

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

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In re:	:
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FLEMING COMPANIES, INC., et al., ¹	:
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Debtors.	:
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Case No. 03-10945 (MFW)
(Jointly Administered)
Chapter 11

STATEMENT OF ATTORNEYS UNDER FED. R. BANKR. P. 2019

Under Federal Rule of Bankruptcy Procedure 2019, the law firms of Husch & Eppenberger, LLC ("Husch") and Buchanan Ingersoll P.C. ("Buchanan") give notice of representing more than one creditor in the above-captioned cases. Husch and Buchanan represent the following creditors in these cases:

1. DEC Investments LLC ("DEC"). DEC's address is P.O. Box 2346, Kansas City, KS 66110. DEC is a landlord for Fleming's Midwest Distribution Center. DEC has both pre and post-petition claims against Fleming. DEC's claim amount is unknown at this time. DEC acquired its claims against the Debtors as a result of Lease and Sublease Agreements executed in September, 1993.
2. Shield Investment Company ("Shield"). Shield's address is P.O. Box 2346, Kansas City, KS 66110. Shield is a landlord for Fleming's Midwest Distribution Center. Shield has both pre and post-petition claims against Fleming. Shield's claim amount is unknown at this time. Shield acquired its claims against the Debtors as a result of Lease and Sublease Agreements executed in September, 1993.
3. Tim Harris ("Harris"). Harris' address is 244 W. Mill, Suite 101, Liberty, MO 64068. Harris is a landlord for Fleming. Harris has both pre and post-petition claims against Fleming. Harris' claim

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.

amount is unknown at this time. Harris acquired his claims against the Debtors as a result of Lease and Sublease Agreements executed pre-petition.

4. **National Beef.** National Beef's address is Telemark Drive, P.O. Box 1745, Park City, UT 84060-1745. National Beef is a reclamation claimant under applicable state law and 11 U.S.C. § 546. National Beef has both pre and post-petition claims against Fleming. National Beef's reclamation claim is in the approximate amount of \$1.8 million, and National Beef may have additional claims relating to goods delivered to the Debtors pre and post-petition.
5. **Associated Wholesale Grocers, Inc. and AWG Acquisition, LLC. ("AWG")**. AWG's address is P.O. Box 2932, Kansas City, KS 66110-2932. AWG is the acquirer of assets from bankruptcy sales. AWG's claim amount is unknown at this time.
6. **Frank S. and Cheryl J. Perry. (collectively, "Perry")**. Perry's address is 2800 W. 118th Street, Leawood, KS 66211. Perry is a landlord for Fleming. Perry has both pre and post-petition claims against Fleming. Perry's claim amount is unknown at this time. Perry acquired its claims against the Debtors as a result of Lease and Sublease Agreements executed prepetition.
7. **M. Palazola Produce Co. ("Palazola")**. Palazola's address is P.O. Box 820303, Memphis, TN 38182-0303. Palazola is a PACA claimant. Palazola may have pre and post-petition claims against Fleming. Palazola's claim amount is unknown at this time.
8. Husch and Buchanan were contacted by each client, or referring counsel, to represent the client in the above-captioned cases. Husch and Buchanan have fully advised each client that it represents other clients in the above-captioned cases. Each client has consented to such representation. Husch and Buchanan are authorized to act on each client's behalf as its legal representative.
9. Husch and Buchanan have no claims against or interests in the Debtors.

STATE OF MISSOURI

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SS.

COUNTY OF JACKSON

Marcus Helt, declare under the penalty of perjury that I have read the foregoing statement and that it is true and accurate to the best of my knowledge, information, and belief.

M Helt

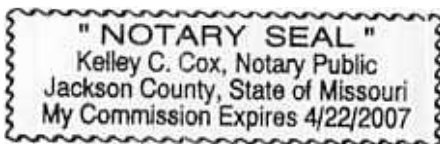
On this 12 day of September, 2003, before me personally appeared Marcus A. Helt, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

Kelley C. Cox
Notary Public
Kelley C. Cox

My Commission Expires:

4-22-2007



Respectfully submitted,

HUSCH & EPPENBERGER, LLC

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And

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ASSOCIATED WHOLESALE GROCERS, INC., AWG
ACQUISITION LLC, FRANK AND CHERYL PERRY, and
PALAZOLA, INC.