

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Fleming Companies, Inc., <u>et al.</u> , ¹) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)
) Response Due By March 18, 2004 at 4:00 p.m. EST
) Hearing Date March 25, 2004 at 10:30 a.m. EST

**NOTICE OF HEARING ON DEBTORS' SECOND OMNIBUS
OBJECTION TO CLAIMS (SUBSTANTIVE)**

PLEASE TAKE NOTICE that, on January 31, 2004, the Debtors filed their Second Omnibus Objection to Claims (the "Second Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing your claim or claims for the reasons noted.

IF YOU CONTEST THE RELIEF SOUGHT IN THE SECOND OMNIBUS OBJECTION, YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, **on or before March 18, 2004 at 4:00 p.m. prevailing Eastern Time.** At the same time, you must also serve a copy of the response upon the Debtors' attorneys at **Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, IL 60601, Attn: William Hurley; and Pachulski, Stang, Ziehl, Young,**

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.

Jones & Weintraub, P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Laura Davis Jones, so as to be received on or before March 18, 2004 at 4:00 p.m. prevailing Eastern Time. It is likely that only those responses

timely filed with the Court and received by the above-listed counsel in accordance with this notice will be considered by the Court.

A HEARING ON THE SECOND OMNIBUS OBJECTION WILL BE HELD ON **March 25, 2004 at 10:30 a.m. prevailing Eastern Time** before The Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, Delaware (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the Second Omnibus Objection: (a) those who have filed claims that are affected by the Second Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the Second Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, reduced or modified by virtue of the relief sought in the Second Omnibus Objection.

Any response filed with the Court must contain, at a minimum, the following:

² The Office of the United States Trustee, Counsel for the Creditors' Committee, Counsel for the Debtors' prepetition lenders and the 2002 List will receive, in addition to a copy of the Second Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain complete copies of the Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC") at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>.

- (a) A caption setting forth the name of the court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the Second Omnibus Objection;
- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtors' claims agent, upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
- (e) The address to which the Debtors must serve any reply to the response; and
- (f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on behalf of the claimant.

Any party's failure to timely file a response to an objection to a claim that is contained in the Second Omnibus Objection shall be deemed a waiver of that party's right to respond to the Second Omnibus Objection as it relates to that claim and constitute consent to the relief requested in the Second Omnibus Objection with respect to such claim.

The Debtors reserve the right to (a) seek an adjournment of the Claims Hearing with respect to one or more of the objections contained in the Second Omnibus Objection as stated in open court, (b) file and serve, at their discretion, a reply to any response filed by any claimant and (c) to object, in the future, to any of the claims set forth in the Second Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

Any party may obtain a copy of the Second Omnibus Objection and/or all Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC") at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>. If

you have any questions regarding your claim(s), please contact the Fleming Claims Hotline at 972-535-7149.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE SECOND OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: January 31, 2004

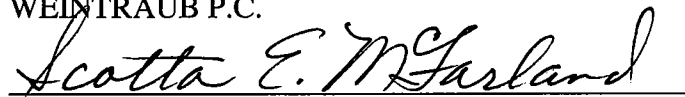
Respectfully submitted,

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Co-Counsel for the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
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Fleming Companies, Inc., <u>et al.</u> , ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	Response Due March 18, 2004 by 4:00 p.m. EST
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DEBTORS' SECOND OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)²

The above-captioned debtors and debtors in possession (the "Debtors"), by and through their undersigned counsel, file this Second Omnibus Objection to Claims (the "Second Omnibus Objection"). In support of this Second Omnibus Objection, the Debtors state the following:

JURISDICTION

1. This Court has jurisdiction over the Second Omnibus Objection pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2)(A) and (O).

2. The bases for the relief requested are 11 U.S.C. §§ 105(a), 502 and 507 and Federal Rule of Bankruptcy Procedure 3007.

BACKGROUND

3. On April 1, 2003 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") 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.

² This Second Omnibus Objection should be read in conjunction with the exhibits attached hereto and the Declaration of Michael K. Scott in Support of the Debtors' Second Omnibus Objection to Claims (Substantive).

commenced the above-captioned cases (the "Chapter 11 Cases"). The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 14, 2003, the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in these Chapter 11 Cases.

4. On June 10, 2003, the Debtors filed a motion (the "Bar Date Motion") for an order pursuant to sections 105(a), 501, 502 and 1111(a) of the Bankruptcy Code and Rules 2002(a)(7), 3003(c)(3) and 5005(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), establishing a bar date for filing proofs of claim and proofs of interest and approving the form and manner of notice thereof.

5. On June 25, 2003, following a hearing on the Bar Date Motion, the Court entered an order fixing the bar date for filing proofs of claim (the "Bar Date Order"). Under the Bar Date Order, all entities, other than governmental units and certain specified entities which were excluded from the Bar Date Order, were required to file prepetition claims no later than September 15, 2003 (the "General Bar Date"). All governmental units were required to file prepetition claims no later than October 1, 2003 (the "Governmental Unit Bar Date").

6. Pursuant to the Bar Date Order, the Debtors served notice of the bar date (the "Bar Date Notice") along with a customized proof of claim form at least forty-five (45) days before the Bar Date on all known persons and entities holding claims and/or interests in the Debtors, by first class mail, postage prepaid. In addition, the Debtors published the Bar Date Notice at least forty-five (45) days before the Bar Date in the The Wall Street Journal (national), The New York Times (national), USA Today (national), USA Today (worldwide), International Herald Tribune (worldwide), and Toronto Globe and Mail (international).

THE OBJECTION AND REQUEST FOR RELIEF

7. To date, tens of thousands of proofs of claim have been filed against the Debtors in these Chapter 11 Cases. The Debtors are objecting to approximately 85 claims in this Second Omnibus Objection.

8. By this Second Omnibus Objection and for the reasons described herein, on the exhibits attached hereto and in the Declaration of Michael K. Scott in Support of Debtors' Second Omnibus Objection to Claims (the "Scott Declaration"), the Debtors seek disallowance or reclassification and/or reduction of the claims set forth herein and on the exhibits attached hereto:

- (a) The claims set forth on Exhibit A are claims asserted by current or former customers pursuant to a contract with the Debtors. The applicable claimant has entered into a written agreement with the Debtors in which the claimant has either waived or withdrawn such claim (the "No Liability Customer Claims");
- (b) The claim set forth on Exhibit B is a claim asserted by one of the Debtors' former landlords pursuant to a lease that has been assumed, assigned and cured and, therefore, is a claim for which the Debtors have no liability (the "No Liability Real Estate Claim");
- (c) The claims set forth on Exhibit C are claims filed for amounts that exceed the amount reflected on the Debtors' books and records and/or seek a priority of payment that is not supported by applicable law (the "Reduce and/or Reclassify Claims");
- (d) The claims set forth on Exhibit D are lease rejection damages claims filed as priority claims and/or filed for amounts that exceed the limitation imposed on such claims in 11 U.S.C. § 502(b)(6) (the "Lease Rejection Damages Claims");
- (e) The claims set forth on Exhibit E are claims that have been filed without documentation sufficient to enable the Debtors to evaluate the merits and/or the priority of the claim asserted ("Insufficient Documentation Claims").

The No Liability Customer Claims (Exhibit A)

9. The Debtors object to the No Liability Customer Claims³ pursuant to section 502(b)(1) of the Bankruptcy Code because the Debtors believe that a signed agreement between the parties has resulted in the withdrawal or waiver of the applicable claim.⁴ Should the parties agree that there is not a signed written agreement which resulted in the waiver or withdrawal of the applicable claim, additional analysis will be required. The Debtors give notice here that, should such circumstance arise, they will request leave, pursuant to applicable local and Bankruptcy Court rules, to amend their objection to raise any additional arguments to the validity of the applicable claim. Such amended or new objection will be filed and noticed in a manner consistent with applicable local and Bankruptcy Court rules and in a manner convenient to the Debtors, the applicable creditor, and this Court.

