

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**  
**Case Number: 03-10971 (MFW)**

**\*SUBJECT TO GENERAL AND SPECIFIC NOTES TO THESE SCHEDULES\***

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

**AMOUNTS SCHEDULED**

NAME OF SCHEDULE	ATTACHED YES / NO	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - REAL PROPERTY	YES	1	\$0		
B - PERSONAL PROPERTY	YES	6	\$54,229		
C - PROPERTY CLAIMED AS EXEMPT	NO	0			
D - CREDITORS HOLDING SECURED CLAIMS	YES	2			\$604,127,138
E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS	YES	8			Undetermined
F - CREDITORS HOLDING UNSECURED NON- PRIORITY CLAIMS	YES	2			\$1,407,715,710
G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES	YES	1			
H - CODEBTORS	YES	3			
I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
Total number of sheets of all Schedules		23			
Total Assets >			\$54,229		
Total Liabilities >				\$2,011,842,849	

## **NOTES PERTAINING TO ALL DEBTORS<sup>1</sup>**

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

---

<sup>1</sup> 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 data 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.

UNITED STATES BANKRUPTCY COURT  
District of Delaware

RFS Marketing Services, Inc.  
Case No. 03-10971 (MFW)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

☐ Check this box if debtor has no real property to report on this Schedule A.

LOCATION	NATURE OF DEBTOR'S INTEREST IN PROPERTY	LAND	BUILDING (NBV)	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM	NOTE

Footnotes

See list of real property on the schedules of Fleming Companies, Inc. for a complete list of the debtor's real property.



# UNITED STATES BANKRUPTCY COURT

## District of Delaware

**RFS Marketing Services, Inc.**

**03-10971 (MFW)**

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X		
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Exhibit B-3 following Schedule B	\$31,264
4. Household goods and furnishings, including audio, video, and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamps, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

# UNITED STATES BANKRUPTCY COURT

## District of Delaware

**RFS Marketing Services, Inc.**

**03-10971 (MFW)**

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X		
12. Stock and interests in incorporated and unincorporated businesses. Itemize.		See Exhibit B-12 following Schedule B	Undetermined
13. Interests in partnerships or joint ventures. Itemize.	X		
14. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
15. Accounts receivable.		See Exhibit B-15 following Schedule B	\$22,965
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X		
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X		
19. Contingent and non contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		

# UNITED STATES BANKRUPTCY COURT

## District of Delaware

**RFS Marketing Services, Inc.**

**03-10971 (MFW)**

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
21. Patents, copyrights, and other intellectual property. Give particulars.	X		
22. Licenses, franchises, and other general intangibles. Give particulars.	X		
23. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
24. Boats, motors, and accessories.	X		
25. Aircraft and accessories.	X		
26. Office equipment, furnishings, and supplies.	X		
27. Machinery, fixtures, equipments, and supplies used in business.	X		
28. Inventory	X		
29. Animals	X		
30. Crops - growing or harvested. Give particulars.	X		
31. Farming equipment and implements.	X		
32. Farm supplies, chemicals, and feed.	X		
33. Other personal property of any kind not already listed.	X		

**Total Claim**

**\$54,229**

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

**Exhibit B-3**

**Security deposits with public utilities, telephone companies,  
landlords, and others**

<u><b>Vendor Name</b></u>	<u><b>Description</b></u>	<u><b>Net Book Value</b></u>
Miscellaneous Deposits	Deposits	\$31,264
		<hr/>
		<b>\$31,264</b>

**Footnotes**

The Debtor reserves the right to dispute the designation of the above as security deposits.

## Exhibit B-12

## Fleming Companies, Inc. Owned Entities

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

**Footnote**

This Exhibit displays the ownership hierarchy for all filing entities including RFS Marketing Services, Inc.

