

# EXHIBIT E

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
Fleming Companies, Inc., et al., <sup>1</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	

**AFFIDAVIT OF SERVICE RE:**

**NOTICE OF SALE HEARING AND SALE OF ASSETS**

I, Myrtle H. John, state as follows:

1. I am over eighteen years of age and I believe the statements contained herein are true based on my personal knowledge. My business address is c/o Bankruptcy Management Corporation, 1330 East Franklin Avenue, El Segundo, California 90245.


2. On July 11, 2003, at the direction of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel for the Debtors and Debtors in Possession, I caused service of the above-referenced document, a copy of which is attached hereto as Exhibit 1, to be effected on the parties listed in Exhibit 2. Those parties who have filed requests for special notice are referenced as Service List 4352 and the Affected Parties are referenced as Service List 4344.

<sup>1</sup> 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.; CM Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favor 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; Marquis Ventures Company, Inc.; Minter-Weisman Co.; Figgly Wiggy Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richstar Foods, Inc.

3. such service was effected via first-class mail and deposited with the United States Postal Service with postage thereon fully prepaid.

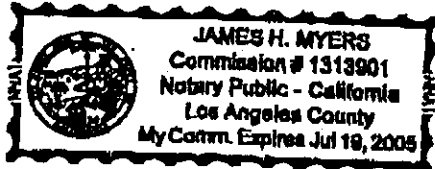
I declare under penalty of perjury that the foregoing is true and correct.

DATED: July 15, 2003  
El Segundo, California

  
Myrtle H. John

State of California        )  
  ) ss  
County of Los Angeles    )

Personally appeared before me on July 15, 2003, Myrtle H. John, an individual, known to me to be the person who executed the foregoing instrument and acknowledged the same.



  
James H. Myers  
My Commission Expires July 19, 2005

**EXHIBIT 1**

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 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 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, 153 East 53<sup>rd</sup> 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 Dunno, 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, Mcagher & 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. (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 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 the 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, 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 Qualified 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).

PLEASE BE FURTHER ADVISED that, the Bankruptcy Court has yet to approve the form of this Notice and if there are any material changes from this Notice after it is considered by the Bankruptcy Court on July 17, 2003, you will receive a Supplemental Notice.

Wilmington, Delaware  
Dated: July 11, 2003

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.  
Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
Scott E. McFarland (Bar No. 4184)  
Christopher J. Lhulier (Bar No. 3850)  
919 North Market Street, 16<sup>th</sup> 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. Wynn (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) 680-8400

Co-Counsel for the Debtors and Debtors in Possession

The Debtors are the following entities: Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Madots, Inc.; ABCO Realty Corp.; ABE Office Automation, Inc.; CM 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.; Fectore, Inc.; General Acceptance Corporation; Head Distributing Company; Marquis Ventures Company, Inc.; Mister-Wright's Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc. (collectively, the "Debtors").

