

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.)

STATE OF NEW YORK

SS:

COUNTY OF NASSAU

**FIRST SUPPLEMENTAL AFFIDAVIT OF MATTHEW BORDWIN
IN SUPPORT OF APPLICATION OF THE DEBTORS FOR ENTRY OF AN
ORDER PURSUANT TO 11 U.S.C. §§ 327(A), 328(A) AND FED.R.BANKR.P 2014(A),
2016 AND 5002 AUTHORIZING THE EMPLOYMENT AND RETENTION OF
KEEN REALTY, LLC AS SPECIAL REAL ESTATE CONSULTANT TO THE
DEBTORS AND DEBTORS IN POSSESSION, NUNC PRO TUNC TO JULY 2, 2003**

Matthew Bordwin, being duly sworn, deposes and says:

1. I am Executive Vice-President of KEEN REALTY, LLC, 60 Cutter Mill Road, Great Neck, New York 11021, (“KEEN”). I make this First Supplemental Affidavit Of Matthew Bordwin In Support Of Application Of The Debtors For Entry Of An Order Pursuant To 11 U.S.C. §§ 327(A), 328(A) And Fed.R.Bankr.P 2014(A), 2016 And 5002 Authorizing The Employment And Retention Of Keen Realty, LLC As Special Real Estate Consultant To The

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.

Debtors And Debtors In Possession, Nunc Pro Tunc To July 2, 2003 (the “First Supplemental Affidavit”) on behalf of KEEN. This First Supplemental Affidavit supplements the Affidavit of Harold J. Bordwin, President of Keen, that was filed in this case on July 2, 2003 as Docket No. 1821 (the “Original Affidavit”) in support of the Application Of The Debtors For Entry Of An Order Pursuant To 11 U.S.C. §§ 327(A), 328(A) And Fed.R.Bankr.P 2014(A), 2016 And 5002 Authorizing The Employment And Retention Of Keen Realty, LLC As Special Real Estate Consultant To The Debtors And Debtors In Possession, Nunc Pro Tunc To July 2, 2003 (the “Application”) (Docket No. 1821). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

2. The above-referenced debtors and debtors-in-possession (the “Debtors”) seek to retain KEEN as its special real estate consultant to provide real estate analysis, disposition and negotiation services as described in the Engagement Letter that is attached to the Application.

3. After the Original Affidavit was filed, KEEN was approached by Shadrall Associates (“Shadrall”) to assist them in the marketing and sale of a distribution center located at 5300 Kansas Avenue, Kansas City, Kansas (the “Distribution Center”).

4. The Distribution Center was previously leased and occupied by Fleming, however, Fleming rejected that lease and has vacated the premises.

5. If Shadrall determines to offer the engagement to KEEN, KEEN intends to accept the engagement. KEEN will not represent Shadrall in any matter that is adverse to the Debtors, including (but not limited to) the determination or preparation of a rejection claim by

Shadrall to be filed in these cases, if any, except to the extent that selling the Distribution Center will mitigate any such rejection claim.

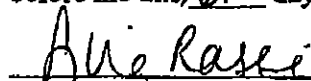
6. KEEN does not believe the engagement of Keen by Shadrall creates any issue concerning KEEN's disinterestedness but files this First Supplemental Affidavit out of an abundance of caution.

7. The facts set forth in the Original Affidavit remain true and correct.

Executed on this 16 day of July, 2003 at Great Neck, Nassau County, New York.


Matthew Bordwin
Executive Vice-President

SWORN TO AND SUBSCRIBED
before me this 16th day of July, 2003


Notary Public
My Commission Expires: _____

LISA ROSSI
Notary Public, State of New York
No. 4932132
Qualified in Nassau County
Commission Expires June 20, 2006