reflected on the Debtors’ books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date. The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While best efforts have been made, determination of each date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F.

Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. However, to the extent that litigation involving a particular Debtor has been identified, such information is contained in the Schedule for that Debtor.

Schedule G – Executory Contracts. The businesses of the Debtors are complex. While every reasonable effort has been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or overinclusion may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract or other agreement set forth in Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed therein.

In some cases the same supplier or provider appears multiple times in Schedule G. This multiple listing is to reflect distinct agreements between the applicable Debtor and such supplier or provider.

Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including, without limitation, any intercompany agreement) related to a creditor’s claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Finally, certain of the executory agreements may not have been memorialized and could be subject to dispute.

Schedule H – Co-Debtors. In the ordinary course of their business, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their business. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because of the volume of such claims, because all are contingent, disputed or unliquidated, and because such claims are listed elsewhere in the Schedules and Statements, such claims have not been set forth individually on Schedule H.

Statements – Question 7 Gifts. While every reasonable effort has been made to ensure that the gifts listed in response to Question 7 include all gifts made, given the magnitude of the Debtors’ operations, certain gifts may have inadvertently been omitted from the Schedules and Statements.

Statements – Question 8 Losses. The losses listed exclude those incurred in the ordinary course of business where the amount is de minimis.

Statements – Question 17 Environmental Information. The Debtors have been in existence for many years, and have operated in many locations. At some such locations, the Debtors no longer have any operations, and may no longer have relevant records or the records may no longer be complete or reasonably accessible and reviewable. Some individuals who once possessed responsive information are no longer employed by the Debtors. For all these reasons it may not be reasonably possible to identify and supply the requested information for every “site” and “proceeding” literally responsive to Question 17. Nonetheless, the Debtors have devoted substantial internal and external resources to identifying and providing the requested information for as many responsive sites and proceedings as reasonably possible. The Debtors placed first priority on identifying all active or open matters. The Debtors may supplement or amend this response in the future.

Due to the number of potentially responsive matters, the practical burdens in compiling information on inactive matters, and the presumably lower relevance of information on inactive matters, the Debtors in general have attempted to compile information on inactive matters only for such matters initiated within the last five years.

Where some requested categories of information were not reasonably available for a listed “site” or “proceeding,” the Debtors’ response gives as much information as was available.

Where a site is the subject of a proceeding, settlement or order listed in the response to Question 17(c), the site and notices related to it are not also listed in the responses to Questions 17(a) or 17(b). Similarly, sites that are listed in the response to Question 17(a) (sites for which the Debtors have received notice from a governmental unit) are not repeated in the response to Question 17(b) (sites at which the Debtors have provided notice to a governmental unit).

Where a site identified in Tables 17(a) and/or 17(b) has received multiple notices, or notices that preceded and were related to proceedings listed in the response to Question 17(c), all such notices may not be listed.

This response does not include sites or proceedings related to nonenvironmental laws such as occupational safety and health laws, or transportation laws.

The response to Question 17(b) (concerning notices by the Debtors of releases) does not list routine reports and submissions concerning discharges resulting from normal operations where such reports and submissions were made in compliance with regulatory requirements, such as discharge monitoring reports, toxic release inventory submissions, and submissions concerning air emissions.

For purposes of Question 17, the Debtors did not consider governmental units outside of the United States to be “governmental units” contemplated by this question.

Totals. All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the tables.

