

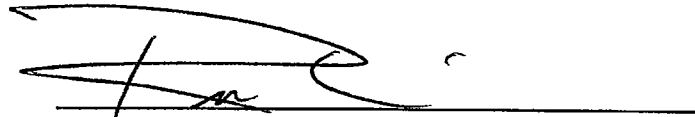
# AFFIDAVIT OF PUBLICATION

STATE OF TEXAS

COUNTY OF DALLAS

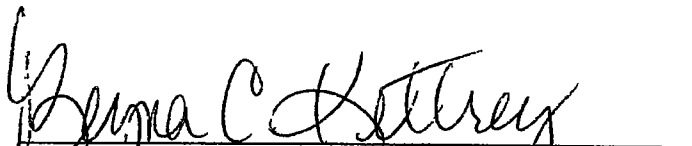
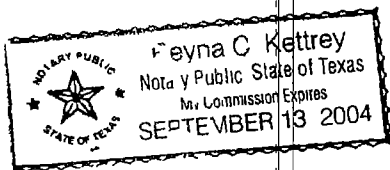
Before me, a Notary Public in and for Dallas County, this day personally appeared, **Russ Wilson** of *The Dallas Morning News*, who, being duly sworn on oath, states that a 2x7 advertisement of a Legal Notice for **Flemming Companies**, appearing in the **Business Section on July 23, 2003 (p. 10D)**, was published in *The Dallas Morning News*.

I hereby swear and affirm that the above-mentioned Texas newspaper has general circulation in the following Texas County Dallas



Russ Wilson, *Account Executive*  
*General Advertising*

SWORN TO and subscribed before me this 24nd day of July, 2003



Notary Public in and for Dallas County, Texas

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re  
Fleming Companies, Inc., et al.<sup>1</sup>  
Debtors

Chapter 11  
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 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' 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 52nd 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, 1135 Avenue of the Americas, New York, New York 10036; (iii) counsel to the Committee c/o Dennis Duane 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. Zaman, 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 deadlines 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 be filed 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 on, 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.bmccorp.net/fleming](http://www.bmccorp.net/fleming).  
Dated July 11, 2003.

Wilmington, Delaware  
PACHULSKI SPANG ZIEHL YOUNG  
JONES & WEINTRAUB PC  
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Co-Counsel for the Debtors and Debtors in Possession

<sup>1</sup> 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 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 Food, Inc. (collectively the Debtors).