

Date of Notice: July 22, 2003
OBJECTION DEADLINE: JULY 29, 2003

In re: FLEMING COMPANIES, INC., et al.,¹ Debtors.	Case No. 03-10945 (MFW) Chapter 11 Jointly Administered
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NOTICE OF SALE OF RESIDUAL ASSETS (PHASE III) (THE "NOTICE")

This Notice is provided to you pursuant to an order of the United States Bankruptcy Court for the District of Delaware (the "Court") authorizing and approving expedited procedures (the "Sale Procedures") for the sale (the "Sale") of certain Residual Assets that are identified in the Plan of Sale that is attached hereto as Exhibit "A" (the "Plan of Sale").² Pursuant to that order the Debtors are also authorized to retain DoveBid, Inc. ("DoveBid") to sell Residual Assets pursuant to a Court approved auction agreement.

The Sale Procedures require the Debtors to send this Notice to certain parties (the "Sale Notice Parties") at least five (5) business days prior to the commencement of DoveBid's preparations for and advertising of any such Sale. If no objections are received to the Sale of a particular Residual Asset within the aforementioned five (5) business day period, the Debtors and DoveBid are authorized to immediately consummate such Sale upon the Court entering an order authorizing the Sale. If an objection to the Sale of a particular Residual Asset is received within the five (5) business day period, and such objection cannot be timely resolved, the objection with respect to any such particular Residual Asset (as identified in the objection) shall be heard at Debtors' next scheduled omnibus hearing, on **August 4, 2003 at 11:30 a.m.**, prevailing Eastern time (the "Hearing"), and the Debtors and DoveBid shall not sell such particular Residual Asset without further Court order.

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.

² Terms not defined herein shall have the meaning ascribed to them in the Motion of the Debtors for Entry of an Order Authorizing the Debtors to (A) Sell Certain Additional Residual Assets that are not Subject to the Initial Webcast Sale Pursuant to Section 363 of the Bankruptcy Code and (B) Establishing an Expedited Procedure to Sell Residual Assets in the Future Pursuant to the Auction Agreement with Dovebid, Inc., entered May 30, 2003 [Docket No. 1205]. The Order referred to herein is the Order Authorizing the Debtors to (A) Sell Certain Additional Residual Assets that are not Subject to the Initial Webcast Sale Pursuant to Section 363 of the Bankruptcy Code and (B) Establishing an Expedited Procedure to Sell Residual Assets in the Future Pursuant to the Auction Agreement with Dovebid, Inc., dated June 26, 2003 [Docket No. 1709].

If you oppose the Sale of a particular Residual Asset, you must follow the procedures (the "Opposition Procedures") delineated below. Please note that oral objections, oppositions or comments to any proposed Sale shall not be deemed an objection to the Sale and will, therefore, not be considered.

Opposition Procedures:

- If you oppose the Sale, you **MUST** serve a written opposition to this Notice on Debtors' counsel. All oppositions and responses must be **RECEIVED** by Debtors' counsel no later than **July 29, 2003** at 5:00 p.m. (prevailing Eastern time), which is five (5) business days after the date of this Notice, at **BOTH** of the following facsimile numbers:

Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.,
Attn: Scotta E. McFarland: (302) 652-4400; and

Kirkland & Ellis:
Attn: J. Garrett Van Osdell: (213) 680-8500

- In addition to service upon Debtors' counsel, all oppositions and responses **MUST** be filed with the Court (United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Wilmington, DE 19801) no later than **July 29, 2003** at 5:00 p.m. (prevailing Eastern time), which is five (5) business days after the date of this Notice.

- If no opposition to the Sale of a particular Residual Asset is timely filed and served, such Sale shall be authorized upon the filing of a Certificate of No Objection by the Debtors and the entry of an order of the Court authorizing the Sale.

- If any objection to the Sale of a particular Residual Asset is timely filed and served and not resolved prior to the Hearing, such objection shall be heard at the Hearing, and the particular Residual Asset that is the subject of such objection shall not be sold except upon further order of the Court.