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

**Exhibit B-15**

**Accounts Receivable**

---

**Location**

LAS Foods

**Net Book Value**

\$22,965

---

**\$22,965**

# UNITED STATES BANKRUPTCY COURT

## District of Delaware

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.) Report the total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C U D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Deutsche Bank Trust Co. Americas (Administrative Agent) 31 West 52nd St., 7th Floor New York, NY 10019	X	Secured Debt Interest Rate: 4.6250% Maturity Date: 6/18/07	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$219,352,188	\$0
Deutsche Bank Trust Co. Americas (Administrative Agent) 31 West 52nd St., 7th Floor New York, NY 10019	X	Term Loan Interest Rate: 4.5625% Maturity Date: 6/18/08	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$238,781,071	\$0
Deutsche Bank Trust Co. Americas (Administrative Agent) 31 West 52nd St., 7th Floor New York, NY 10019	X	Letters of Credit	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$145,993,879	\$0
See Exhibit D-1 immediately following Schedule D		UCC Liens	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined	Undetermined
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		

**Total                      \$604,127,138                      \$0**

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

**Exhibit D-1**

**UCC Liens**

							Claim	Unsecured
<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Amount</u>	<u>Portion, if any</u>
The Chase Manhattan Bank, as Collateral Agent	200 Jericho Quadrangle	Jericho, NY 11753	UCC #20008165759	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Undetermined	Undetermined
							Undetermined	Undetermined

**Footnotes**

The UCC lien search was performed between April 29, 2003 and May 16, 2003.



**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

---

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, or wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)**

☐ Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. Section 507(a)(2).

☐ Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650\* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(3).

☐ Contribution to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(4).

☐ Certain farmers and fisherman

Claims of certain farmers and fisherman, up to \$4,650\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. Section 507(a)(5).

☐ Deposits by individuals

Claims of individuals up to \$1,950\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. Section 507(a)(6).

☐ Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. Section 507(a)(7).

☒ Taxes and Certain Other Debts Owed to Government Units

Taxes, customs duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. Section 507(a)(8).

☐ Commitments to Maintain the capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. Section 507(a)(9).

UNITED STATES BANKRUPTCY COURT  
District of Delaware

RFS Marketing Services, Inc.  
Case Number: 03-10971 (MFW)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
See Exhibit E-1 immediately following Schedule E		Income and Franchise Tax Liabilities	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined	Undetermined
See Exhibit E-2 immediately following Exhibit E-1		Other Tax Liabilities	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined	Undetermined
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**  
**Case Number: 03-10971 (MFW)**

**Exhibit E-1**  
**Income and Franchise Tax Liabilities**

<u><b>Taxing Authority</b></u>	<u><b>Address</b></u>	<u><b>City, State &amp; Zip</b></u>	<u><b>C</b></u>	<u><b>U</b></u>	<u><b>D</b></u>	<u><b>Claim Amount</b></u>
Alabama Department of Revenue	Business Privilege and Corporate-Shares Tax PO Box 327431	Montgomery, AL 36132-7431	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Alabama Department of Revenue	Corporation Tax Section PO Box 327435	Montgomery, AL 36132-7435	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
AR Dept. of Finance & Admin.	Corporate Income Tax Section PO Box 919	Little Rock, AR 72203-0919	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Arizona Department of Revenue	PO Box 29079	Phoenix, AZ 85038-9079	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Colorado Department of Revenue	1375 Sherman St.	Denver, CO 80261-0005.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Comptroller of Maryland	Revenue Administration Division	Annapolis, MD 21411-0001	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Comptroller of Public Accounts	111 E 17th Street	Austin, TX 78774-0100	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Corporation Tax Return Processing	Iowa Dept of Revenue & Finance PO Box 10468	Des Moines, IA 50306-0468	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
D.C. Office of Tax and Revenue	941 North Capitol Street, 6th Floor	N.E. Washington, DC 20002	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Delaware Division of Revenue	PO Box 8751	Wilmington, DE 19899-8751	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Division of Taxation - Corp Tax	Revenue Processing Center PO Box 666	Trenton, NJ 08646-0666	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Florida Department of Revenue	5050 W. Tennessee Street	Tallahassee, FL 32399-0135	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Franchise Tax Board	PO Box 942857	Sacramento, CA 94257-0551	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Georgia Department of Revenue	PO Box 740317	Atlanta, GA 30374-0317	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Hawaii State Tax Collector	Oahu District Office PO Box 1530	Honolulu, HI 96806-1530	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Idaho State Tax Commissioner	PO Box 76	Boise, ID 83707-0076	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Illinois Department of Revenue	PO Box 19045	Springfield, IL 62794-9045	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Indiana Department of Revenue	Returns Processing Center 100 N. Senate Avenue	Indianapolis, IN 46204-2253	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Internal Revenue Service		Ogden, UT 84201	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Internal Revenue Service		Austin, TX 73301	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

