# PROOF OF PUBLICATION

(2015 5 C C P )

## STATE OF CALIFORNIA
## County of San Joaquin

I am a citizen of the United States and a resident of the County aforesaid, I am over the age of eighteen years, and not a part to or interested in the above entitled matter, I am the principal clerk of the printer of the Tracy Press, a newspaper of general circulation, printed and published six times a week on Monday, Tuesday, Wednesday, Thursday, Friday, and Saturday, in the City of Tracy, California, County of San Joaquin, and which newspaper has been adjudged a newspaper of general85 circulation by the Superior Court, Department 4, of the County of San Joaquin, State of California, under the date of June 30,1952, Case Number 53686, that the notice, of which the annexed is a printed copy (set in type not smaller than nonpareil), has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit,

July 24

all in the year 2003

I certify (or declare) under penalty of perjury that the foregoing is true and correct

Dated at Tracy, California, this 25th

day of July 2003

Sylvia G. Holsten

Signature

This space is for the County Clerk's Filing Stamp

Proof of Publication of

Public Notice

Notice of Sale Hearing and Sale of Assets

In re Fleming Companies, Inc , et al ,

Case No 03-10945 (MFW)

# PROOF OF PUBLICATION

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Joaquin } ss

On July 25, 2003 (Date), before me, PATRICIA A SELNA, Notary Public (Name and Title of Officer (e g Jane Doe Notary Public))

personally appeared SYLVIA Q. HOLSTEN (Name(s) of Signer(s))

☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal

PATRICIA A. SELNA
Commission # 1280519
Notary Public - California
San Joaquin County
My Comm Expires Oct 15, 2004

Place Notary Seal Above

Signature of Notary Public
PATRICIA A SELNA

## OPTIONAL

*Though the information below is not required by law it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document*

**Description of Attached Document**

Title or Type of Document _____

Document Date _____ Number of Pages _____

Signer(s) Other Than Named Above _____

**Capacity(ies) Claimed by Signer**

Signer s Name _____

☐ Individual
☐ Corporate Officer — Title(s) _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other _____

Signer Is Representing _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

© 1999 National Notary Association 9350 De Soto Ave PO Box 2402 Chatsworth CA 91313 2402 www nationalnotary org Prod No 5907 Reorder Call Toll Free 1 800 876-6827

# PROOF OF PUBLICATION

(2015 5 C C P )

## STATE OF CALIFORNIA
## County of San Joaquin

I am a citizen of the United States and a resident of the County aforesaid, I am over the age of eighteen years, and not a part to or interested in the above entitled matter, I am the principal clerk of the printer of the Tracy Press, a newspaper of general circulation, printed and published six times a week on Monday, Tuesday, Wednesday, Thursday, Friday, and Saturday, in the City of Tracy, California, County of San Joaquin, and which newspaper has been adjudged a newspaper of general85 circulation by the Superior Court, Department 4, of the County of San Joaquin, State of California, under the date of June 30,1952, Case Number 53686, that the notice, of which the annexed is a printed copy (set in type not smaller than nonpareil), has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit,

July 24

all in the year 2003

I certify (or declare) under penalty of perjury that the foregoing is true and correct

Dated at Tracy, California, this 25th

day of July 2003

Signature

This space is for the County Clerk's Filing Stamp

Proof of Publication of

Public Notice

Notice of Sale Hearing and Sale of Assets

In re Fleming Companies, Inc , et al ,

Case No 03-10945 (MFW)

# PROOF OF PUBLICATION

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Joaquin } ss

On July 25, 2003 (Date), before me, PATRICIA A SELNA, Notary Public (Name and Title of Officer (e g Jane Doe Notary Public)),

personally appeared SYLVIA Q. HOLSTEN (Name(s) of Signer(s)),

☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~ signature(s) on the instrument the person(~~s~~) or the entity upon behalf of which the person(~~s~~) acted, executed the instrument

WITNESS my hand and official seal

PATRICIA A. SELNA
Commission # 1280519
Notary Public - California
San Joaquin County
My Comm. Expires Oct 15 2004

Place Notary Seal Above

Signature of Notary Public
PATRICIA A SELNA

## OPTIONAL

*Though the information below is not required by law it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document*

**Description of Attached Document**

Title or Type of Document _____

Document Date _____ Number of Pages _____

Signer(s) Other Than Named Above _____

**Capacity(ies) Claimed by Signer**

Signer s Name _____

☐ Individual
☐ Corporate Officer — Title(s) _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other _____

Signer Is Representing _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

© 1999 National Notary Association 9350 De Soto Ave PO Box 2402 Chatsworth CA 91313-2402 www nationalnotary org Prod No 5907 Reorder Call Toll Free 1 800 876 6827

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | |
|---|---|
| In re | Chapter 11 |
| Fleming Companies, Inc., et al.,[1] | Case No 03-10945 (MFW) |
| Debtors | (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 L L C ( 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 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 L L P 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 Filip Hilliard 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 & Flom 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 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 as not in the best or 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 a 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 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. (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 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 Procedure Order are available online at www bmccorp net/fleming

Dated July 11 2003
Wilmington Delaware

PACHULSKI STANG ZIEHL YOUNG JONES & WEINTRAUB P C
Laura Davis Jones (Bar No 2436)
Iris D Kharasch (CA Bar No 109084)
Scotta E McFarland (Bar No 4184)
Christopher J Lhuler (Bar No 3850)
919 North Market Street 16th Floor
P O Box 8705
Wilmington Delaware 19899 8705
(302) 652-4100

KIRKLAND & ELLIS LLP
James H M Sprayregen P C (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 9400

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 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 Foodservice Inc General Acceptance Corporation Head Distributing Company Marquest 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 )