

**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.)	

**DESIGNATION OF ADDITIONAL ITEMS
TO BE INCLUDED IN RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, the above-referenced debtors and debtors in possession (collectively, “Appellee” or “Fleming”) submit this additional designation² of items to be included in the record on appeal designated by Appellant Keil’s Food Stores (“Appellant” or “Keil’s”).³

Designation of Record on Appeal

The following items are designated for inclusion in the record on appeal to be certified and transmitted to the United States District Court for the District of Delaware.⁴

1. Notice of Filing of Transition Services Agreement and Reformatted Sale Order Regarding Motion for Order (A) Approving Asset Purchase Agreement With C&S Wholesale Grocers, Inc. and C&S Acquisition LLC, (B) Authorizing (I) Sale of

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 Fleming reserves the right to amend for any reason this designation of the record on appeal.

³ Designation of Contents for Inclusion in Record on Appeal and Statement of Issues on Appeal (Docket No. 3680).

⁴ For all items designated, the designation shall include all documents referenced within the particular docket number listed, including, but not limited to, all exhibits and attachments.

- Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or its Designee(s) or Other Successful Bidder(s) at Auction, Free and Clear of All Liens, Claims, Encumbrances and Interests and (II) Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases, and (C) Granting Related Relief (Docket No. 1964).
2. Certification of Counsel Regarding Order (A) Approving Bidding Procedures and Bid Protection in Connection with the Sale of the Wholesale Distribution Business, (B) Approving Assignment Procedures for Affected Executory Contracts and Unexpired Leases, (C) Approving the Form and Manner of Notice, and (D) Setting Sale Hearing Dates (related document 1853) (Docket No. 2032).
 3. Affidavit/Declaration of Service (Supplemental) by BMC Regarding Notice of Sale Hearing and Sale of Assets [Part 1 of 4] (related document 1907) (Docket No. 2171).
 4. Affidavit/Declaration of Service (Supplemental) by BMC Regarding Notice of Sale Hearing and Sale of Assets [Part 2 of 4] (related documents 2171, 1907) (Docket No. 2175).
 5. Affidavit/Declaration of Service (Supplemental) by BMC Regarding Notice of Sale Hearing and Sale of Assets [Part 3 of 4] (related documents 2171, 1907, 2175) (Docket No. 2181).
 6. Affidavit/Declaration of Service (Supplemental) by BMC Regarding Notice of Sale Hearing and Sale of Assets [Part 4 of 4] (related documents 2171, 1907, 2175, 2181) (Docket No. 2186).
 7. Affidavit/Declaration of Service Regarding Motion to Approve Sale Order (A) Approving Asset Purchase Agreement with C&S Wholesale Grocers, Inc. and C&S Acquisition LLC, (B) Authorizing (I) Sale of Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or Its Designee(s) or Other Successful Bidder(s) at Auction, Free and Clear of All Liens, Claims, Encumbrances and Interests and (II) Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases and (C) Granting Related Relief (related document(s) 1906) (Docket No. 2519).
 8. Notice of C&S Acquisition, LLC as Successful Bidder (related documents 1853, 1906, 2034) (Docket No. 2531).
 9. Notice of Filing Under Seal Schedules 4.10 and Schedules 4/16(b) of the Schedules to the APA with C&S Wholesale Grocers, Inc. and C&S Acquisition. (Docket No. 2600).
 10. Certificate of Publication from *LaCrosse Tribune* (related document 1906) (Docket No. 2632).
 11. Certificate of Publication from *The Sacramento Bee* (related document 1906) (Docket No. 2635).
 12. Certificate of Publication from *The Messenger* (related document 1906) (Docket No. 2637).