10. Therefore, the Debtors seek an order providing that the No Liability Customer Claims listed on Exhibit A are disallowed.

The No Liability Real Estate Claim (Exhibit B)

11. The Debtors object to the No Liability Real Estate Claim listed on Exhibit B pursuant to section 502(b)(1) of the Bankruptcy Code because the claim is not enforceable against the Debtors or their property under applicable law as the claim relates to a lease that has been assumed and assigned and all cure amounts paid. Therefore, the Debtors seek an order providing that the No Liability Real Estate Claim listed on Exhibit B is disallowed.

³ Because these agreements often do not refer to the specific claim number that has been assigned by the Debtors' official claims and notice agent, the Debtors object to such claims in this Second Omnibus Objection so as to obtain an order which refers to claims by claim number so that the Debtors' claims agent can update the Debtors' official claims register.

⁴ Attaching copies of each relevant agreement would increase the cost of mailing, could result in the inadvertent disclosure of information deemed confidential by the parties and would not provide any additional benefit to creditors other than the specific creditor affected. Therefore, the Debtors will provide a copy of the agreement which serves as the basis of their objection to that creditors' claim to each affected creditor under separate cover. If such creditor files a response to this Second Omnibus Objection, the Debtors will file a copy of such agreement as an attachment to their reply (taking all steps necessary to protect information they deem to be confidential). Should any creditor believe that confidential information is contained in an agreement, such creditor should contact the Debtors in advance of the Response Deadline to discuss appropriate actions to be taken to protect such confidential information.

The Reduce and/or Reclassify Claims (Exhibit C)

12. The Debtors object to the Reduce and/or Reclassify Claims listed on Exhibit C pursuant to sections 502(b)(1), 503(b) and 507(a) of the Bankruptcy Code because the claims are either (a) asserted in amounts that exceed the amounts reflected on the Debtors' books and records and/or (b) have been asserted in a priority that is not supported by applicable law.⁵

13. The Debtors' objections to priority of payment which are included on Exhibit C are made, as applicable, on the basis, among others, that the claims to which such objections relate:

- (a) are not entitled to administrative priority under section 503(b) of the Bankruptcy Code because they are not
 - (i) the actual, necessary costs and expenses of preserving the Debtors' estates;
 - (ii) qualifying tax claims pursuant to section 503(b)(1)(B) or (C);
 - (iii) actual, necessary costs and expenses, other than compensation and reimbursement pursuant to section 503(b)(3);
 - (iv) reasonable compensation for services rendered pursuant to section 503(b)(4) or (5); or
 - (v) otherwise allowable under section 503(b); and/or
- (b) are not secured claims because they are not
 - (i) secured by liens on any property in which the Debtors have an interest; or
 - (ii) subject to setoff under section 553 of the Bankruptcy Code; and/or
- (c) are not priority claims because they are not

⁵ The Debtors have prepared detailed reconciliation files which serve as the basis of each objection listed on Exhibit C. The information contained in such files is voluminous and the attachment of the same to this Second Omnibus Objection (resulting in the service of all documentation on all service parties) would be expensive to the Debtors and would not provide any additional information that is valuable to parties other than the affected creditor. Therefore, The Debtors will provide to each creditor listed on Exhibit C, under separate cover, an informational package that contains a detailed description of their reconciliation of the applicable claim. If such creditor files a response to this Second Omnibus Objection, the Debtors will file a copy of such informational package as an attachment to their reply.

- (i) unsecured claims allowable under section 507(a)(2) and section 502(f) of the Bankruptcy Code;
- (ii) allowed unsecured claims incurred within 90 days before the Petition Date under section 502(a)(3) of the Bankruptcy Code;
- (iii) allowed unsecured claims for contributions to an employee benefit plan under section 502(a)(4) of the Bankruptcy Code; or
- (iv) unsecured claims otherwise allowed under section 502(a) of the Bankruptcy Code.

14. Therefore, the Debtors seek the entry of an order which provides that the Reduce and/or Reclassify Claims listed on Exhibit C are reduced and/or reclassified as indicated on Exhibit C.

Lease Rejection Damages Claim (Exhibit D)

15. Section 502(b)(6) of the Bankruptcy Code limits on the allowed claim for damages resulting from the rejection of an unexpired lease of real property. Section 502(b)(6) provides that a properly filed lease rejection damages claim is deemed allowed except to the extent “such claim exceeds—(A) the rent reserved by such lease, without acceleration, for the greater of one year, or 15 percent, not to exceed three years, of the remaining term of such lease, following the earlier of—(i) the date of the filing of the petition; and (ii) the date on which such lessor repossessed, or the lessee surrendered, the leased property; plus (B) any unpaid rent due under such lease, without acceleration, on the earlier of such dates.” 11 U.S.C. § 502(b)(6).

16. The claims listed on Exhibit D are claims for lease rejection damages. The Debtors have calculated their liability for such lease rejection damages considering the limitations on such claims imposed by section 502(b)(6) of the Bankruptcy Code and object to the Lease Rejection Damages Claims listed on Exhibit D⁶ because the amount of such claims

⁶ The Debtors have prepared detailed reconciliation files which serve as the basis of each objection listed on Exhibit D. The information contained in such files is voluminous and the attachment of the same to this Second Omnibus Objection (resulting in the service of all documentation on all service parties) would be expensive to the Debtors and would not provide any additional information that is valuable to parties other than the affected creditor. Therefore, The Debtors will

(Continued...)

exceeds the amount permitted under section 502(b)(6) of the Bankruptcy Code and/or such claim has been asserted for a priority of payment that is not supported by applicable law.⁷

17. Therefore, the Debtors request the Court enter an order providing that the Lease Rejection Damages Claims listed on Exhibit D are reduced and/or reclassified as indicated on Exhibit D.

Insufficient Documentation Claims (Exhibit E)

18. The Debtors object to the Insufficient Documentation Claims listed on Exhibit E pursuant to section 502(b)(1) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3001(c) ("Rule 3001(c)") because the creditor filing such claim has failed to attach documentation sufficient to allow the Debtors to evaluate the merits of the claim and/or such creditor's entitlement to the priority asserted.⁸ Creditors filing such proofs of claim have failed to comply with Rule 3001(c) which requires, in pertinent part, that "when a claim, or an interest in property of the Debtor securing the claim, is based on a writing, the original or a duplicate shall be filed with the proof of claim." Fed. R. Bankr. P. 3001(c). Therefore, the Debtors seek the entry of an order which provides that the Insufficient Documentation Claims set forth on Exhibit E are disallowed.

RESERVATION

19. The Debtors reserve the right, where necessary, upon leave being granted, to file a reply to any response that is filed with respect to this Second Omnibus Objection.

provide to each creditor listed on Exhibit D, under separate cover, an informational package that contains a detailed description of their reconciliation of the applicable claim. If such creditor files a response to this Second Omnibus Objection, the Debtors will file a copy of such informational package as an attachment to their reply.

⁷ Following a review of the applicable claims and supporting documentation, the Debtors have been unable to determine any basis for an assertion of a Lease Rejection Damages Claim as a secured, administrative or priority claim. The Debtors reserve their right to amend their objection to contest an allegation of secured, administrative or priority status of such claim in the event that the applicable claimant provides additional detail to support such contention.

⁸ Before the hearing on this matter, the Debtors will attempt to contact the claimants asserting the Insufficient Documentation Claims to discuss the required documentation.

20. The Debtors further reserve the right, consistent with the local rules of this Court, orders of the Court, and any other applicable law, to object in the future to any of the claims listed in this Second Omnibus Objection or the exhibits hereto on any ground, and to amend, modify and/or supplement this Second Omnibus Objection, including, without limitation, to object to amended claims and newly-filed claims. Separate notice and hearing will be scheduled for any such objection.