Fleming Companies, Inc. Owned Entities

Ch. 11	Case #	Entity Names	Incorporated	FEIN	Ownership %
Yes	03-10945	Fleming Companies, Inc. ("FCI")	OKLAHOMA	48-0222760	100%
Yes	03-10947	ABCO Markets Inc. ("ABCOMI")	ARIZONA	86-0491500	100%
Yes	03-10948	ABCO Realty Corp. ("ABCORC")	ARIZONA	86-0491499	100%
No		Chouteau Development Company, LLC ("CDCLLC")	OKLAHOMA	73-1549559	51%
Yes	03-10944	Core-Mark International, Inc. ("CMII")	DELAWARE	91-1295550	100%
Yes	03-10949	ASI Office Automation, Inc. ("ASIOAI")	CALIFORNIA	95-3256944	100%
Yes	03-10952	C/M Products, Inc. ("CMPI")	CALIFORNIA	94-3104739	100%
Yes	03-10951	Core-Mark Interrelated Companies, Inc. ("CMICI")	CALIFORNIA	94-2317385	100%
Yes	03-10961	General Acceptance Corporation ("GAC")	CALIFORNIA	95-3895935	100%
Yes	03-10950	Core-Mark Mid-Continent, Inc. ("CMMCI")	ARKANSAS	74-2254997	100%
No		E.A. Morris Distributors Limited ("EAMDL")	CANADA	91-1243227	100%
Yes	03-10963	Head Distributing Company ("HDC")	GEORGIA	58-1095258	100%
Yes	03-10962	Marquise Ventures Company, Inc. ("MVCI")	CALIFORNIA	95-3983880	100%
Yes	03-10964	Minter-Weisman Co. ("MWC")	MINNESOTA	41-0809931	100%
Yes	03-10953	Favar Concepts, Ltd. ("FCL")	DELAWARE	73-1570430	100%
Yes	03-10954	Fleming Foods Management Co., L.L.C. ("FFMCLLC")	OKLAHOMA	73-1577381	100%
Yes	03-10955	Fleming Foods of Texas, L.P. ("FFTLPL")	OKLAHOMA	73-1577380	FCI 1%, FFMCLLC 99%
No		Fleming Foreign Sales Corp. ("FFSC")	BARBADOS	98-0129721	100%
Yes	03-10956	Fleming International Ltd. ("FIL")	OKLAHOMA	73-1414701	100%
Yes	03-10958	Fleming Supermarkets of Florida, Inc. ("FSFI")	FLORIDA	65-0418543	100%
Yes	03-10957	Fleming Transportation Service, Inc. ("FTSI")	OKLAHOMA	73-1126039	100%
Yes	03-10960	FuelServ, Inc. ("FI")	DELAWARE	75-2894483	100%
Yes	03-10973	Dunigan Fuels, Inc. ("DFI")	TEXAS	75-2402058	100%
Yes	03-10965	Piggly Wiggly Company ("PWC")	OKLAHOMA	73-1477999	100%
Yes	03-10966	Progressive Realty, Inc. ("PRI")	OKLAHOMA	73-1485750	100%
Yes	03-10968	Retail Investments, Inc. ("RII")	NEVADA	86-0900985	100%
Yes	03-10946	ABCO Food Group, Inc. ("ABCOFGI")	NEVADA	88-044077	100%
Yes	03-10967	Rainbow Food Group, Inc. ("RFGI")	NEVADA	88-0440079	100%
Yes	03-10971	RFS Marketing Services, Inc. ("RFSMSI")	OKLAHOMA	73-1489627	100%
Yes	03-10972	Richmar Foods, Inc. ("RFI")	CALIFORNIA	68-0095094	100%
Yes	03-10970	Retail Supermarkets, Inc. ("RSI")	TEXAS	74-0658440	100%
Yes	03-10959	Food 4 Less Beverage Company, Inc. ("FFLBCI")	TEXAS	75-3021031	100%

Footnote

This Exhibit displays the ownership hierarchy for all filing entities including Retail Supermarkets, Inc.

19a. Accountants Bookkeepers Supervising Books Records and Financial Statements

<u>Supervisor</u>	<u>Title</u>	<u>Address</u>
Jerry Rebel	Corporate Controller	Available Upon Request
Mark Shapiro	CFO	Available Upon Request
Mike Freeman	Corporate Controller	Available Upon Request
Neal Rider	CFO	Available Upon Request

21b. Current Partners, Officers, Directors and Shareholders

<u>Name</u>	<u>Title</u>	<u>Address</u>
DIRECTOR		
Carlos M. Hernandez	Director	Available Upon Request
Kenneth W. Fuhrmann	Director	Available Upon Request
Scott M. Northcutt	Director	Available Upon Request
OFFICER		
Carlos M. Hernandez	Vice President and Secretary	Available Upon Request
Charles L. Hall	Vice President	Available Upon Request
Kenneth W. Fuhrmann	Vice President and Treasurer	Available Upon Request
Kirsten E. Richesson	Assistant Secretary	Available Upon Request
Nathan Sheldon	Assistant Treasurer	Available Upon Request
Scott M. Northcutt	President	Available Upon Request

Notes

Addresses are on file at Fleming Companies, Inc.
1945 Lakepointe Dr.
Lewisville, TX 75057

Officers:

1. Jerry Rebel was appointed Assistant Treasurer (Effective 6/24/03)

General Notes

Officers and Directors are listed as of the petition date.

Please refer to Attachment 18a for shareholder information.

22b. Former Partners, Officers, Directors and Shareholders

<u>Name</u>	<u>Title</u>
DIRECTOR	
J.R. Campbell	Director
Keith D. Durham	Director
Matthew H. Hildreth	Director
Neal J. Rider	Director
OFFICER	
J.R. Campbell	President
Jerry P. Rebel	Vice President
Keith D. Durham	President
Matthew H. Hildreth	President
Neal J. Rider	Vice President and Treasurer

Notes

Addresses are on file at Fleming Companies, Inc.
1945 Lakepointe Dr.
Lewisville, TX 75057

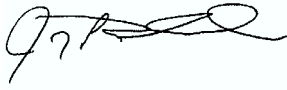
Retail Supermarkets, Inc.

Case Number: 03-10970 (MFW)

DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

I, the Assistant Treasurer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the answers contained in the foregoing Statement of Financial Affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date: 06/28/2003

Signature:  _____

Jerry Rebel, Assistant Treasurer

Name and Title

Penalty for making a false statement: Fine of up to \$500,000, or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.