

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Personally appeared before me Ruth E Merrill, a Notary Public,
Dawn Fent of MEMPHIS PUBLISHING COMPANY, a corporation, publishers
of The Commercial Appeal, morning and Sunday paper, published in Memphis,
Tennessee, who makes oath in due form of law, that she is A/R Bookkeeper of the
said Memphis Publishing Company, and that the accompanying and hereto attached
notice was published in the following edition of The Commercial Appeal to-wit

7/22 2003
_____ 2003
_____ 2003
_____ 2003

Dawn Fent

Subscribed and sworn to before me this 24 day of July 2003

Ruth E Merrill Notary Public

My commission expires December 29, 2003

STATE OF TENNESSEE
COUNTY OF SHELBY

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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 (MFV)
(Jointly Administrated)

NOTICE OF SALE HEARING AND SALE OF ASSETS

This Notice applies only to the following Debtors: Fleming Companies, Inc., Fleming Transportation Service, Inc., Rigby Wiggy 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 "Bidding Home 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 Debtors' 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 parties 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. (Prevaling 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 in 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 P. Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017 and Filip Huffard, The Blackstone Group, 345 Park Avenue, New York, New York 10154; (ii) the Lenders, c/o Andrew DeNatale, White & Case, 1135 Avenue of the Americas, New York, New York 10036; (iii) counsel to the Commission, c/o Dennis Duma, 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, Skidmore, Arps, Slate, Messinger & Felt LLP Four Times Square, New York, New York 10036, and Kenneth S. Zimm, 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. (Prevaling Eastern Time), on July 28, 2003. Bids received after that 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. (Prevaling 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. (Prevaling 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, on, 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.bncorp.net/fleming.

Dated: July 11, 2003

Wilmington, Delaware

PACHUI-SKI, STANG, ZIEHL, YOUNG
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Co-Counsel for the Debtors and Debtors in Possession

¹ 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-Continental, Inc., Dungen Foods, 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., Fuelary, Inc., General Accounting Corporation, Head Distributing Company, Martine Ventures Company Inc., Master Westman Co., Rigby Wiggy Company, Progressive Realty Inc., Rainbow Food Group, Inc., Retail Investments, Inc., Retail Supermarkets, Inc., RFS Marketing Services, Inc. and Richman Food, Inc. (collectively the "Debtors.")

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re
Fleming Companies, Inc., et al.¹
Debtors.

Chapter 11
Case No. 03-10945 (MPW)
(Jointly Administrated)

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 RPS 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 "Stalking 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 of 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 Debtors' estate and will maximize recoveries to creditors.

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