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 SALT LAKE CITY, UTAH 84145
 FED TAX I D # 87-0217663

Newspaper Agency Corporation

The Salt Lake Tribune  DESERET NEWS

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PROOF OF PUBLICATION

| CUSTOMER NAME AND ADDRESS | ACCOUNT NUMBER | DATE |
|---|----------------|----------|
| SK ADVERTISING 1204 LANDMARK YARDLEY PA 19067 | SKAD3103-LE | 07/23/03 |

| ACCOUNT NAME | |
|-----------------------------|----------------|
| SK ADVERTISING | |
| TELEPHONE | INVOICE NUMBER |
| 215-321-3103 | 39487401 |
| SCHEDULE | |
| START 07/23/03 END 00/00/00 | |
| CUST. REF. NO. | |
| 2190 | |
| CAPTION | |
| FLEMING COMPANIES INC | |
| SIZE | |
| 109 LINES 3 00 COLUMN | |
| TIMES | RATE |
| | 1.57 |
| MISC. CHARGES | AD CHARGES |
| 00 | 516 13 |
| | TOTAL COST |
| | 516 13 |


AFFIDAVIT OF PUBLICATION

AS NEWSPAPER AGENCY CORPORATION LEGAL BOOKKEEPER, I CERTIFY THAT THE ATTACHED ADVERTISEMENT OF FLEMING COMPANIES INC FOR SK ADVERTISING WAS PUBLISHED BY THE NEWSPAPER AGENCY CORPORATION, AGENT FOR THE SALT LAKE TRIBUNE AND DESERET NEWS, DAILY NEWSPAPERS PRINTED IN THE ENGLISH LANGUAGE WITH GENERAL CIRCULATION IN UTAH, AND PUBLISHED IN SALT LAKE CITY, SALT LAKE COUNTY IN THE STATE OF UTAH

PUBLISHED ON START 07/23/03 END 00/00/00

SIGNATURE 

DATE 07/23/03

 Notary Public
MERRILYN D DORE
 824 West Big Mountain Drive
 Taylorsville Utah 84123
 My Commission Expires
 January 23, 2006
 State of Utah

**THIS IS NOT A STATEMENT BUT A "PROOF OF PUBLICATION"
 PLEASE PAY FROM BILLING STATEMENT.**

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 (MFW)
(Jointly Administered)

NOTICE OF SALE HEARING AND SALE OF ASSETS

This Notice applies only to the following Debtors: Fleming Companies Inc, Fleming Transportation Services Inc, Popsy 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 notice 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 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. (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 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. Christman, Glasden, Apts. State, Mcagher & Finn LLP, Four Times Square, New York, New York 10036 and Kenneth S. Zimm, Simpson, Tischer & Bartel 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 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. (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 of 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, 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.bncorp.net/fleming.
Dated: July 11, 2003

Wilmington, Delaware

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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 Interrelated Companies Inc, Core Mark Mid-Continent Inc, Dunham 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 Services Inc, Food 4 Less Beverage Company Inc, Fudbery, LLC, General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company Inc, Minter, Waxman Co., Popsy 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.)

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| FLEMING COMPANIES INC | |
| SIZE | |
| 109 LINES 3 00 COLUMN | |
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PUBLISHED ON START 07/23/03 END 00/00/00

SIGNATURE 

DATE 07/23/03

 Notary Public
MERRILYN D DORE
 824 West Big Mountain Drive
 Taylorsville Utah 84123
 My Commission Expires
 January 23 2006
 State of Utah

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

Chapter 11
Case No 03 10945 (MFV)
(Jointly Administered)

NOTICE OF SALE HEARING AND SALE OF ASSETS

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Dated: July 13, 2003
Wilmington, Delaware

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Co-Counsel for the Debtors and Debtors in Possession

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