13. Certificate of Publication from *The News Journal* (related document 1906) (Docket No. 2638).
14. Certificate of Publication from the *Chesapeake Publishing Corporation* (related document 1906) (Docket No. 2640).
15. Certificate of Publication from *The Arizona Republic* (related document 1906) (Docket No. 2642).
16. Certificate of Publication from *The Miami Herald* (related document 1906) (Docket No. 2644).
17. Certificate of Publication from *The Independent* (related document 1906) (Docket No. 2645).
18. Certificate of Publication from the *Dothan Eagle* (related document 1906) (Docket No. 2646).
19. Certificate of Publication from the *Topeka Capital Journal* (related document 1906) (Docket No. 2648).
20. Certificate of Publication from *The Modesto Bee* (related document 1906) (Docket No. 2649).
21. Certificate of Publication from *Tulsa World* (related document 1906) (Docket No. 2650).
22. Certificate of Publication from *The Daily Advertiser* (related document 1906) (Docket No. 2652).
23. Certificate of Publication from *The Daily Telegram* (related document 1906) (Docket No. 2653).
24. Certificate of Publication from the *Philadelphia Inquirer* (related document 1906) (Docket No. 2654).
25. Certificate of Publication from *The Commercial Appeal* (related document 1906) (Docket No. 2656).
26. Certificate of Publication from *Lubbock Avalanche-Journal* (related document 1906) (Docket No. 2657).
27. *Certificate of Publication* from *The Tennessean* (related document 1906) (Docket No. 2660).
28. Certificate of Publication from *The Wall Street Journal* (related document 1906) (Docket No. 2682).
29. Certificate of Publication from the *Cecil Whig* (related document 1906) (Docket No. 2683).

30. Certificate of Publication from *The Plain Dealer* (related document 1906) (Docket No. 2684).
31. Certificate of Publication from the *El Paso Times* (related document 1906) (Docket No. 2685).
32. Certificate of Publication from *The Dallas Morning News* (related document 1906) (Docket No. 2686).
33. Certificate of Publication from *The Fresno Bee* (related document 1906) (Docket No. 2687).
34. Certificate of Publication from *The Akron Beacon Journal* (related document 1906) (Docket No. 2688).
35. Certificate of Publication from *The Honolulu Advertiser* (related document 1906) (Docket No. 2689).
36. Certificate of Publication from the *Buffalo News* (related document 1906) (Docket No. 2690).
37. Certificate of Publication from the *Lincoln Journal Star* (related document 1906) (Docket No. 2691).
38. Certificate of Publication from *The Salt Lake Tribune and Desert News* (related document 1906) (Docket No. 2692).
39. Certificate of Publication from the *Standard-Democrat* (related document 1906) (Docket No. 2693).
40. Certificate of Publication from the *Tracy Press* (related document 1906) (Docket No. 2694).
41. Notice of Hearing Re: Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion. (Docket No. 2715).
42. Notice of Hearing Re: Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion. (assignee - AWG Acquisition, LLC) (Docket No. 2716).
43. Notice of Hearing Re: Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion (contract assignee - The Grocers Supply Co., Inc.) (Docket No. 2718).
44. Notice of Hearing Re: Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion (contract assignee - Associated Grocers, Inc.) (Docket No. 2719).
45. Debtors' Motion for Leave to File Supplemental Brief in Support of Selling Debtors' Motion for Order Approving Asset Purchase Agreement with C&S Wholesale Grocers,

- Inc. and C&S Acquisition, LLC and Related Relief (related document 1906) (Docket No. 3007).
46. Affidavit/Declaration of Service re: Notice re: Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion (AWG) (related document 2716) (Docket No. 3009).
 47. Affidavit/Declaration of Service Notice Re: Initial Assumption And Assignment Of Certain Executory Contracts And unexpired Leases In Connection With Sale Motion [Grocers Supply] (related document 2718) (Docket No. 3011).
 48. Reply of C&S Acquisition LLC and Certain of Its Affiliates to Objections Based on Adequate Assurance. (Docket No. 3012).
 49. Affidavit/Declaration of Service Re: Notice Regarding Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [Associated Grocers Inc.] (related document 2719) (Docket No. 3019).
 50. Affidavit/Declaration of Service Regarding Docket No. 2718 (related document 2718) (Docket No. 3027).
 51. Affidavit/Declaration of Service Re: Notice Regarding Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion [Associated Grocers] (related document 2719) (Docket No. 3028).
 52. Affidavit/Declaration of Service Regarding Docket No. 2716 (related document 2716) (Docket No. 3031).
 53. Affidavit/Declaration of Service Debtors' Motion for Leave to File Supplemental Brief in Support of Selling Debtors' Motion for Order Approving Asset Purchase Agreement with C&S Wholesale Grocers, Inc. and C&S Acquisition, LLC and Related Relief (related document 3007) (Docket No. 3034).
 54. Affidavit/Declaration of Service Regarding Notice Re: Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion [C & S] (related document 2715) (Docket No. 3036).
 55. Affidavit/Declaration of Service re: Notice Re: Initial Assumption and Assignment Of Certain Executory Contracts And Unexpired Leases In Connection With Sale Motion [C&S] (related document 2717) (Docket No. 3042).
 56. Certification of Counsel Regarding Order (A) Approving Asset Purchase Agreement By and Among Fleming Companies, Inc., C&S Wholesale Grocers, Inc., C&S Acquisition LLC and Other Parties Named Therein, (B) Authorizing (I) Sale of Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or Its Designee(s), Free and Clear of All Liens, Claims, Encumbrances and Interests and (II) Process for Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases to Purchaser or Its Designee(s) and Establishing the Maximum Cure Amount with Respect Thereto and (C) Granting Related Relief (related document 1906) (Docket No. 3119).