21. Notwithstanding anything contained in this Second Omnibus Objection or the exhibits, nothing herein shall be construed as a waiver of any rights that the Debtors may have (a) to bring avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, 11 U.S.C. § 547, against the holders of claims subject to the Second Omnibus Objection; or (b) to exercise its right of setoff against the holders of such claims relating to such avoidance actions.

NOTICE

22. The Debtors' noticing agent, Bankruptcy Management Corporation ("BMC"), will serve copies of this Second Omnibus Objection (with all exhibits) on (a) the Office of the United States Trustee, (b) counsel for the Creditors' Committee, (c) counsel for the Debtors' prepetition lenders, and (d) on all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").

23. BMC will serve a copy of the Second Omnibus Objection and customized notices that summarize claim-specific detail exactly as reflected on the exhibit on which such creditor is listed (the "Customized Notice") upon those creditors who have filed claims that are affected by the Second Omnibus Objection in lieu of serving all exhibits on each such affected creditor.⁹ A

⁹ The exhibits are voluminous and include details of objections to numerous claims and mailing of the same would be expensive to the Debtors, would not provide any additional information valuable to the affected creditor and would increase the risk of creditor confusion.

sample Customized Notice is attached hereto as Exhibit F. Any party may obtain a copy of the Second Omnibus Objection and/or the exhibits thereto by requesting the same from BMC at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>.

24. The Debtors submit that notice of this Second Omnibus Objection is sufficient under Rule 3007 of the Federal Rules of Bankruptcy Procedure and Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware and that no further notice is necessary.

25. Additionally, the Debtors, by and through their counsel, state that the Second Omnibus Objection and related exhibits attached hereto comply with Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware.

NO PREVIOUS REQUEST

26. No previous request for the specific relief set forth herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order disallowing, reclassifying and/or reducing each of the claims as requested in this Second Omnibus Objection and/or listed on the exhibits attached hereto.

Wilmington, Delaware
Dated: January 31, 2004

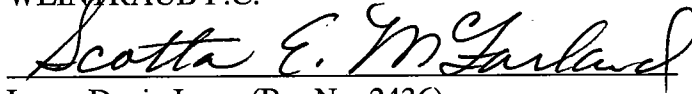
Respectfully submitted,

KIRKLAND & ELLIS LLP

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Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT A

No Liability Customer Claims

Case No. 03-10945 (MFV)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Reason For Disallowance*
		Secured	Administrative	Priority	Unsecured	Total
ALBRECHT FOODS INC C/O ERIC N MATHISON ESQ PO Box 3262 YON BRIESEN MILWAUKEE, WI 53201-3262	11419	\$0.00	\$0.00	\$1,358,686.66	\$0.00	\$1,358,686.66
						Written agreement waiving or withdrawing claim.
BALL PARK FOODS CORP C/O HOPE PLAZA THRIFTWAY 22ND & LEHIGH AVE PHILADELPHIA, PA 19132	7822	\$0.00	\$2,500.00	\$0.00	\$19,103,669.87	\$19,106,169.87
						Written agreement waiving or withdrawing claim.
BEDROS INC C/O DRESHERTOWN SHOP N BAG 1650 LINCOLN PIKE DRESHER, PA 19025	7801	\$0.00	\$14,500.00	\$0.00	\$2,306,207.70	\$2,320,707.70
						Written agreement waiving or withdrawing claim.
BIG 8 FOODS LTD JAMES W BREWER 221 NORTH KANSAS STE 1700 KEMP S EL PASO, TX 79901-1441	10415	\$0.00	\$0.00	\$0.00	\$5,844,852.00	\$5,844,852.00
						Written agreement waiving or withdrawing claim.
BISHOP & BISHOP INC C/O BISHOPS THRIFTWAY PO Box 118 RTE 22 WHITEHOUSE STATION, NJ 8889	7819	\$0.00	\$3,500.00	\$0.00	\$177,000.00	\$180,500.00
						Written agreement waiving or withdrawing claim.
BOHEIM INC C/O HEIM'S THRIFTWAY SHOP N BAG 150 W BROWNING R BELLMAWR, NJ 8031	8925	\$0.00	\$0.00	\$45,890.00	\$29,085.85	\$74,975.85
						Written agreement waiving or withdrawing claim.
C & B SUPERMARKET INC C/O RICHBORO SHOP N BAG 1025 N 2ND ST RICHBORO, PA 18954	7807	\$0.00	\$43,000.00	\$0.00	\$103,819.77	\$146,819.77
						Written agreement waiving or withdrawing claim.
CREATIVE SUPERMARKET OF NJ INC C/O MANTUA SHOP N BAG WOODBURY & GLASSBORO RD TI SEWELL, NJ 8080	7804	\$0.00	\$7,200.00	\$0.00	\$48,357.01	\$55,557.01
						Written agreement waiving or withdrawing claim.

No Liability Customer Claims

Case No. 03-10945 (MEV)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Reason For Disallowance*	
		Secured	Administrative	Priority	Unsecured		Total
D/M FOODS INC C/O DUBLIN SHOP N BAG 161 MAIN ST DUBLIN, PA 18917	7820	\$0.00	\$69,800.00	\$0.00	\$20,970.02	\$90,770.02	Written agreement waiving or withdrawing claim.
FEOLI MARKET 43RD LLC C/O UNIVERSITY THRIFTWAY 4301 WALNUT ST PHILADELPHIA, PA 19104	7813	\$0.00	\$2,000.00	\$0.00	\$174,200.11	\$176,200.11	Written agreement waiving or withdrawing claim.
FEOLI SUPERMARKETS LLC C/O FEOLIS THRIFTWAY 5000 NORTH CRESCENT BLVD PENNSAUKEN, NJ 8109	7815	\$0.00	\$2,000.00	\$0.00	\$176,693.54	\$178,693.54	Written agreement waiving or withdrawing claim.
FOOD EMPORIUM INC C/O DUTTON MILL SHOP N BAG 152 PENNELL RD ASTON, PA 19014	7802	\$0.00	\$1,500.00	\$0.00	\$3,115,092.00	\$3,116,592.00	Written agreement waiving or withdrawing claim.
FOOD GIANT INC MARK S LICHTENSTEIN 1290 AVE OF THE AMERICAS BRY NEW YORK, NY 10104	13408	\$0.00	\$0.00	\$3,777,176.00	\$3,777,176.00	\$7,554,352.00	Written agreement waiving or withdrawing claim.
FOOD LINE MANAGEMENT CO C/O PORT RICHMOND THRIFTWAY 2497 ARAMINGO AVE PHILADELPHIA, PA 19125	7814	\$0.00	\$1,500.00	\$0.00	\$5,681,604.00	\$5,683,104.00	Written agreement waiving or withdrawing claim.
FS FOODS SOUTH INC C/O SOUTH SQUARE THRIFTWAY 2221 SOUTH ST PHILADELPHIA, PA 19146	8922	\$0.00	\$4,625.00	\$0.00	\$932,361.14	\$936,986.14	Written agreement waiving or withdrawing claim.
GES INC MARK S LICHTENSTEIN 1290 AVE OF THE AMERICAS BRY NEW YORK, NY 10104	13777	\$0.00	\$0.00	\$0.00	\$1,762,869.00	\$1,762,869.00	Written agreement waiving or withdrawing claim.
GIUNTA'S MARKET INC C/O GIUNTA'S THRIFTWAY 700 DOWNINGTON PIKE EAST WEST CHESTER, PA 19380	7805	\$0.00	\$2,000.00	\$0.00	\$1,089,840.00	\$1,091,840.00	Written agreement waiving or withdrawing claim.