**Exhibit E-1**

**Income and Franchise Tax Liabilities**

---

<u><b>Taxing Authority</b></u>	<u><b>Address</b></u>	<u><b>City, State &amp; Zip</b></u>	<u><b>C</b></u>	<u><b>U</b></u>	<u><b>D</b></u>	<u><b>Claim Amount</b></u>
Kansas Corporate Tax	Kansas Department of Revenue 915 SW Harrison Street	Topeka, KS 66699-4000	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Kentucky Revenue Cabinet		Frankfort, KY 40620	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Louisiana Dept. of Revenue	PO Box 201	Baton Rouge, LA 70821-0201	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Maine Revenue Services	PO Box 9114	Augusta, ME 04332-9114	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Massachusetts Dept. of Revenue	PO Box 7025	Boston, MA 02204	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Michigan Department of Treasury	PO Box 30207	Lansing, MI 48909	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Minnesota Revenue	Mail Station 1260	St. Paul, MN 55145-1260	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Missouri Department of Revenue	PO Box 3400	Jefferson City, MO 65105-3400	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Montana Department of Revenue	PO Box 5805	Helena, Montana 59604-5805	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Nebraska Department of Revenue	PO Box 94818	Lincoln, NE 68509-4818	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
New Hampshire Department of Revenue Admin.	Document Processing Division 45 Chenell Drive, PO Box 637	Concord, NH 03302-0637	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
NM Taxation & Revenue Dept.	PO Box 25127	Santa Fe, NM 87504-5127	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
North Carolina Dept of Revenue	PO Box 25000	Raleigh, NC 27640-0520	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
NYS Corporation Tax	Processing Unit PO Box 22102	Albany, NY 12201-2102	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Office of Revenue	PO Box 23050	Jackson, MS 39225-3050	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Office of State Tax Commissioner	State Capitol, 16th Floor 600 E. Boulevard Avenue, Dept 127	Bismarck, ND 58505-0599	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Oklahoma Tax Commission	PO Box 26930	Oklahoma City, OK 73126	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Oklahoma Tax Commission	Income Tax PO Box 26800	Oklahoma City, OK 73126-0800	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Oregon Department of Revenue	PO Box 14777	Salem, OR 97309-0960	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
PA Department of Revenue	Bureau of Corporate Taxes Dept 280425	Harrisburg, PA 17128-0425	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined

<u>Taxing Authority</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
South Carolina Dept of Revenue	Corporation Tentative	Columbia, SC 29214-0006	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State of Connecticut	Department of Revenue Services PO Box 2974	Hartford, CT 06104-2974	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State of Rhode Island	Division of Taxation One Capitol Hill, Suite 9	Providence, RI 02908-5811	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Tennessee Dept of Revenue	Andrew Jackson State Office Bldg 500 Deaderick Street	Nashville, TN 37242	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Treasurer of State of Ohio	PO Box 804	Columbus, OH 43216-0804	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Utah State Tax Commission	Corporation Franchise Tax Payment 210 North 1950 West	Salt Lake City, UT 84134-0180	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Vermont Department of Taxes	109 State Street	Montpelier, VT 05609-1401	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Virginia Department of Taxation	PO Box 1500	Richmond, VA 23218-1500	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
West Virginia State Tax Dept.	Internal Auditing Division PO Box 1202	Charleston, WV 25324-1202	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
West Virginia State Tax Dept.	Internal Auditing Division PO Box 3694	Charleston, WV 25336-3694	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Wisconsin Dept. of Revenue	PO Box 8908	Madison, WI 53708-8908	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
						<hr/> Undetermined

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**  
**Case Number: 03-10971 (MFW)**  
**Exhibit E-2**  
**Other Tax Liabilities**

