

# THE Messenger

P O Box 659 • 713 Central Avenue • Fort Dodge IA 50501  
515 573 2141 • Iowa WATS 1-800 622-6613 • Fax 515 573 2148

## Affidavit of Publication

STATE OF IOWA, Webster County, ss.

I, Sandra Graham being duly sworn, do depose and say that  
I am owner of The Messenger, a daily newspaper of general circulation  
published at Fort Dodge, Iowa, in said County of Webster, and that there was  
published in said newspaper an advertisement for SK Kidartusung  
in size 14 inches, entitled Bankruptcy Wgms Corp  
on Thursday July 24 2003

Signed by me this 24<sup>th</sup> day of July, 2003  
Dayle J Miller

My Commission expires 6-17-06



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

NOTICE OF SALE HEARING AND SALE OF ASSETS

This Notice applies only to the following Debtors: Fleming Companies Inc. Fleming Transportation Service Inc. Piggly Wiggly Company RFS Marketing Services Inc. Fleming International Ltd. Fleming Foods of Texas L.P. and Fleming Foods Management Co. L.L.C. (collectively the Selling Debtors.)

PLEASE BE ADVISED that the Selling Debtors have entered into an asset purchase agreement (the APA) to sell certain of their assets known as the Wholesale Distribution Business to C&S Acquisition LLC (Purchaser or Striking Horse Bidder) a subsidiary of C&S Wholesale Grocers Inc. (C&S) as more fully set forth in that motion for approval of the APA filed with the Bankruptcy Court on or about July 11 2003 (the Sale Motion). The Selling Debtors seek to sell to Purchaser the Wholesale Distribution Business free and clear of any claims liens interests and/or other encumbrances pursuant to section 363(f) of title 11 the United States Code. The Selling Debtors believe that the sale to C&S or such other bidder that submits a higher or better offer pursuant to the Bidding Procedures (as defined below) is in the best interests of the Selling Debtor's estates and will maximize recoveries to creditors.

PLEASE BE FURTHER ADVISED that on July 17 2003 the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court) will consider the entry of an order (the Bidding Procedures Order) approving the bidding procedures (the Bidding Procedures) which will set key dates and times relating to the sale of the Wholesale Distribution Business. All interested bidders should carefully read the Bidding Procedures. To the extent there are any inconsistencies between the Bidding Procedures and the summary description of its terms and conditions contained in this Notice the terms of the Bidding Procedures shall control.

PLEASE BE FURTHER ADVISED that pursuant to the Bidding Procedures an auction of the Wholesale Distribution Business will be conducted at the offices of Kirkland & Ellis LLP 153 East 53rd St. New York New York 10022 at 10 00 a.m. (Prevailing Eastern Time) on July 31 2003 or on such later date as the Selling Debtors may determine (the Auction). Only Qualified Bidders as defined in the Bidding Procedures and their advisors are permitted to attend the Auction.

PLEASE BE FURTHER ADVISED that pursuant to the Bidding Procedures any bidder (a Bidder) desiring to participate in the Auction must deliver its Bid (a Bid) along with the Required Bid Documents (as defined in the Bidding Procedures) in writing to (i) the Selling Debtors c/o Charles Pak Kirkland & Ellis 777 South Figueroa Street Los Angeles California 90017 and Flip Huffard The Blackstone Group 345 Park Avenue New York New York 10154 (ii) the Lenders c/o Andrew DeNatale White & Case 1155 Avenue of the Americas New York New York 10036 (iii) counsel to the Committee c/o Dennis Dunne Milbank Tweed Hadley & McCloy LLP One Chase Manhattan Plaza New York New York 10005 and (iv) counsel to C&S c/o Richard J. Grossman Skadden Arps Slate Meagher & Fom LLP Four Times Square New York New York 10036 and Kenneth S. Ziman Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York New York 10017 such that the Bid is actually received by each of the foregoing persons not later than 4 00 p.m. (Prevailing Eastern Time) on July 28 2003. Bids received after this deadline may be rejected.

PLEASE BE FURTHER ADVISED that pursuant to the Bidding Procedures the Selling Debtors may (i) impose additional terms and conditions at or prior to the Auction (ii) extend the deadline set forth in the Bidding Procedures adjourn the Auction at the Auction and/or adjourn the hearing with respect to the sale of the Wholesale Distribution Business in open court without further notice and (iii) reject all bids if no bid is for a fair and adequate price.

PLEASE BE FURTHER ADVISED that pursuant to the APA the Selling Debtors reserve the right to assume and assign certain contracts and non expired leases to Purchaser. If you are a party to such contract or lease you will receive a separate notice setting forth the applicable objection deadline and the proposed cure amount if any.

PLEASE BE FURTHER ADVISED that the hearing to approve any sales to Qualified Bidders identified as Successful Bidders (as defined in the Bidding Procedures) at the Auction will be held at 11 30 a.m. (Prevailing Eastern Time) on August 4 2003 in the United States Bankruptcy Court for the District of Delaware located at 824 North Market Street 6th Floor Wilmington Delaware 19801. Any objection to the proposed sale must set forth in writing with particularity the grounds for such objection or other statements or position and must be filed with the Bankruptcy Court and served in such a manner that it is actually received on or before 4 00 p.m. (Prevailing Eastern Time) on July 28 2003. Any objection not conforming to the foregoing will not be considered by the Bankruptcy Court.

PLEASE BE FURTHER ADVISED that if the Sale Motion is granted and the assets are sold pursuant thereto any party that believes it may have a claim lien or other interest or encumbrance against or in or otherwise relating to any of the assets shall be forever barred from enforcing such claim lien interest or other encumbrance against Purchaser or such other successful bidder as the Selling Debtors may choose at the Auction.

PLEASE BE FURTHER ADVISED that all requests for information concerning the sale of the Wholesale Distribution Business should be directed to the undersigned counsel for the Debtors. A copy of the Sale Motion APA Bidding Procedures Bidding Procedures Order are available online at [www.bmcorp.net/fleming](http://www.bmcorp.net/fleming) dated July 11 2003.

PACHULSKI YIANG ZI-HI YOUNG  
JONES & WEINTRAUB PC  
Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
Scott E. McFarland (Bar No. 4184)  
Christopher J. Lutzner (Bar No. 3840)  
919 North Market Street 16th Floor  
P.O. Box 8705  
Wilmington Delaware 19899 8705  
(302) 652 4100

KIRKLAND & ELLIS LLP  
James H. M. Sprayregen PC (ARDC No. 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Geoffrey A. Richards (ARDC No. 6230120)  
Shirley S. Cho (CA Bar No. 192616)  
777 South Figueroa Street  
Los Angeles CA 90017  
(213) 680-8400

Co Counsel for the Debtors and Debtors in Possession

The Debtors are the following entities: Fleming Companies Inc. ABCO Food Group Inc. ABCO Markets Inc. ABCO Realty Corp. ASI Office Automation Inc. C/M Products Inc. Core Mark International Inc. Core Mark International Companies Inc. Core Mark Mid Continent Inc. Dungen Fuel 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. Fuelvry Inc. General Acceptance Corporation Head Distributing Company Marquie Ventures Company Inc. Major Wearman Co. Piggly Wiggly Company Progressive Realty Inc. Rainbow Food Group Inc. Retail Investments Inc. Retail Supermarkets Inc. RFS Marketing Services Inc. and Richmar Food Inc. (collectively the Debtors.)