* No Liability Customer Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

No Liability Customer Claims

Name and Address of Claimant	Claim Number	Claim Amount				Reason For Disallowance*
		Secured	Administrative	Priority	Unsecured	Total
GREAT SCOT SUPERMARKET INC C/O GREAT SCOTS RITTENHOUSE MARKET 1733 SPRUCE S PHILADELPHIA, PA. 19103	8924	\$0.00	\$0.00	\$4,130.00	\$1,053,709.80	\$1,057,839.80
						Written agreement waiving or withdrawing claim.
GREENWICH GROCERY CO INC C/O FUNARI'S HARMONY THRIFTWAY 401 HARMONY RD GIBBSTOWN, NJ 8027	7811	\$0.00	\$5,737.00	\$0.00	\$318,913.00	\$324,650.00
						Written agreement waiving or withdrawing claim.
HOLIDAY SUPERMARKETS INC C/O MAYFAIR SHOP N BAG 6499 SACKETT ST MAYFAIR PHILADELPHIA, PA. 19149	8923	\$0.00	\$0.00	\$3,500.00	\$5,143,571.37	\$5,147,071.37
						Written agreement waiving or withdrawing claim.
JORAJA INC C/O CRYSTAL LAKE THRIFTWAY 413 CRYSTAL LAKE AVE HADDON FIELD, NJ 8033	7806	\$0.00	\$75,790.00	\$0.00	\$373,841.00	\$449,631.00
						Written agreement waiving or withdrawing claim.
KAY FOOD COMPANIES LLC STEPHEN W RAGLAND ESQ 100 PEABODY PL #900 MEMPHIS, TN 38103	11476	\$288,000.00	\$0.00	\$0.00	\$0.00	\$288,000.00
						Written agreement waiving or withdrawing claim.
KAYE GROCERY HOLDINGS INC STEPHEN W RAGLAND ESQ 100 PEABODY PL 900 MEMPHIS, TN 38103	10537	\$489,000.00	\$0.00	\$0.00	\$0.00	\$489,000.00
						Written agreement waiving or withdrawing claim.
KAYE RETAIL GROUP LLC STEPHEN W RAGLAND ESQ 100 PEABODY PL 900 MEMPHIS, TN 38103	10543	\$837,000.00	\$0.00	\$0.00	\$0.00	\$837,000.00
						Written agreement waiving or withdrawing claim.
KEIL'S FOOD STORES C/O MICHAEL E BUSCH ESQ 401 B ST STE 1500 PYLE SAN DIEGO, CA. 92101	7792	\$0.00	\$0.00	\$600,000.00	\$0.00	\$600,000.00
						Written agreement waiving or withdrawing claim.

No Liability Customer Claims

Case No. 03-10945 (NFEV)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Total	Reason For Disallowance*
		Secured	Administrative	Priority	Unsecured		
KELL'S FOOD STORES A CALIFORNIA CORP C/O MICHAEL E BUSCH ESQ 401 B ST STE 1500 PYLE SAN DIEGO, CA 92101	13979	\$0.00	\$0.00	\$0.00	\$600,000.00	\$600,000.00	Written agreement waiving or withdrawing claim.
KENWOOD FOODS INC PLAZA MANAGEMENT COMP 15 S 13TH AVE E DULUTH, MN 55805	13546	\$0.00	\$0.00	\$0.00	\$1,172,157.24	\$1,172,157.24	Written agreement waiving or withdrawing claim.
KOS FOOD CORP C/O STRAWBERRY SQUARE THRIFTWAY 22ND ST & LEHIGH PHILADELPHIA, PA 19132	7823	\$0.00	\$2,500.00	\$0.00	\$2,353,387.99	\$2,355,887.99	Written agreement waiving or withdrawing claim.
LANDIS SUPERMARKET INC C/O LANDIS THRIFTWAY 2685 COUNTY LINE RD TELFORD, PA 18969	7812	\$0.00	\$65,255.00	\$0.00	\$1,603,353.87	\$1,668,608.87	Written agreement waiving or withdrawing claim.
LEO MALL MARKETS INC C/O HOPE PLAZA THRIFTWAY 22ND & LEHIGH AVE PHILADELPHIA, PA 19132	7824	\$0.00	\$2,500.00	\$0.00	\$91,383.46	\$93,883.46	Written agreement waiving or withdrawing claim.
LIBERTY FOOD STORES INC C/O RISOLDI THRIFTWAY 3100 QUAKERBRIDGE RD TRENTON, NJ 8619	7816	\$0.00	\$2,000.00	\$0.00	\$1,965,998.92	\$1,967,998.92	Written agreement waiving or withdrawing claim.
MARRAZZO'S MARKET AT EWING LLC C/O MARRAZZO'S THRIFTWAY 1400 PARKWAY AVE WEST TRENTON, NJ 8628	8918	\$0.00	\$0.00	\$35,000.00	\$451,130.67	\$486,130.67	Written agreement waiving or withdrawing claim.
MARRAZZO'S QUALITY MARKET INC 1091 WASHINGTON BLVD FOXMOOR SHOPPING CTR ROBINSVILLE, NJ 8691	7808	\$0.00	\$35,000.00	\$0.00	\$655,896.00	\$690,896.00	Written agreement waiving or withdrawing claim.
MARY LAWRENCE CORPORATION C/O PENNINGTON THRIFTWAY 25 RTE 31 SOUTH STE X PENNINGTON, NJ 8534	7809	\$0.00	\$1,500.00	\$0.00	\$193,711.67	\$195,211.67	Written agreement waiving or withdrawing claim.

* No Liability Customer Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

No Liability Customer Claims

Case No. 03-10945 (MEW)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Reason For Disallowance*	
		Secured	Administrative	Priority	Unsecured		Total
METCALFE FOODS WAUNAKEE LLC C/O ERIC N MATHISON ESQ PO Box 3262 VON BRIESEN MILWAUKEE, WI 53201-3262	11424	\$0.00	\$0.00	\$1,379,344.53	\$5,508.24	\$1,384,852.77	Written agreement waiving or withdrawing claim.
METCALFE INC C/O ERIC N MATHISON ESQ PO Box 3262 VON BRIESEN MILWAUKEE, WI 53201-3262	11434	\$0.00	\$0.00	\$1,439,340.17	\$5,226.75	\$1,444,566.92	Written agreement waiving or withdrawing claim.
MJ ENTERPRISES OF MONMOUTH COUNTY INC C/O FARMINGDALE SHOP & BAG 10 BANK ST FARMINGDALE, NJ 7727	8919	\$0.00	\$0.00	\$35,000.00	\$599,917.89	\$634,917.89	Written agreement waiving or withdrawing claim.
N & T SUPERMARKETS INC C/O KREWSTOWN THRIFTWAY 9305 KREWSTOWN RD PHILADELPHIA, PA 19115	7803	\$0.00	\$2,000.00	\$0.00	\$156,994.58	\$158,994.58	Written agreement waiving or withdrawing claim.
PENN MART SUPERMARKETS INC C/O PENN MART THRIFTWAY 196 PENN MART CTR BASIC NEW CASTLE, DE 19720	7810	\$0.00	\$69,800.00	\$0.00	\$255,364.75	\$325,164.75	Written agreement waiving or withdrawing claim.
PIPPY'S CORP C/O SANATOGA THRIFTWAY 2190 E HIGH ST POTTSTOWN, PA 19464	7821	\$0.00	\$1,952.00	\$0.00	\$2,866,927.89	\$2,868,879.89	Written agreement waiving or withdrawing claim.
THE STOP & SHOP SUPERMARKET CO 1385 HANCOCK ST QUINCY, MA 02169	13287	\$0.00	\$0.00	\$0.00	\$2,816,990.00	\$2,816,990.00	Written agreement waiving or withdrawing claim.
TOM RICK INC C/O CHARLIE'S THRIFTWAY 154 AIRPORT RD AIRPORT V COATESVILLE, PA 19320	9472	\$0.00	\$0.00	\$695,000.00	\$0.00	\$695,000.00	Written agreement waiving or withdrawing claim.