---

<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Type of Tax</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
Annual Filings	Business Registration Division PO Box 113600	Honolulu, HI 96811	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Arizona Corp Annual Reports	1300 W. Washington	Phoenix, AZ 85007-2929	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Commercial Division	PO Box 94125	Baton Rouge, LA 70804-9125	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Corporation Annual Tax Report	PO Box 666	Trenton, NJ 08646-0666	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Department of Financial Inst.	Division of Corp & Consumer Service PO Box 7846	Madison, WI 53707-7846	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Department of Licensing	Master License Service PO Box 9034	Olympia, WA 98507-9034	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Dept of Consumer & Regulatory Affairs	Corporate Division PO Box 92300	Washington, DC 20090	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Dept of Revenue	PO Box 25000	Raleigh, NC 27640-0500	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Dept of Revenue	PO Box 327431	Montgomery, AL 36132-7431	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Dept of State	Uniform Business Report Filings PO Box 1500	Tallahassee, FL 32302-1500	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Dept of State	Not Available	Albany, NY 12231-0002	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
KY State Treasurer	Secretary of State PO Box 1150	Frankfort, KY 40602-1150	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Michigan Dept. of Consumer & Industry Services	PO Box 30702	Lansing, MI 48909-8202	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of - Reporting Section	Bureau of Corp. Elections & Commissions 101 State House Section	Augusta, ME 04333-0101	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	1 Ashburton Place Room 1717	Boston, MA 02108	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	100 North Main	Providence, RI 02903-1335	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	109 State Street	Montpellier, VT 05609-1104	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	1305 State Capitol PO Box 94608	Lincoln, NE 68509-4608	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	1560 Broadway, Ste 200	Denver, CO 80202-5169	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	202 N. Carson St.	Carson City, NV 89701-4201	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	30 Trinity Street PO Box 150470	Hartford, CT 06115-0476	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	Corporations Division State Capitol Building	Little Rock, AR 72201-1094	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	312 Eighth Ave William R. Snodgrass Tower	Nashville, TN 37243	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	Department of Business Services	Springfield, IL 62756	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**  
**Case Number: 03-10971 (MFW)**  
**Exhibit E-2**  
**Other Tax Liabilities**

<u>Name</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>Type of Tax</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Claim Amount</u>
Secretary of State	Lucas Building	Des Moines, IA 50319-0130	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	Montana State Capitol PO Box 202802	Helena, MT 59620-2802	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	PO Box 1366	Jefferson City, MO 65102	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	PO Box 23038	Columbus, GA 31902-3038	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	PO Box 23083	Jackson, MS 39225-3083	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	PO Box 5501	Indianapolis, IN 46255	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	PO Box 5513	Bismarck, ND 58506-5513	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	State Capitol 500 E. Capitol	Pierre, S.D. 57501-5077	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	Records Processing Division 180 State Office Bldg, 100 Constitution Ave.	St. Paul, MN 55155-1299	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	State House, RM 204 107 North Main St	Concord, NH 03301-489	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State	700 West Jefferson PO Box 83720	Boise, ID 83720-0080	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State-Corp Division	1st Flr, Memorial Hall 120 SW 10th Ave, Room 100	Topeka, KS 66612-1240	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
Secretary of State-Corp Division	255 Capitol Street NE Suite 151	Salem, OR 97310-1327	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State Corp. Commission	Clerks Office 1300 E. Main St, Tyler Bldg	Richmond, VA 23218-1197	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State of Alaska	Division of Banking-Securities & Corps PO Box 110808	Juneau, AK 99811-0808	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State of California	1500 11th Street PO Box 944230	Sacramento, CA 94244-2300	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State of Delaware	Division of Corporations PO Box 74072	Baltimore, MD 21274-4072	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State of Utah	Division of Corp and Commercial Code PO Box 25125	Salt Lake City, UT 84125-0125	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State of Wyoming	200 West 24th Street	Cheyenne, WY 82002-0020	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
State Public Regulations	Corp Bureau PO Box 1269	Santa Fe, NM 87504-1269	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined
WVA State Tax Dept	Internal Audit Division PO Box 1985	Charleston, WV 25327-1985	Annual Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Undetermined

**Undetermined**

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no unsecured nonpriority claims to report on this Schedule F.

