

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.)

**NOTICE OF POTENTIAL ASSUMPTION AND ASSIGNMENT OF
CERTAIN UNEXPIRED LEASES**

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"), including certain unexpired leases of non-residential real property. The Procedures Motion requests that the Order approve, among other things, this notice (the "Cure Notice"). The Court is scheduled to conduct a hearing on the Procedures Motion on **October 2, 2003 at 2:00 p.m., prevailing Eastern time.**

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 Debtor 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

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.

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.

PLEASE TAKE FURTHER NOTICE that in conjunction with the intended sale of the Assets, the Debtor may seek to assume and assign certain unexpired leases ("Assigned Leases") set forth in the attached Schedule of the Debtors' Assigned Leases (the "Cure Schedule") to the successful bidder(s) at the Auction.

PLEASE TAKE FURTHER NOTICE that the cure amounts for the Assigned Leases, within the meaning of 11 U.S.C. § 365, according to the Debtors' books and records, are set forth in the attached Cure Schedule.

PLEASE TAKE FURTHER NOTICE that any objections to the Debtors' stated cure amounts must 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 (collectively, the "Notice Parties"). Any such objection must set forth a specific default in any of the Assigned Leases and claim a specific monetary amount that differs from the amount, if any, specified in the Cure Schedule. If an objection is filed, such objection will be entertained by the Court at the hearing on the Sale Motion scheduled for **October 20, 2003 at 4:00 p.m., prevailing Eastern time**.

PLEASE TAKE FURTHER NOTICE 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 the Notice Parties. Objections that do not conform to the foregoing will not be considered by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that, pursuant to 11 U.S.C. § 365(k), upon assignment of any leases, each Debtor and its estate shall have no liability for any breach of such Assigned 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 Assigned 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.

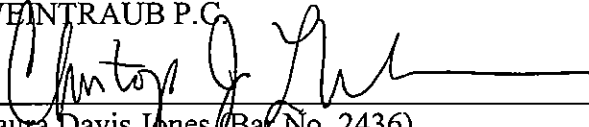
PLEASE TAKE FURTHER NOTICE that the terms of the Auction Procedures, the Procedures Motion, and the Sale Motion govern. For a copy of those pleadings, visit www.bmccorp.net or contact Raymond I. Friedman, Esquire at the offices of Kirland & Ellis LLP, 777 South Figueroa Street, Los Angeles, California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

Dated: September 26, 2003

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Co-Counsel for the Debtors and Debtors in Possession

SCHEDULE OF ASSIGNED LEASES

Site No.	Landlord	Address	Cure Amount
AR-084	TFJ Nomince Trust	601 Pointer Trail East, Van Buren, AR	\$0
AR-090	Thomas F. James Realty Limited Partnership	1101 West Main (Hwy 64), Russellville, AR	\$0
AR-187	Richard Coger	759 US Hwy. 62 NE S95, Mountain Home, AR	\$0
CA-022	Edward D. Barnsley	810 Laurel Ave., San Carlos, CA	\$0
CA-237	The Benenson Capital Company	4576 Willow Road, Pleasanton, CA	\$0
FL-022	Village Market Place Investors, Ltd.	2750 W. Hwy 50, Ocoee, FL	\$0
FL-127	Village Market Place Equity Partners, LLC	11672 E. Colonial Dr., Orlando, FL	\$0
KS-052	Stanley Station Shopping Center, a Partnership	151st & Hwy 69, Stanley, KS	\$0
NE-004	Maxren Corporation	4747 Pioneer Blvd, Lincoln, NE	\$6,239.86
TX-154	Pinel, L.P.	1095 Judge Ely Blvd., Abilene, TX	\$0
VA-012	The Bank of Virginia	1717 Peters Creek Road, NW, Roanoke, VA	\$4,441.91
WI-230(A)	Fox Run Center, LLC	2350 W. St. Paul Ave., Waukesha, WI	\$3,041.47
NJ-122	Blair Road Realty Company	215 Blair Road, Woodbridge, NJ	\$15,516.75