* No Liability Customer Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

No Liability Customer Claims

Case No. 03-10945 (MFW)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Reason For Disallowance*
		Secured	Administrative	Priority	Unsecured	Total
TWO DADS INC C/O CHARLES THRIFTWAY 154 AIRPORT RD AIRPORT V COATES, PA 19320	7817	\$0.00	\$25,498.00	\$0.00	\$2,232,150.60	\$2,257,648.60
						Written agreement waiving or withdrawing claim.
VINMAR MARKETING ASSOCIATES LP C/O ALLENTOWN FOOD 4 LESS 2919 LEHIGH ST ALLENTOWN, PA 18103	7818	\$0.00	\$18,640.46	\$0.00	\$1,150,000.00	\$1,168,640.46
						Written agreement waiving or withdrawing claim.
Claims To Be Expunged Totals	44	\$1,614,000.00	\$462,297.46	\$9,373,067.36	\$70,409,933.70	\$81,859,298.52

EXHIBIT B

B
No Liability Real Estate Claims

In re: Fleming Companies, Inc. et al.
Case No. 03-10945 (MFW)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*
		Secured	Administrative	Priority	
EAGAN SHOPPING CENTRE ATTN WILLIAM BROWN 13155 NOEL RD STE 500 DALLAS, TX 75240	13030	\$0.00	\$0.00	\$93,472.69	\$0.00
					\$93,472.69
					Lease which serves as the basis for the claim has been assumed, assigned and cured [Docket No. 1362].
Claims To Be Expunged Totals	1	\$0.00	\$0.00	\$93,472.69	\$0.00
					\$93,472.69

* No Liability Real Estate Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

EXHIBIT C

Reduce and/or Reclassify

Name and Address of Claimant	Claim Number	Claim Amount				Modified Amount				Reason For Modification*		
		Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority		Unsecured	Total
BAYLESS INVESTMENT & TRADING CO PO Box 9218 PHOENIX, AZ 85068-9218	13888	\$102,435.82	\$0.00	\$0.00	\$943,544.59	\$1,045,980.41	\$0.00	\$0.00	\$0.00	\$135,000.00	\$135,000.00	Amount asserted exceeds amount listed in Debtors' books and records. No legal or factual basis for secured status.
GATOR COON PARTNERS LTD KYLE R GRUBBS ESQ 201 E 5TH ST 2200 PNC CTR FRO CINCINNATI, OH 45202	13285	\$0.00	\$0.00	\$15,303.34	\$175,416.68	\$190,720.02	\$0.00	\$0.00	\$0.00	\$190,720.02	\$190,720.02	Debtors agree with amount asserted. No legal or factual basis for priority status.
HANZ, GARY GLENN 501 S CHURCH ST DECATUR, TX 76234	1551	\$0.00	\$0.00	\$15,878.61	\$0.00	\$15,878.61	\$0.00	\$0.00	\$0.00	\$13,269.24	\$13,269.24	Amount asserted exceeds amount listed in Debtors' books and records. No legal or factual basis for priority status.
HODA LLC C/O E REBECCA CASE 7733 FORSYTH BLVD STE 500 ST ST LOUIS, MO 63105	8289	\$0.00	\$0.00	\$40,394.81	\$0.00	\$40,394.81	\$0.00	\$0.00	\$0.00	\$40,394.81	\$40,394.81	Debtors agree with amount asserted. No legal or factual basis for priority status.
HODA LLC C/O E REBECCA CASE 7733 FORSYTH BLVD STE 500 S ST LOUIS, MO 63105	8290	\$0.00	\$0.00	\$45,533.92	\$0.00	\$45,533.92	\$0.00	\$0.00	\$0.00	\$45,533.92	\$45,533.92	Debtors agree with amount asserted. No legal or factual basis for priority status.
HODA LLC C/O E REBECCA CASE 7733 FORSYTH BLVD STE 500 S ST LOUIS, MO 63105	8291	\$0.00	\$0.00	\$49,190.54	\$0.00	\$49,190.54	\$0.00	\$0.00	\$0.00	\$49,190.54	\$49,190.54	Debtors agree with amount asserted. No legal or factual basis for priority status.
MURPHY, PHILIP B 5105 BALMORAL LN FLOWER MOUND, TX 75028	1387	\$0.00	\$0.00	\$145,350.00	\$0.00	\$145,350.00	\$0.00	\$0.00	\$0.00	\$145,350.00	\$145,350.00	Debtors agree with amount asserted. No legal or factual basis for priority status.

* Reduce and/or Reclassify Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

Reduce and/or Reclassify

In re: Fleming Companies, Inc et al.
Case No. 03-10945 (MEV)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Modified Amount				Reason For Modification*		
		Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority		Unsecured	Total
NEW PLAN EXCEL REALTY TRUST INC C/O JEFFREY MEYERS 1735 MARKET ST 51ST FL BALL PHILADELPHIA, PA 19103	5589	\$0.00	\$0.00	\$150,602.42	\$87,526.55	\$238,128.97	\$0.00	\$0.00	\$0.00	\$238,128.97	\$238,128.97	Debtors agree with amount asserted. No legal or factual basis for priority status.
NICHOLS, JAMES K 2865 CARRINGTON ST NW NORTH CANTON, OH 44720	1786	\$0.00	\$0.00	\$4,650.00	\$134,100.00	\$138,750.00	\$0.00	\$0.00	\$0.00	\$92,500.00	\$92,500.00	Amount asserted exceeds amount listed in Debtors' books and records. No legal or factual basis for priority status.
NORTH EAST COMMERCE CENTER LLC STAN MEROS VP OF PROP MGT 5720 EXECUTIVE DR BALTIMORE, MD 21228-1757	12939	\$25,000.00	\$0.00	\$0.00	\$2,103,256.43	\$2,128,256.43	\$0.00	\$0.00	\$0.00	\$2,103,256.43	\$2,103,256.43	Amount asserted exceeds amount listed in Debtors' books and records. No legal or factual basis for secured status.
SCOTTVILLE ASSOCIATES JEFFREY MEYERS 1735 MARKET ST 51ST FL BALLARD S PHILADELPHIA, PA 19103	13869	\$0.00	\$110,661.60	\$0.00	\$0.00	\$110,661.60	\$0.00	\$0.00	\$0.00	\$110,661.60	\$110,661.60	Amount asserted exceeds amount listed in Debtors' books and records. No legal or factual basis for administrative status.
THE MANAGING GENERAL PARTNERS OF ALLEGRO ASSOCIATES & CONTEMPORARY PARTNERS, ROBERT D BURCH TTEE KENNETH A GLOWACKI JR 4 PARK PLZ STE 1400 GIBSO IRVINE, CA 92614-8557	13655	\$0.00	\$0.00	\$0.00	\$3,275,000.00	\$3,275,000.00	\$0.00	\$0.00	\$0.00	\$400,000.00	\$400,000.00	Amount asserted exceeds amount listed in Debtors' books and records.
Wilson, Donald F 3663 E Summerhill Dr SALT LAKE CITY, UT 84121	808	\$0.00	\$0.00	\$1,633.85	\$0.00	\$1,633.85	\$0.00	\$0.00	\$0.00	\$1,633.85	\$1,633.85	Debtors agree with amount asserted. No legal or factual basis for priority status.
Claims To Be Expunged Totals	13	\$127,435.82	\$110,661.60	\$468,537.49	\$6,718,844.25	\$7,425,479.16	\$0.00	\$0.00	\$0.00	\$3,565,639.38	\$3,565,639.38	