Exhibit 2 - Fleming Mailing

Svc Lst Name and Address of Served Party

- 4344 KBLM FOOD, INC, 4233 LAKE AVE, BLASDELL, NY 14219
- 4344 KBLM FOODS, INC, DBA BLASDELL JUBILEE FOODS, 4233 LAKE AVE, BLASDELL, NY 14219
- 4344 KC AREA RETAIL FOOD STORES EMPLOYEES PENSION FUND, 301 E ARMOUR BLVD, STE 315, KANSAS CITY, MO 64111
- 4344 KC INVESTORS, LLC, ATTN: MR JOHN LATSHAW, CHIEF MANAGER, #3 DUNFORD CIRCLE, KANSAS CITY, MO 64412
- 4344 KEANSBURG TAX ASSESSOR, 29 CHURCH ST, KEANSBURG, NJ 07734-1441
- 4344 KEARNEY PALMS, L L C, THOMAS BEGGS, 1185 W SHAW AVE STE C, FRESNO, CA 93711
- 4344 KEARNY COUNTY TREASURER, PO BOX 146, LAKIN, KS 67860-0146
- 4344 KEARNY TREASURER, 402 KEARNY AVE, KEARNY, NJ 07032-2604
- 4344 KEEBLER COMPANY, ONE HOLLOW TREE LANE, ELMHURST, IL 60126-1581
- 4344 KEENE ASSESSOR OFFICE, MAIN, KEENE, NY 12942
- 4344 KEENE CITY REVENUE COLLECTION, 3 WASHINGTON ST, KEENE, NH 03431-3147
- 4344 KEENE FINANCE DEPT, 3 WASHINGTON ST FL 3, KEENE, NH 03431-3147
- 4344 KEENE, LLC, C/O WILLIAM D POWELL, PC, 400 MARKET SQUARE 401 LOCUST ST, COLUMBIA, MO 65201
- 4344 KEENER TOWNSHIP ASSESSOR, 10771 N STATE ROAD 10, DEMOTTE, IN 46310-9427
- 4344 KEIL'S FOOD STORES, 3015 CLAIRMONT DR, SAN DIEGO, CA 92117
- 4344 KEISER TREASURERS OFFICE, PO BOX 138, KEISER, AR 72351-0138
- 4344 KEITH COUNTY TREASURER, PO BOX 239, OGALLALA, NE 69153-0239
- 4344 KEITH DICKERSON, 1308 CONCORD LANE, EDMOND, OK 73003
- 4344 KEITH H NELSON, ATTN: PAM NELSON-LANE, ROANOKE SHPG CTR 1116 MAIN ST, ROANOKE, AL 362741362
- 4344 KEITH LARSON, ATTN: DON LARSON, HWY 7, S HWY 7, SOUTH, WATER VALLEY, MS 39985
- 4344 KEITH MILLIGAN, ATTN: FRED COPELAND, 1857 LEE RD, #318, SMITHS, AL 36877
- 4344 KEITH MILLIGAN, ATTN: JT MILLIGAN, 3745-C US HWY 80, W 3745 C US HWY 80, W, PHENIX CITY, AL 36867
- 4344 KEITH MILLIGAN, ATTN: KEITH MILLIGAN, 3745-C US HWY 80, W 3745 C US HWY 80, W, PHENIX CITY, AL 36867
- 4344 KEITH WHITE, 780 E MAIN, HYRUM, UT 84319
- 4344 KELLER TAX OFFICE, PO BOX 770, KELLER, TX 76244-0770
- 4344 KELLI FRANKLIN, 103 HERITAGE LANE APT 313, DENTON, TX 76209
- 4344 KELLOGG COMPANY, ONE KELLOGG SQUARE, PO BOX 3599, BATTLE CREEK, MI 49016-3599
- 4344 KELLOGG SALES COMPANY, ONE KELLOGG SQUARE, BATTLE CREEK, MI 49016-6399
- 4344 KELLOGG SALES COMPANY, ONE KELLOGG SQUARE, BATTLE CREEK, MI 49016-3599
- 4344 KELLY FEES CORP, 2800 BURLINGTON ST, KANSAS CITY, MO 64116-3019
- 4344 KELLY LEJEUNE, ATTN: KELLY LEJEUNE, 1705 POINCIANA 1705 POINCIANA, MAMOU, LA 705542100
- 4344 KELSO CITY FINANCE DEPT, 109 ALLEN ST, KELSO, WA 98626-3401
- 4344 KEMPER COUNTY TAX ASSESSOR, PO BOX 328, DE KALB, MS 39328-0328
- 4344 KEMPS, INC, DONALD KEMP, 106 SPRING ST, ASHLAND CITY, TN 37015
- 4344 KEN SALAZAR, COLORADO, DEPT OF LAW, 1525 SHERMAN ST, DENVER, CO 80203
- 4344 KEN SMITH, IOWA TURKEY PRODUCTS INC, CONTROLLER, PO BOX 339, POSTVILLE, IA 52162
- 4344 KENAI PENINSULA FINANCE DEPT, 144 N BINKLEY ST, SOLDOTNA, AK 99669-7520
- 4344 KENDALL COUNTY AUDITOR, 204 E SAN ANTONIO # 8, BOERNE, TX 78006-2034
- 4344 KENDALL COUNTY TREASURER, 111 W FOX RD, YORKVILLE, IL 60580-1621
- 4344 KENDALLVILLE CLERK TREASURER, 234 S MAIN ST, KENDALLVILLE, IN 46765-1718
- 4344 KENEDY COUNTY TAX ASSESSOR, PO BOX 128, SARITA, TX 78385-0129
- 4344 KENEDY COUNTY TREASURER, PO BOX 1518, SARITA, TX 78385
- 4344 KENEXA TECHNOLOGY, 630 E SWEDSPOND RD, WAYNE, PA 18607
- 4344 KENILWORTH BOARD OF ASSESSORS, 567 BOULEVARD, KENILWORTH, NJ 07033-1854