<b>CREDITOR'S NAME AND MAILING ADDRESS INCLUDING</b>	<b>CODEBTOR</b>	<b>DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM</b>	<b>C U D</b>	<b>AMOUNT OF CLAIM</b>
See Exhibit F-1 immediately following Schedule F	X	Bonds	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$1,407,715,710
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	

**Total**      **\$1,407,715,710**



**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**  
**Case Number: 03-10971 (MFW)**  
**Exhibit F-1**  
**Bonds**

<u>Indenture Trustee</u>	<u>Address</u>	<u>City, State &amp; Zip</u>	<u>CoDebtor</u>	<u>Rate</u>	<u>Maturity Date</u>	<u>Description</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Principal Amount</u>	<u>Accrued Interest thru 3/31/03</u>	<u>Total</u>
Bank One	David Knox, 100 E. Broad St., 8th Floor	Columbus, OH 43215	X	5.250%	15-Mar-09	Conv. Senior Subordinated Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$150,000,000	\$380,164	\$150,380,164
Bankers Trust Company	Shafiq Jadavji, 4 Albany St, MS 5041	New York, NY 10006	X	10.125%	01-Apr-08	Senior Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$355,000,000	\$18,271,380	\$373,271,380
Manufacturers & Traders Trust Company	Russell Whitley, One M&T Plaza, 7th Floor	Buffalo, NY 14203	X	10.625%	31-Jul-07	Senior Subordinated Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$400,000,000	\$7,673,611	\$407,673,611
Manufacturers & Traders Trust Company	Russell Whitley, One M&T Plaza, 7th Floor	Buffalo, NY 14203	X	9.250%	15-Jun-10	Senior Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$200,000,000	\$5,550,000	\$205,550,000
Manufacturers & Traders Trust Company	Russell Whitley, One M&T Plaza, 7th Floor	Buffalo, NY 14203	X	9.875%	01-May-12	Senior Subordinated Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$260,000,000	\$10,840,556	\$270,840,556
										<b>\$1,365,000,000</b>	<b>\$42,715,710</b>	<b>\$1,407,715,710</b>

**RFS Marketing Services, Inc.**  
**Case Number: 03-10971 (MFW)**

Describe all executory contracts of any nature and unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.d., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all parties to each lease or contract described.

☒ Check this box if debtor has no executory contracts and/or unexpired leases to report on this Schedule G.

[illegible]

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

---

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than in a joint case, that is also liable on any debts listed by debtor in the schedule of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtor

**NAME AND ADDRESS OF CODEBTOR**

ABCO Food Group, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

ABCO Markets Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

ABCO Realty, Corp.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

ASI Office Automation, Inc.  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

C/M Products, Inc.  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

Core-Mark International, Inc.  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

Core-Mark Interrelated Companies, Inc.  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

Core-Mark Mid-Continent, Inc.  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

Dunigan Fuels, Inc.  
500 Chestnut, Ste 1100  
Abilene, TX 79604

---

E.A. Morris Distributors Limited  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

Favar Concepts, Ltd.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

Fleming Companies, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**

**Case Number: 03-10971 (MFW)**

---

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than in a joint case, that is also liable on any debts listed by debtor in the schedule of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtor

**NAME AND ADDRESS OF CODEBTOR**

Fleming Foods at Texas, LP  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

Fleming Foods Management Co., L.L.C.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

Fleming International Ltd.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

Fleming Supermarkets of Florida, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

Fleming Transportation Service, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

Food 4 Less Beverage Company, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

FuelServ, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

General Acceptance Corporation  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

Head Distributing Company  
4820 North Church Lane  
Smyrna, GA 30080

---

Marquise Ventures Company, Inc.  
395 Oyster Point Blvd., Suite 415  
South San Francisco, CA 94080

---

Minter-Weisman Co.  
1035 Nathan Lane North  
Plymouth, MN 55441

---

Piggly Wiggly Company  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**RFS Marketing Services, Inc.**  
**Case Number: 03-10971 (MFW)**

---

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than in a joint case, that is also liable on any debts listed by debtor in the schedule of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtor

**NAME AND ADDRESS OF CODEBTOR**

Progressive Realty, Inc.  
5701 N. Shartel  
Oklahoma City, OK 73118

---

Rainbow Food Group, Inc.  
101 Convention Center Dr.  
Las Vegas, NV 89109

---

Retail Investments, Inc.  
101 Convention Center Dr.  
Las Vegas, NV 89109

---

Retail Supermarkets, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

---

Richmar Foods, Inc.  
1945 Lakepointe Drive  
Lewisville, TX 75029

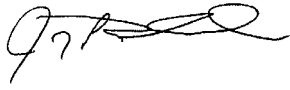
---

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Assistant Treasurer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, and that it is 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.*