* Reduce and/or Reclassify Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

EXHIBIT D

Lease Rejection Damage Claims

In re: Fleming Companies, In et al.
Case No. 03-10945 (MEV)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Modified Amount				Reason For Modification*		
		Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority		Unsecured	Total
AUSTIN PROPERTIES LLC JANET HOLCOMB 303 E NEWMAN STILLWATER, OK 74075	12252	\$0.00	\$0.00	\$76,500.00	\$0.00	\$76,500.00	\$0.00	\$0.00	\$0.00	\$44,064.00	\$44,064.00	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for priority status.
BERENDO PROPERTY 8222 MELROSE AVE STE 202 LOS ANGELES, CA 90046	1763	\$0.00	\$0.00	\$0.00	\$7,348,720.00	\$7,348,720.00	\$0.00	\$0.00	\$0.00	\$1,872,000.00	\$1,872,000.00	Recalculated pursuant to 11 U.S.C. 502(b)(6).
CATELLUS COMMERCIAL I LLC CHRISTOPHER GRAVER 3101 N CENTRAL AVE STE 900 K PHOENIX, AZ 85012-2600	12511	\$56,816.49	\$0.00	\$0.00	\$1,676,967.45	\$1,733,783.94	\$0.00	\$0.00	\$0.00	\$1,733,783.94	\$1,733,783.94	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for secured status.
CONTINENTAL 19 FUND LTD PARTNERSHIP PO Box 220 W133 N8569 EXECUTIVE PKWY MENOMONEE FALLS, WI 53502	8988	\$0.00	\$0.00	\$346,232.25	\$0.00	\$346,232.25	\$0.00	\$0.00	\$0.00	\$346,232.25	\$346,232.25	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for priority status.
CONTINENTAL XI FUND LTD PARTNERSHIP PO Box 220 MENOMONEE FALLS, WI 53052	8987	\$0.00	\$0.00	\$390,439.50	\$0.00	\$390,439.50	\$0.00	\$0.00	\$0.00	\$390,439.50	\$390,439.50	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for priority status.
Keystone Operating Partnership LP Paul J Brennan Esquire Wolf Block Schorr & Solis- PHILADELPHIA, PA 19103	738	\$258,394.50	\$0.00	\$0.00	\$0.00	\$258,394.50	\$0.00	\$0.00	\$0.00	\$258,394.50	\$258,394.50	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for secured status.
NEW PLAN EXCEL REALTY TRUST INC T/A NEW BOSTON SC C/O JEFFREY MEYERS 1735 MARKET ST 51ST FL BALLA PHILADELPHIA, PA 19103	11043	\$0.00	\$0.00	\$207,612.97	\$1,639,160.20	\$1,846,773.17	\$0.00	\$0.00	\$0.00	\$402,409.54	\$402,409.54	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for priority status.
NOVOGRODER, GEORGE 875 N MICHIGAN AVE STE 3612 CHICAGO, IL 60611-1947	9484	\$0.00	\$0.00	\$0.00	\$2,910,116.31	\$2,910,116.31	\$0.00	\$0.00	\$0.00	\$476,313.76	\$476,313.76	Recalculated pursuant to 11 U.S.C. 502(b)(6).

* Lease Rejection Damage Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

Lease Rejection Damage Claims

In re: Fleming Companies, Inc. et al.
Case No. 03-10945 (MEV)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Modified Amount				Reason For Modification*		
		Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority		Unsecured	Total
REBNEC NINE INC C/O JUDY EYSTER PO Box 1000 TOLEDO, OH 43697	14437	\$0.00	\$0.00	\$0.00	\$12,509,538.23	\$12,509,538.23	\$0.00	\$0.00	\$0.00	\$1,686,807.32	\$1,686,807.32	Recalculated pursuant to 11 U.S.C. 502(b)(6)
SPROUTS FARMERS MARKET C/O CHRISTOPHER V HAWKINS ESQ 550 WEST C ST STE SAN DIEGO, CA 92101	11753	\$0.00	\$0.00	\$0.00	\$4,483,794.33	\$4,483,794.33	\$0.00	\$0.00	\$0.00	\$792,359.24	\$792,359.24	Recalculated pursuant to 11 U.S.C. 502(b)(6)
STEVEN VENTURES LTD PO Box 2367 NORTHBROOK, IL 60062	7070	\$0.00	\$0.00	\$321,452.17	\$0.00	\$321,452.17	\$0.00	\$0.00	\$0.00	\$321,452.17	\$321,452.17	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for priority status.
STEVEN VENTURES LTD PO Box 2367 NORTHBROOK, IL 60062	7071	\$0.00	\$0.00	\$72,683.32	\$0.00	\$72,683.32	\$0.00	\$0.00	\$0.00	\$72,683.32	\$72,683.32	Recalculated pursuant to 11 U.S.C. 502(b)(6). No legal or factual basis for priority status.
Claims To Be Expunged Totals	12	\$315,210.99	\$0.00	\$1,414,920.21	\$30,568,296.52	\$32,298,427.72	\$0.00	\$0.00	\$0.00	\$8,396,939.54	\$8,396,939.54	

* Lease Rejection Damage Claims are as defined in the Debtors' Second Omnibus Objection to Claims (Substantive).

EXHIBIT E

Insufficient Documentation

In re: Fleming Companies, Inc. et al.
Case No. 03-10945 (MFW)
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount				Total	Reason For Disallowance*
		Secured	Administrative	Priority	Unsecured		
FICL INC PO Box HM 2064 44 CHURCH ST HAMILTON, HM HX	6779	\$300,000.00	\$0.00	\$0.00	\$0.00	\$300,000.00	Insufficient documentation to evaluate claim and/or priority asserted.
Greanu, Timothy R 100 Lydia Ln CORONA, CA 92882	669	\$0.00	\$0.00	\$90,000.00	\$0.00	\$90,000.00	Insufficient documentation to evaluate claim and/or priority asserted.
PERROTT, CARTER DEL L TOLEDO ATTORNEY 1500 S MOONEY #14 VISALIA, CA 93277	1397	\$0.00	\$0.00	\$1,000,000.00	\$0.00	\$1,000,000.00	Insufficient documentation to evaluate claim and/or priority asserted.
RANDALL BENDERSON 1993 1 TRUST SUSAN HASSINGER BENDERSON DEV 570 DELEWARE AVE BUFFALO, NY 14202	7013	\$0.00	\$0.00	\$13,497.88	\$13,282.86	\$26,780.74	Insufficient documentation to evaluate claim and/or priority asserted.
RANDALL BENDERSON 1993 1 TRUST SUSAN HASSINGER BENDERSON DEV 570 DELAWARE AVE BUFFALO, NY 14202	7167	\$0.00	\$11,326.78	\$0.00	\$17,226.00	\$28,552.78	Insufficient documentation to evaluate claim and/or priority asserted.
RANDALL BENDERSON 1993 1 TRUST SUSAN HASSINGER BENDERSON DEV 570 DELAWARE AVE BUFFALO, NY 14202	7168	\$0.00	\$3,997.82	\$0.00	\$706.05	\$4,703.87	Insufficient documentation to evaluate claim and/or priority asserted.
SHARMA, SHASHI C/O JOSEPH HOWELL 7855 IVANHOE AVE STE 408 SAN DIEGO, CA 92037	9290	\$0.00	\$0.00	\$250,000.00	\$0.00	\$250,000.00	Insufficient documentation to evaluate claim and/or priority asserted.
TARANTINO JR, JOHN P 30 STONECROFT LN EGGERTSVILLE, NY 14226	8872	\$26,310.30	\$0.00	\$0.00	\$0.00	\$26,310.30	Insufficient documentation to evaluate claim and/or priority asserted.
TARANTINO, JOHN P 37 KLAUDER RD KENMORE, NY 14223	8854	\$26,908.28	\$0.00	\$0.00	\$0.00	\$26,908.28	Insufficient documentation to evaluate claim and/or priority asserted.

Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount				Total	Reason For Disallowance*
		Secured	Administrative	Priority	Unsecured		
TULLOCH, NEVILLE 15560 SW 106TH LN #1311 MIAMI, FL 33196	11384	\$0.00	\$0.00	\$117,952.00	\$200,099.00	\$318,051.00	Insufficient documentation to evaluate claim and/or priority asserted.
VVB INC ATTN GREG R DAVIS ESQ 2700 N CENTRAL AVE #850	9049	\$229,487.46	\$0.00	\$0.00	\$0.00	\$229,487.46	Insufficient documentation to evaluate claim and/or priority asserted.
PHOENIX, AZ 85004							
WARRENSBURG VENTURE INC PO Box 1229 BENTONVILLE, AR 72712	8428	\$405,903.61	\$0.00	\$0.00	\$0.00	\$405,903.61	Insufficient documentation to evaluate claim and/or priority asserted.
Claims To Be Expunged Totals	12	\$988,609.65	\$15,324.60	\$1,471,449.88	\$231,313.91	\$2,706,698.04	

EXHIBIT F

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)
) Responses Due By: March 18, 2004 at 4:00 p.m. prevailing
) Eastern Time
)
) Hearing Date: March 25, 2004 at 10:30 a.m. prevailing
) Eastern Time

**NOTICE OF HEARING ON DEBTORS' SECOND OMNIBUS
OBJECTION TO CLAIMS (SUBSTANTIVE)**

TO: NAME
ADDRESS
CSZ

PLEASE TAKE NOTICE that on January 30, 2004, the Debtors filed their Second Omnibus Objection to Claims (the "Second Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing and expunging your claim or claims for the reasons noted.

Name of Claimant	Claim Number	Claim Amount					Reason for Disallowance
		Secured	Admin	Priority	Unsecured	Total	
NAME	0000	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	[TO BE COMPLETED WITH INFORMATION AS INDICATED ON APPLICABLE EXHIBIT]

IF YOU CONTEST THE RELIEF SOUGHT IN THE SECOND OMNIBUS OBJECTION, YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, on or before **March 18, 2004 at 4:00 p.m. prevailing Eastern Time** (the "Response Deadline"). At the same time, you must also serve a copy of the response upon the Debtors' attorneys at **Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, IL 60601, Attn: Kenneth C. Robling; and Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Laura Davis Jones, so as to be received on or before March 18, 2004, at 4:00 p.m. prevailing Eastern Time.** It is likely that only those responses timely filed with the Court and received by the above-listed counsel in accordance with this Notice will be considered by the Court.

A HEARING ON THE SECOND OMNIBUS OBJECTION WILL BE HELD ON **March 25, 2004 at 10:30 a.m. prevailing Eastern Time** before the Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, DE (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the Second Omnibus Objection: (a) those who have filed claims that are affected by the Second Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the Second Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, expunged, reduced or modified by virtue of the relief sought in the Second Omnibus Objection.

Any response filed with the Court must contain, at a minimum, the following:

- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the Second Omnibus Objection;

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.; Favara 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.

² The Office of the United States Trustee, Counsel for the Creditors' Committee, and Counsel for the Debtors' prepetition lenders will receive, in addition to a copy of the Second Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants and members of the 2002 List will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain copies of the Exhibits as provided herein.

- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtors' claims agent upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
- (e) The address to which the Debtors must serve any reply to the response; and
- (f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on behalf of the claimant.

Any party's failure to timely file a response to an objection to a claim that is contained in the Second Omnibus Objection shall be deemed a waiver of that party's right to respond to the Second Omnibus Objection as it relates to that claim and constitute consent to the relief requested in the Second Omnibus Objection with respect to such claim.

The Debtors reserve the right to (a) seek an adjournment of the Claims Hearing with respect to one or more of the objections contained in the Second Omnibus Objection as stated in open court, (b) file and serve, at their discretion, a reply to any response filed by any Claimant and (c) to object, in the future, to any of the claims set forth in the Second Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

Any party may obtain a copy of the Second Omnibus Objection with all Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>. If you have any questions regarding your claim(s), please contact the Fleming Claims Hotline at 972-535-7149.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE SECOND OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: January 30, 2004

Respectfully submitted,

KIRKLAND & ELLIS LLP

/s/
James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. IL 6230120)
Steven R. Kotarba (ARDC No. IL 6245278)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

And

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

/s/
Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

**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)
) (Jointly Administered)
 Debtors.)
) **Responses Due By: March 18, 2004 at 4:00 p.m. prevailing**
) **Eastern Time**
)
) **Hearing Date: March 25, 2004 at 10:30 a.m. prevailing**
) **Eastern Time**

**NOTICE OF HEARING ON DEBTORS' SECOND OMNIBUS
OBJECTION TO CLAIMS (SUBSTANTIVE)**

TO: NAME
 ADDRESS
 CSZ

PLEASE TAKE NOTICE that on January 30, 2004, the Debtors filed their Second Omnibus Objection to Claims (the "Second Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing and expunging your claim or claims for the reasons noted.

Name of Claimant	Claim Number	Claim Amount					Reason for Disallowance
		Secured	Admin	Priority	Unsecured	Total	
NAME	0000	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	[TO BE COMPLETED WITH INFORMATION AS INDICATED ON APPLICABLE EXHIBIT]

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A HEARING ON THE SECOND OMNIBUS OBJECTION WILL BE HELD ON **March 25, 2004 at 10:30 a.m. prevailing Eastern Time** before the Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, DE (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the Second Omnibus Objection: (a) those who have filed claims that are affected by the Second Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the Second Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, expunged, reduced or modified by virtue of the relief sought in the Second Omnibus Objection.

Any response filed with the Court must contain, at a minimum, the following:

- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the Second Omnibus Objection;

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² The Office of the United States Trustee, Counsel for the Creditors' Committee, and Counsel for the Debtors' prepetition lenders will receive, in addition to a copy of the Second Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants and members of the 2002 List will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain copies of the Exhibits as provided herein.

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Wilmington, Delaware
Dated: January 30, 2004

Respectfully submitted,

KIRKLAND & ELLIS LLP

/s/
James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. IL 6230120)
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Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

**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)
) (Jointly Administered)
 Debtors.)
) **Responses Due By: March 18, 2004 at 4:00 p.m. prevailing**
) **Eastern Time**
)
) **Hearing Date: March 25, 2004 at 10:30 a.m. prevailing**
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OBJECTION TO CLAIMS (SUBSTANTIVE)**

TO: NAME
 ADDRESS
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Name of Claimant	Claim Number	Claim Amount					Modified Amount					Reason for Modification
		Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority	Unsecured	Total	
NAME	0000	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	[TO BE COMPLETED WITH INFORMATION AS INDICATED ON APPLICABLE EXHIBIT]

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IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE SECOND OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: January 30, 2004

Respectfully submitted,

KIRKLAND & ELLIS LLP

/s/
James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. IL 6230120)
Steven R. Kotarba (ARDC No. IL 6245278)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

And

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

/s/
Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

**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)
) (Jointly Administered)
Debtors.)
) **Responses Due By: March 18, 2004 at 4:00 p.m. prevailing**
) **Eastern Time**
)
) **Hearing Date: March 25, 2004 at 10:30 a.m. prevailing**
) **Eastern Time**

**NOTICE OF HEARING ON DEBTORS' SECOND OMNIBUS
OBJECTION TO CLAIMS (SUBSTANTIVE)**

TO: NAME
ADDRESS
CSZ

PLEASE TAKE NOTICE that on January 30, 2004, the Debtors filed their Second Omnibus Objection to Claims (the "Second Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing and expunging your claim or claims for the reasons noted.

Name of Claimant	Claim Number	Claim Amount					Reason for Disallowance
		Secured	Admin	Priority	Unsecured	Total	
NAME	0000	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	[TO BE COMPLETED WITH INFORMATION AS INDICATED ON APPLICABLE EXHIBIT]

IF YOU CONTEST THE RELIEF SOUGHT IN THE SECOND OMNIBUS OBJECTION, YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, on or before **March 18, 2004 at 4:00 p.m. prevailing Eastern Time** (the "Response Deadline"). At the same time, you must also serve a copy of the response upon the Debtors' attorneys at **Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, IL 60601, Attn: Kenneth C. Robling; and Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Laura Davis Jones, so as to be received on or before March 18, 2004, at 4:00 p.m. prevailing Eastern Time.** It is likely that only those responses timely filed with the Court and received by the above-listed counsel in accordance with this Notice will be considered by the Court.

