

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	Chapter 11
FLEMING COMPANIES, INC. ¹	Case Nos. 03-10945 (MFW)
Debtor	(Jointly Administered)
	Hearing Date: August 4, 2003 at 11:30 a.m.

**LIMITED OBJECTION TO PROPOSED SALE OF DEBTOR'S ASSETS TO
C&S WHOLESALE GROCERY, INC. AND C&S ACQUISITION, LLC FREE
AND CLEAR OF INTERESTS AND NOTICE OF ADMINISTRATIVE CLAIMS**


Shawn S. Bailey, Steve A. Bond, Joseph Dale Bove, Larry A. Bovee, David Brandon Boyles, Roger Brown, Candace Chilcott, Jeffrey Dower, Emigdio Gonzalez, Steven D. Greene, Paul Henry Iott, Paul Laurell, Yolanda Medina, Ken Alan Merryweather, Ted Robert McCaughey, Michael McGilberry, Larry Palmer, James Salazar, Scott Schaeppi, Kristi Ann Smith, Joseph Stiggins, Victoria Lee Johnson Stubbs, Hector Tarin, Michael A. Thibault, Marty Galen Timm, and Robert Warrington (collectively referred to as the "Objecting Terminated Salaried Employees" or "OTSE") by and through their undersigned counsel, respectfully submits this limited objection and

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, 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 Foods, Inc.

notice of administrative claims. The Objecting Terminated Salaried Employees object to the proposed sale of the Debtor's assets to C&S Wholesale Grocery, Inc. and C&S Acquisitions, LLC., to limited extent that the proposed sale may be deemed or construed to limit, or impact the priority in any way, claims of the OTSEs against the Debtor(s) or the assets of the Debtor(s), including but not limited to the proceeds from the proposed sale.

Each of the Objecting Terminated Salaried Employees alleges an administrative claim entitled to priority under Sections 503(b) and 507(a)(1) of the United States Bankruptcy Code arising from unpaid severance pay earned post-petition and claims a right to payment from the assets of the Debtor, including, but not limited to, the proceeds of the proposed sale.

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