

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.)	

NOTICE OF AUCTION AND SALE HEARING

PLEASE BE ADVISED that, on September 12, 2003, the above captioned debtors and debtors in possession (collectively, the "Debtors"), filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") a motion (the "Procedures Motion") for an order (the "Order") establishing auction procedures (the "Auction Procedures") for the sale of certain real property (the "Assets"), as set forth in the Procedures Motion. The Procedures Motion requests that the Order approve, among other things, this notice (the "Auction Notice").

PLEASE BE FURTHER ADVISED that the Debtors intend to file with the Bankruptcy Court another motion (the "Sale Motion") for authority to sell the Assets. The Debtors will have filed and served the Sale Motion no later than **September 30, 2003**. The Debtors intend to sell the Assets free and clear of all liens, claims, rights, interests, and encumbrances.

PLEASE BE FURTHER ADVISED that on **October 14, 2003, at 10:00 a.m. prevailing Central time**, the Debtors' intend to hold an auction (the "Auction") for the Assets at the offices of Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601. The Debtors anticipate that, in accordance with their request in the Procedures Motion, the Auction will be governed by the terms and conditions of the Auction Procedures.

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.

PLEASE BE FURTHER ADVISED that the Debtors believe that the sale of the Assets to the bidder(s) that submit the highest and best offers for each Asset is in the best interest of the Debtors' estates and will maximize recoveries to creditors.

PLEASE BE FURTHER ADVISED that, pursuant to the Auction Procedures, the Debtors may, in consultation with the Official Committee of Unsecured Creditors: (a) impose additional terms and conditions at or prior to the Auction; (b) extend the deadlines set forth in the Auction Procedures, including (without limitation) adjourn the auction at the Auction; and/or (c) adjourn the Asset Sale Hearing, as defined below, in open court without further notice.

PLEASE BE FURTHER ADVISED that the Debtors have requested that the Bankruptcy Court schedule a hearing for **October 20, 2003, at 2:00 p.m., prevailing Eastern time** (the "Asset Sale Hearing") to consider the relief to be requested in the Sale Motion and to confirm the results of the Auction. The Asset Sale Hearing will be held before the Hon. Mary F. Walrath, United States Bankruptcy Judge, Marine Midland Plaza, 824 Market Street, Sixth Floor, Wilmington, Delaware 19081.

PLEASE BE FURTHER ADVISED that objections or responses to any relief requested by the Sale Motion, including objections regarding adequate assurance of future performance, shall set forth, in writing, with particularity, the grounds for such objections or other statements of position and be filed with the Bankruptcy Court and served in such a manner that it is actually RECEIVED on or before **October 13, 2003 at 4:00 p.m., prevailing Eastern time**, by: (a) counsel to the Debtors, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, Sixteenth Floor, Wilmington, Delaware 19801 Attention: Laura Davis Jones, Esquire and Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601 Attention: Geoffrey A. Richards, Esquire and Robert T. Buday, Esquire; (b) Office of the United States Trustee, District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801, Attention: Joseph McMahon, Esquire; (c) counsel to the Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attention: Andrew P. DeNatale, Esquire; and (d) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, Thirtieth Floor, Los Angeles, California 90017, Attention: Dennis Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, Attention: Robert S. Hertzberg, Esquire. Objections that do not conform to the foregoing will not be considered by the Bankruptcy Court.

PLEASE BE FURTHER ADVISED that, if the Bankruptcy Court grants the Sale Motion, the Debtor will have the authority to assume and assign certain of their unexpired leases (the "Assigned Leases"). Unless a lease counterparty timely objects, in writing, to any of the cure amounts contained in a Cure Notice to be sent to each counterparty by the Debtors: (a) the counterparty shall receive from the purchaser any cure amounts stated in the Cure Notice at the time of the closing of the sale of the Assets (or promptly thereafter) if its lease is assumed and assigned to the purchaser; and (b) the counterparty shall be forever barred, estopped and enjoined from asserting or enforcing against the assignee of such unexpired lease any additional cure amounts in connection with the applicable lease. Any such objection or response to a Cure Notice must set forth a specific default in any of the Assigned Leases, and claim a specific monetary amount that differs from any cure amounts specified in the Cure Notice. Pursuant to

11 U.S.C. § 365(k), upon assignment of any of the Assigned Leases, each Debtor and its estate shall have no liability for any breach of such lease occurring after such assignment. Also, if the order to be requested by the Sale Motion is granted and the Assigned Leases are assumed and assigned, the counterparties to the Assigned Leases will be forever barred from asserting against the Debtors or the assignee of such unexpired lease any default allegedly arising or incurred prior to the closing of the sale of the Assets, any pecuniary loss resulting from such default or any other obligation under the Assigned Leases arising or incurred prior to the closing of the sale of the Assets other than the cure amount set forth in the Cure Notice issued by the Debtors with respect to the applicable Assigned Lease.

PLEASE BE FURTHER ADVISED that the terms of the Auction Procedures, the Procedures Motion, and the Sale Motion govern. For a copy of those pleadings, visit www.bmccorp.net or contact Raymond I. Friedman, Esquire at the offices of Kirland & Ellis LLP, 777 South Figueroa Street, Los Angeles, California 90017, telephone (213) 680-8625.

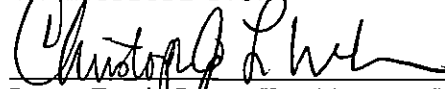
PLEASE BE FURTHER ADVISED that all requests for information concerning the Assets should be directed to the undersigned counsel for the Debtors, Attention: Geoffrey A. Richards, Esquire at the offices of Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601.

Dated: September 26, 2003

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