

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.)

Proposed Objection Deadline: October 20, 2003 at 2:00 p.m. prevailing Eastern time (at the hearing)
Proposed Hearing Date: October 20, 2003 at 2:00 p.m. prevailing Eastern time

**NOTICE OF EMERGENCY MOTION FOR MODIFICATION OF MOTION FOR
ORDER PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE
AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY (OCTOBER 2, 2003 MOTION)**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) counsel to the Official Committee of Unsecured Creditors; (d) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure; (e) landlords and assignees to Lease No.'s ID-023CL and LA-072CL

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 *Emergency Motion for Modification of Motion For Order Pursuant To Section 365(A) Of The Bankruptcy Code Authorizing The Debtors To Reject Certain Unexpired Leases Of Nonresidential Real Property (October 2, 2003 Motion)* (the "Emergency Motion").

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

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.

Midland Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 **no later than October 20, 2003 at 2:00 p.m. prevailing Eastern time or made orally at the omnibus hearing to be conducted at that time.**

If a written objection is filed, 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; and (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esquire.

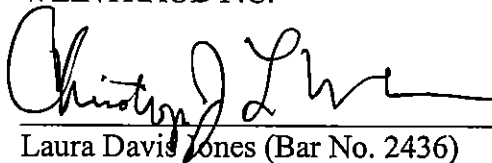
A HEARING ON THE EMERGENCY MOTION WILL BE HELD ON
OCTOBER 20, 2003 AT 2:00 P.M. PREVAILING EASTERN TIME, BEFORE THE
HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE
MIDLAND PLAZA, 824 MARKET STREET, 6TH FLOOR, WILMINGTON, DE 19801.

Dated: October 14, 2003

KIRKLAND & ELLIS
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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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Counsel for the Debtors and Debtors in Possession