

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. )

Objection Deadline: October 13, 2003  
Hearing Date: October 20, 2003 at 2:00 p.m. prevailing Eastern time

**NOTICE OF DEBTORS' MOTION FOR ORDER APPROVING LEASE  
TERMINATION AGREEMENTS BETWEEN FLEMING COMPANIES, INC. AND J&J  
NELSON, INC.**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders,  
(c) the Landlord; (d) counsel to the Official Committee of Unsecured Creditors; and (e)  
those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of  
Bankruptcy Procedure

The above-captioned debtors and debtors in possession (collectively, the  
"Debtors") have filed with the United States Bankruptcy Court for the District of Delaware the  
annexed *Debtors' Motion for Order Approving Lease Termination Agreements between Fleming  
Companies, Inc. and J&J Nelson, Inc.* (the "Motion").

Any objection or response to the relief requested in the Motion must be filed in  
writing with the United States Bankruptcy Court for the District of Delaware, Marine Midland

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<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.; 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.

Plaza, 824 Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801 **no later than October 13, 2003.**

At the same time, you must also serve a copy of the objection or response upon:

(1) proposed counsel to the Debtors, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; [proposed] counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, 30<sup>th</sup> Floor, Los Angeles, California 90017, Attn: Paul Aronzon, Esquire and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, P.O. Box 1709, Wilmington, Delaware 19899-1709, Attn: David. Fournier, Esquire; and (4) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esquire.

**A HEARING ON THE MOTION WILL BE HELD ON OCTOBER 20, 2003 AT 2:00 P.M. PREVAILING EASTERN TIME, BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 824 MARKET STREET, 6<sup>TH</sup> FLOOR, WILMINGTON, DE 19801.**

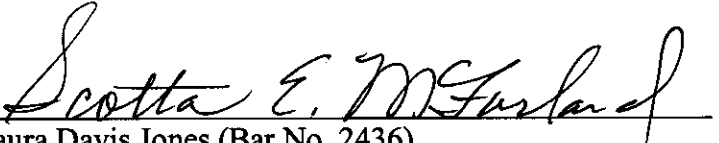
IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE  
COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT  
FURTHER NOTICE OR HEARING.

Dated: September 24, 2003

KIRKLAND & ELLIS LLP  
James H. M. Sprayregen, P.C. (ARDC No. 6190206)  
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and

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

  
Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
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Co-Counsel for the Debtors and Debtors in  
Possession