A HEARING ON THE SECOND OMNIBUS OBJECTION WILL BE HELD ON **March 25, 2004 at 10:30 a.m. prevailing Eastern Time** before the Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, DE (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the Second Omnibus Objection: (a) those who have filed claims that are affected by the Second Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the Second Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, expunged, reduced or modified by virtue of the relief sought in the Second Omnibus Objection.

Any response filed with the Court must contain, at a minimum, the following:

- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the Second Omnibus Objection;

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.; Favara 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.

² The Office of the United States Trustee, Counsel for the Creditors' Committee, and Counsel for the Debtors' prepetition lenders will receive, in addition to a copy of the Second Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants and members of the 2002 List will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain copies of the Exhibits as provided herein.

- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtors' claims agent upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
- (e) The address to which the Debtors must serve any reply to the response; and
- (f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on behalf of the claimant.

Any party's failure to timely file a response to an objection to a claim that is contained in the Second Omnibus Objection shall be deemed a waiver of that party's right to respond to the Second Omnibus Objection as it relates to that claim and constitute consent to the relief requested in the Second Omnibus Objection with respect to such claim.

The Debtors reserve the right to (a) seek an adjournment of the Claims Hearing with respect to one or more of the objections contained in the Second Omnibus Objection as stated in open court, (b) file and serve, at their discretion, a reply to any response filed by any Claimant and (c) to object, in the future, to any of the claims set forth in the Second Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

Any party may obtain a copy of the Second Omnibus Objection with all Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>. If you have any questions regarding your claim(s), please contact the Fleming Claims Hotline at 972-535-7149.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE SECOND OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: January 30, 2004

Respectfully submitted,

KIRKLAND & ELLIS LLP

/s/
James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)
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Scotta E. McFarland (Bar No. 4184)
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Co-Counsel for the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**DECLARATION OF MICHAEL K. SCOTT IN SUPPORT OF THE DEBTORS'
SECOND OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

Michael K. Scott hereby declares:

1. I am the Debtors' Treasurer. I am authorized to make this Declaration in Support of the Debtors' Second Omnibus Objection to Claims (the "Second Omnibus Objection").²
2. I am one of the persons responsible for overseeing the claims review and objection process in these cases. In that capacity, I have reviewed the Second Omnibus Objection and I am, directly or through the Debtors' personnel and attorneys, familiar with the information contained therein and in the exhibits annexed thereto.
3. Upon information and belief, the Debtors' books and records accurately reflect, among other things, their liabilities (including the amounts thereof) to their creditors.

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.

² Capitalized terms not defined herein are as defined in the Second Omnibus Objection

4. Under my supervision, considerable resources and time have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim filed in these cases. The Claims which are the subject of the Second Omnibus Objection were carefully reviewed and analyzed by appropriate personnel resulting in the identification of objectionable claims which are the subject of the Second Omnibus Objection.

The No Liability Customer Claims (Exhibit A)

5. To the best of my knowledge and belief, after a thorough review by appropriate personnel of (a) the Debtors' books and records, (b) the applicable proofs of claim and the documentation filed therewith, and (c) diligent inquiry into such claims thereafter that the No Liability Customer Claims listed on Exhibit A reflect claims for which the Debtors and the applicable claimant have entered into a written agreement addressing such claims (the "No Liability Customer Claims").

The No Liability Real Estate Claim (Exhibit B)

6. To the best of my knowledge and belief, after a thorough review of (a) the Debtors' books and records, (b) the applicable proof of claim and the documentation filed therewith and (c) diligent inquiry into such claim thereafter that the No Liability Real Estate Claim listed on Exhibit B to the Second Omnibus Objection reflects a claim for liabilities under a lease that has been assumed and assigned and all cure amounts have been paid.

The Reduce and/or Reclassify Claims (Exhibit C)

7. To the best of my knowledge and belief, after a thorough review by appropriate personnel of (a) the Debtors' books and records, (b) the applicable proofs of claim and the documentation filed therewith and (c) diligent inquiry into such claims thereafter that the Reduce and/or Reclassify Claims listed on Exhibit C reflect claims that have been asserted in amounts that exceed the amount that is reflected on the Debtors' books and records. I am also informed

by counsel that certain of such claims have been asserted in a priority that is not supported by applicable law. The Debtors are also asserting objections to certain of the Reduce and/or Reclassify Claims on that basis.

Lease Rejection Damages Claims (Exhibit D)

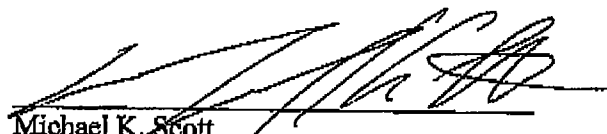
8. To the best of my knowledge and belief, there has been a thorough review of the Lease Rejection Damages Claims by appropriate personnel of (a) the Debtors' books and records and (b) the applicable proofs of claim and the documentation filed therewith. Furthermore, the Debtors have made diligent inquiry into such claims thereafter and, with the assistance of counsel where necessary, have recalculated the claims to incorporate any applicable limitations imposed on such claims by 11 U.S.C. §502(b)(6). I am informed by counsel that, following such review, it has been determined that certain of such claims have been asserted in a priority or an amount that is not supported by applicable law. The Debtors are also asserting objections to certain of the Lease Rejection Damage Claims on that basis.

Insufficient Documentation (Exhibit E)

9. To the best of my knowledge and belief, after a thorough review by appropriate personnel of (a) the Debtors' books and records, (b) the applicable proofs of claim and the documentation filed therewith and (c) diligent inquiry into such claims thereafter that the creditors filing the Insufficient Documentation Claims listed on Exhibit E have failed to attach documentation sufficient to allow the Debtors to evaluate the merits of the claim and/or the priority asserted.

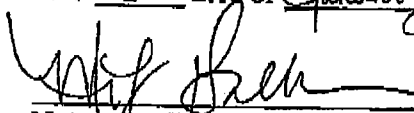
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: 1/30/04


Michael K. Scott
Treasurer

STATE OF Texas)
COUNTY OF Dallas) SS:

SUBSCRIBED AND SWORN TO BEFORE ME
THIS 30th DAY OF January, 2004.


Notary Public



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**ORDER GRANTING THE RELIEF SOUGHT IN DEBTORS' SECOND OMNIBUS
OBJECTION TO CLAIMS (SUBSTANTIVE)**

Upon consideration of the Debtors'² Second Omnibus Objection; and no previous application having been made, and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of the proceeding and this Second Omnibus Objection is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the relief sought in the Second Omnibus Objection is granted; and it is further

ORDERED that each of the No Liability Customer Claims listed on Exhibit A to this Order is disallowed; and it is further

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.

² Capitalized terms not defined herein are as defined in the Second Omnibus Objection.

ORDERED that the No Liability Real Estate Claim listed on Exhibit B to this Order is disallowed; and it is further

ORDERED that each of the Reduce and/or Reclassify Claims listed on Exhibit C to this Order is reduced and/or reclassified as indicated on Exhibit C; and it is further

ORDERED that each of the Lease Rejection Damages Claims listed on Exhibit D to this Order is reduced and/or reclassified as indicated on Exhibit D; and it is further

ORDERED that each of the Insufficient Documentation Claims listed on Exhibit E to this Order is disallowed; and it is further

ORDERED that, consistent with applicable local and Bankruptcy Court rules, the Debtors retain the right to object to any claims listed on the exhibits to this order on any grounds; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2004

The Honorable Mary F. Walrath
United States Bankruptcy Judge