57. Affidavit/Declaration of Service Re: Certification of Counsel Regarding Order (A) Approving Asset Purchase Agreement by and Among Fleming Companies, Inc., C&S Wholesale Grocers, Inc., C&S Acquisition LLC and the Other Parties Named Therein, (B) Authorizing (I) Sale of Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or its Designee(s), Free and Clear of All Liens, Claims, Encumbrances and Interests and (II) Process for Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases to Purchaser or its Designees and Establishing the Maximum Cure Amount with Respect Thereto and (C) Granting Related Relief (related document 3119) (Docket No. 3156).
58. Affidavit/Declaration of Service Regarding Notice Re: Initial Assumption of Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion [Associated Grocers-Florida] (related document 2719) (Docket No. 3196).
59. Affidavit/Declaration of Service re: Docket No. 2719 - Notice Re: Initial Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion [contract assignee - Associated Grocers, Inc.] (related document 2719) (Docket No. 3206).
60. Notice of Document Entered in Error Regarding Opposition of Keil's Food Stores to Debtors' Motion for Order (A) Approving Asset Purchase Agreement with C&S Wholesale Grocers, Inc., and C&S Acquisition, LLC, etc., Potential Assumption and Assignment of Certain Executory Contracts, etc. on the Grounds that it Received No Notice of Motions and Additional Grounds and Reservation of Rights (related document 3150) (Docket No. 3221).
61. Affidavit/Declaration of Service Regarding [Signed] Order (A) Approving Asset Purchase Agreement By and Among Fleming Companies, Inc., C&S Wholesale Grocers, Inc., C&S Acquisition LLC and the Other Parties Named Therein, (B) Authorizing (I) Sale of Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or Its Designee(s), Free and Clear of All Liens, Claims, Encumbrances and Interests and (II) Process for Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases to Purchaser or its Designee(s) and Establishing the Maximum Cure Amount With Respect Thereto and (C) Granting Related Relief (related document 3142) (Docket No. 3258).
62. Order (Supplemental) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to AWG Acquisition, LLC-Order Signed in Court (Docket No. 3270).
63. Affidavit/Declaration of Service of Reply of C&S Acquisition LLC and Certain of its Affiliates to Objections Based on Adequate Assurance (related document 3012) (Docket No. 3280).
64. Affidavit/Declaration of Service Regarding [Signed] Supplemental Order Approving Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases to Purchaser of its Designees on Initial Closing Date (related document 3271) (Docket No. 3284).

65. Affidavit/Declaration of Service Re: [Signed] Supplemental Order Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to AWG Acquisition, LLC (related document 3270) (Docket No. 3285).
66. Notice of Hearing Re: Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to Associated Grocers of Florida, Inc. (Docket No. 3295).
67. Affidavit/Declaration of Service Re: Notice Re: Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to Associated Grocers of Florida, Inc. (related document 3295) (Docket No. 3359).
68. Supplemental Notice of Hearing re: Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to Associated Grocers of Florida, Inc. (related document 3295) (Docket No. 3313).
69. Affidavit/Declaration of Service Re: Supplemental Notice Re: Assumption and Assignment of Certain Executory Contracts and Unexpired Leases to Associated Grocers of Florida, Inc. (related document 3313) (Docket No. 3360).

TRANSCRIPTS

Appellee also designates the following transcripts as part of the Record on Appeal:

70. Transcript of the hearing conducted in this case on July 17, 2003 (Docket No. 2462).
71. Transcript of the hearing conducted in this case on August 14, 2003 (Docket No. 3380).

Dated: September 25, 2003

Respectfully submitted,

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