Any questions or comments regarding the foregoing procedures may be forwarded to Scotta E. McFarland, Esquire, at the Wilmington, Delaware office of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. at the address, telephone number or facsimile number of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. set forth below, or by e-mail at smcfarland@pszyjw.com.

Dated: Wilmington, Delaware
July 22, 2003

KIRKLAND & ELLIS

James H. M. Sprayregen, P.C. (ARDC No. 6190206)
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-and-

**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)
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P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier No. 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession

Exhibit "A"

Exhibit A



PLAN OF SALE

This Plan of Sale (the "Plan") is entered into as of July 17, 2003 (the "Effective Date") by and between DoveBid, Inc. ("DoveBid") and Fleming Companies, Inc. ("Seller") pursuant to Section 1 of that certain Agreement for the Provision of Asset Disposition Services made as of May 15, 2003 between DoveBid and Seller (the "Master Agreement"). Terms used but not independently defined in this Plan shall have the meanings ascribed to them in the Master Agreement.

By executing below, Seller agrees to retain DoveBid on an exclusive basis to dispose of those Assets set forth on Exhibit A(1) to this Plan in the following manner:

- X A one-day Webcast Auction to be held on or about August 12, 2003.
- X Sale Allowance Cap: \$135,000*
 - * Based upon Fleming's agreement to provide such casual labor as is reasonably necessary to staff, inspect and check out the assets at each sale site. In the event Fleming is not able to provide such casual labor, DoveBid shall provide such personnel, and the Sale Allowance Cap shall be increased accordingly. *DFA 7/16/03*
- X Other: Expense cap does not include security and, if required, will be billed to debtor at debtor's request.
- X Other: Fleming, at its option, may add additional transportation assets to the sale at no additional operations cost to Fleming.

The terms of the Master Agreement shall control the services provided by DoveBid pursuant to this Plan. Please transmit your signed Plan to DoveBid via facsimile number: (850) 513-8801.

Acknowledged and agreed to:

FLEMING COMPANIES, INC.
E.I.N.: _____

By: *[Signature]*
Name: DAVID F. STREMMER
Title: DIRECTOR OF FINANCE
Date: 7/18/03

DoveBid, Inc.
California Bond Number 57BSBA7624

By: *[Signature]*
Name: Kirk Dove
Title: President, Global Auction Services and Chief Operating Officer
Date: 7/16/03

EXHIBIT A(1) TO THE PLAN OF SALE

ASSETS

Retail Grocery Locations

AZ-137 - Food 4 Less	1221 West Irvington Road	Tucson	AZ
WI-909 - Food 4 Less #8060	3500 52nd Street	Kenosha	WI
TX-383 - Rainbow Foods	8050 N. Mesa Street	El Paso	TX
MN-263 - Rainbow Foods Office & Warehouse	8000 Excelsior Blvd.	Hopkins	MN
FL-587 - Closed Store-partial (Liquor Store)	1944 Highway A1A	Satellite Beach	FL
NY-013 - Central Square IGA - Closed Store	County Route 49 East	Central Square	NY
OK-079 - Quail Plaza IGA - Closed Store	10908 N. May Avenue	Oklahoma City	OK
WI-624 - Closed Store (Sentry #624)	6243 South Packard Avenue	Cudahy	WI
PA-062 - Shop 'N Bag - Trevose	1856 Brownsville	Trevose	PA
AZ-116 - Garrett's IGA #4 (formerly ABCO)	3925 E. Grant Road	Tucson	AZ
AZ-070 - Garrett's IGA (formerly ABCO)	5555 E. River Road	Tucson	AZ
Marshfield Convenience Division	1700 South Laemie Ave.	Marshfield	WI

Miscellaneous

Miscellaneous tools and equipment located at McKinney Airport

Miscellaneous IT equipment

Miscellaneous Furniture