IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., et al.,[1]	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	

AFFIDAVIT OF SERVICE

Linda M. Bendlin being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. and that on the 15th day of July 2003, she caused a copy of the following documents to be served upon the following service list(s) in the manner indicated:

1. **Notice Of Filing Of Transition Services Agreement And Reformatted Sale Order Re Motion For Order (A) Approving Asset Purchase Agreement With C&S Wholesale Grocers, Inc. And C&S Acquisition Llc, (B) Authorizing (I) Sale Of Substantially All Of Selling Debtors' Assets Relating To The Wholesale Distribution Business To Purchaser Or Its Designee(S) Or Other Successful Bidder(S) At Auction, Free And Clear Of All Liens, Claims, Encumbrances And Interests And (Ii) Assumption And Assignment Of Certain Executory Contracts, License Agreements And Unexpired Leases, And (C) Granting Related Relief**

Linda M. Bendlin

Linda M. Bendlin

Sworn to and subscribed before
me this 15th day of July, 2003

Timothy M. O'Brien

Notary Public

TIMOTHY O'BRIEN
NOTARY PUBLIC
STATE OF DELAWARE
My Commission expires March 11, 2004

My Commission Expires: 3-11-2004

[1] The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

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Bernard and Sons, Inc.
c/o Frame & Matsumoto
Attn: Ted R. Frame, Esquire
P.O. Box 895
Coalinga, CA 93210

Express Mail
)
U.S. Dept of Agriculture
National Finance Center
P.O. Box 61770
New Orleans, LA 70161

Express Mail
CitiCapital Commercial Corporation
Attention: Bankruptcy Unit
P.O. Box 140729
Irving, TX 75014

Express Mail
(Counsel for Flowers, Inc.)
Darrel Begnaud
Benton, Begnaud & Marshall, LLP
P.O. Box 8108
Athens, GA 30603

Express Mail
)
DDB Limited Partnership
c/o David Bautsch, General Partner
P.O. Box 1025
8110 Dam Road
Minocqua, WI 54548

Express Mail
)
Bankruptcy Administration
IOS Capital, LLC
1738 Bass Road
P.O. Box 13708
Macon, GA 31208

Express Mail
(Counsel for Spartan Foods of America, Inc.)
Stephen E. Carter
Betha, Jordan & Griffin, P.A.
P.O. Drawer 3
Hilton Head Island, SC 29938

Express Mail
(Counsel for Lone Star Consolidated Foods)
Robert M. Lynch
Corporate Counsel
The Burdine Companies, LLC
P.O. Box 227436
Dallas, TX 75222

Express Mail
(Counsel for Corey Brothers, Inc.)
James D. Kauffelt
Kauffelt & Kauffelt
P.O. Box 3082
Charleston, WV 25331

Express Mail
(Counsel for State of Wisconsin Department of Workforce Development Wisconsin State Lottery Department of Health & Family Services)
Richard E. Braun, AAG
Wisconsin Department of Justice
P.O. Box 7857
Madison, WI 53707

Express Mail
)
Michelin North America, Inc.
Attention: Wanda Link/Credit
P.O. Box 19001
Greenville, SC 29602

Fleming Supplemental Service List of Potential Bidders
Case No. 03-28587
Document No. 74699
01 – Interoffice Delivery
19 – First Class Mail
02 – Foreign First Class Mail

(Counsel for Fleming Companies, Inc.)
Laura Davis Jones, Esquire
Chris J. Lhulier, Esquire
Pachulski, Stang, Ziehl, Young,
Jones & Weintraub P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Interoffice Delivery – (LA office)
(Counsel for Fleming Companies, Inc.)
Ira D. Kharasch, Esquire
Pachulski, Stang, Ziehl, Young,
Jones & Weintraub P.C.
10100 Santa Monica Blvd., #1100
Los Angeles, CA 90067

First Class Mail
Di Giorgio
Attn: Larry Grossman, Senior VP and CFO
380 Middlesex Avenue
Carteret, NJ 08807

First Class Mail
McLane Company, Inc.
4747 McLane Parkway
Temple, Texas 76504
Attn: Mr. Grady Rosier, President and CEO

First Class Mail
The Yucaipa Companies
Attn: Ron Burkle, Chairman
9130 W. Sunset Boulevard
Los Angeles, CA 90069

First Class Mail
SuperValu Inc.
11840 Valley View Road
Eden Prairie, MN 55344
Attn: David Boehnen/Jeff Noddle, CEO

First Class Mail
Associated Wholesale Grocers
5000 Kansas Avenue
Kansa City, Kansas 66106
Attn: Gary L. Phillips/Jeff Kessler

First Class Mail
Associated Grocers, Incorporated
3301 South Norfolk
Seattle, Washington 98118
Attn: Robert P. Hermanns, President and CEO

First Class Mail
C&S Wholesale Grocers, Inc.
47 Old Ferry Road
Brattleboro, Vermont 05302
Attn: Carl Wistreich, SVP and Deputy General Counsel

First Class Mail
Nash Finch/Yucaipa
Nash Finch Company
7600 France Avenue South
Edina, MN 55435
Attn: Kathleen McDermott, SVP and General Counsel

First Class Mail
Halo Food Sales
Attn: Craig Okamoto
5262 Legend Hills Lane
Brooksville, FL 34609

First Class Mail
Fresh Brands
Attn: Elwood Winn, President and CEO
2215 Union Avenue
Sheboygan, WI 53081

First Class Mail
Kaloti Enterprises
Attn: Russ Kaloti, President
5475 S. Westridge Court
New Berlin, WI 53151

First Class Mail
Krasdale Foods
Attn: Phillip Wagner, CEO
65 West Red Oak Lane
White Plains, NY 10604

First Class Mail
Reyes Holdings
Attn: Chris Reyes
9500 W. Bryn Mawr Ave, Suite 700
Rosemont, IL 60018

First Class Mail
SouthEast Frozen Foods
Attn: Arnie Shevin
18770 N.E. 6th Avenue
Miami, FL 33179

First Class Mail
United Natural Foods
Attn: Steven Townsend, President and CEO
260 Lake Road
Dayville, CT 06241

First Class Mail
Sun Capital
Attn: Mark Leder
5200 Town Center Circle
Suite 470
Boca Raton, FL 33486

First Class Mail
Affiliated Foods Southwest
Jerry W. Davis
Chairman, President and CEO
12103 Interstate 30
P.O. Box 3627
Little Rock, Arkansas 72209

First Class Mail
(Counsel to C&S)
c/o Kenneth S. Ziman
Simpson Thacher & Bartlett LLP,
425 Lexington Avenue
New York, New York 10017

First Class Mail
(Counsel to C&S)
c/o Richard J. Grossman
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036

Foreign First Class Mail
Metcash Trading Limited
4 Newington Road
Silverwater NSW 2128
Australia
Attn: Andrew Reitzer, CEO

Foreign First Class Mail
Pacific Rim Investments and Direct Capital
Attn: Terry Hay, Managing Director
P.O. Box 53-112
Tom Pearce Drive
Auckland International Airport
Auckland, New Zealand

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., et al.,[1]	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	

Potential Bidders' Service List
Filed Under Seal

KIRKLAND & ELLIS LLP
James H. M. Sprayregen, P.C. (ARDC No. 6190206)
Richard L. Wynne (CA Bar No. 120349)
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PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.
Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier No. 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

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[1] The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.