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PUBLISHED DAILY
MIAMI, FLORIDA

**STATE OF FLORIDA
COUNTY OF DADE**

Before the undersigned authority personally appeared

Linwood Allen

who on oath says that he is

Advertising Sales Representative

of The Miami Herald, a daily newspaper published at Miami in Dade County, Florida, that the advertisement for Bankruptcy Management Corp appeared in said newspaper in the issues of July 22, 2003, pg 2C

Affiant further says that the said Miami Herald is a newspaper published at Miami, in the said Dade County, Florida and that the said newspaper has heretofore been continuously published in said Dade County, Florida, each day and has been entered as second class mail matter at the post office in Miami, in said Dade County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement



Sworn to and subscribed before me

This 24th day of July 2003



Carolyn Mason
MY COMMISSION # DD148187 EXPIRES
September 6, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re
Fleming Companies, Inc., et al.
Debtors

Chapter 11
Case No. 03-10945 (MIW)
(Jointly Administered)

NOTICE OF SELL HEARING AND SALE OF ASSETS

This Notice applies only to the following Debtor: Fleming Companies, Inc., Fleming Transportation Services, Inc., Piggly Wiggly Company, RJ's Marketing Services, Inc., Fleming International, Ltd., Fleming Foods, Ltd., Fleming Foods Management Co., LLC (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 Wholesale Grocers, Inc. ("C&S"), as more fully set forth in the motion for approval of the APA filed with the bankruptcy court on July 17, 2003 (the "Sale Motion"). The Selling Debtors intend to sell to C&S all of the Wholesale Distribution Business in connection with the sale of any claims, liens, interests and/or other encumbrances pursuant to section 363(f) of Title 11 of the United States Code. The Selling Debtors believe that the sale to C&S or such other bidder that submits the highest offer pursuant to the Bidding Procedures (as defined below) is in the best interests of the Selling Debtors' estate 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 conflicts between the Bidding Procedures and the summary of the Bidding Procedures set forth in this notice, the terms of the Bidding Procedures shall prevail.

PLEASE BE FURTHER ADVISED that pursuant to the Bidding Procedures in section 11 of the Wholesale Distribution Business, will continue with other (Kirkland & Ellis LLP 143 East 67th St. New York, New York 10022) at 10:00 am (Eastern Standard Time) on July 31, 2003 at such later date as the Selling Debtors may determine. Auctioneer: 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, all bids for the Wholesale Distribution Business must be submitted in writing to the Auctioneer at the address set forth in the Bidding Procedures in section 11 of the Wholesale Distribution Business (Clark, Kirkland & Ellis LLP, South Tower, Suite C, 143 East 67th Street, New York, New York 10022) and filed with the Clerk of the United States Bankruptcy Court for the District of Delaware at the address set forth in the Bidding Procedures in section 11 of the Wholesale Distribution Business. All bids must be received at the address set forth in the Bidding Procedures no later than 4:00 pm (Eastern Standard Time) on July 28, 2003. Bids received after this time may be rejected.

PLEASE BE FURTHER ADVISED that pursuant to the Bidding Procedures, the Selling Debtors may (a) accept a bid that is not the highest bid and (b) reject any bid that does not comply with the Bidding Procedures. The Auctioneer will conduct the Auction in accordance with the Bidding Procedures. The Auctioneer will file with the Court a copy of the Auction results, including the name of the winning bidder and the amount of the bid.

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PACHUISKI STANO (B.U. No. 03-10945)	KIRKLAND & ELLIS LLP
JONES & WEINTRAUB LLP	143 East 67th Street
Lawrence Jones (B.U. No. 03-10945)	New York, New York 10022
Timothy Jones (B.U. No. 03-10945)	
Scott J. McFarland (B.U. No. 03-10945)	
Christopher J. Hughes (B.U. No. 03-10945)	
110 North Market Street, Suite 1100	
Wilmington, Delaware 19801	

The Debtors are the following entities: Fleming Companies, Inc., Fleming Transportation Services, Inc., ABC O'Reilly's Corp., ABC O'Reilly's Corp. (Delaware), ABC O'Reilly's Corp. (Illinois), ABC O'Reilly's Corp. (Maryland), ABC O'Reilly's Corp. (New York), ABC O'Reilly's Corp. (Pennsylvania), ABC O'Reilly's Corp. (Virginia), ABC O'Reilly's Corp. (Washington), ABC O'Reilly's Corp. (West Virginia), ABC O'Reilly's Corp. (North Carolina), ABC O'Reilly's Corp. (South Carolina), ABC O'Reilly's Corp. (Georgia), ABC O'Reilly's Corp. (Florida), ABC O'Reilly's Corp. (Alabama), ABC O'Reilly's Corp. (Louisiana), ABC O'Reilly's Corp. (Mississippi), ABC O'Reilly's Corp. (Arkansas), ABC O'Reilly's Corp. (Tennessee), ABC O'Reilly's Corp. (Kentucky), ABC O'Reilly's Corp. (West Virginia), ABC O'Reilly's Corp. (North Carolina), ABC O'Reilly's Corp. (South Carolina), ABC O'Reilly's Corp. (Georgia), ABC O'Reilly's Corp. (Florida), ABC O'Reilly's Corp. (Alabama), ABC O'Reilly's Corp. (Louisiana), ABC O'Reilly's Corp. (Mississippi), ABC O'Reilly's Corp. (Arkansas), ABC O'Reilly's Corp. (Tennessee), ABC O'Reilly's Corp. (Kentucky).