

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:
Fleming Companies, Inc., et al.,¹

Debtors.

Chapter 11
Case No. 03-10945 (MFW)
(Jointly Administered)
Hearing Date: November 4, 2003, 2:00 p.m.
Objection Date: October 28, 2003, 12:00 p.m.

NOTICE PURSUANT TO SALE ORDER RE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO AWG ACQUISITION, LLC (HEARING DATE: NOVEMBER 4, 2003)

PLEASE TAKE NOTICE that this notice (the "Assignment Notice") is provided to you in connection with the "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" (the "Sale Order") entered August 15, 2003. The provisions of the Sale Order are incorporated as though fully set forth herein. For a complete copy of the Sale Order, please refer to docket number 3142, which can be accessed at www.bmccorp.net/fleming or at the Bankruptcy Court website at www.deb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that on **November 4, 2003, at 2:00 p.m. EST** (the "Assignment Hearing Date"), the Selling Debtors² will move to assume and assign the contracts identified in the attached schedule (the "Assignment List") to **AWG ACQUISITION, LLC** ("Assignee"). Financial information pertaining to Assignee may be requested by sending a request via email to Raymond Friedman at rfriedman@kirkland.com.

PLEASE TAKE FURTHER NOTICE that pursuant to the Sale Order (paragraph 15), if you have not filed an objection by July 29, 2003 to the cure amount (the "Cure Amount") as reflected on the schedule (the "Cure Schedule") attached to the "Notice re Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale Motion" dated July 11, 2003 (the "Original Cure Notice"), then the amount reflected on the Cure Schedule, as set forth on Exhibit A to the Sale Order shall be the maximum amount you may assert with respect to any damages arising from an alleged default under your contract or lease arising prior to July 11, 2003 (the "Maximum Cure Amount"). As further set forth in the Sale Order (paragraph 17), you are entitled to assert an objection for any alleged pecuniary loss, if any, incurred from the date of the Original Cure Notice through the date on which your contract or lease will be assumed and/or assigned and any other additional basis for opposition to the assumption and/or assignment, including lack of adequate assurance of future performance by **October 28, 2003 by 12:00 p.m. EST** (as set forth below).

PLEASE TAKE FURTHER NOTICE that pursuant to the Sale Order (paragraph 16), if you have filed an objection by July 29, 2003 (a "Cure Objection") to the Cure Amount, your Cure Amount shall be limited as follows: (i) the Cure Amount shall be limited to any legal theories, categories, types or kinds of claims that are set forth in your respective Cure Objection and (ii) no Cure Amount shall be permitted if the Cure Amount was known, or should have been known with reasonable diligence, by you and was not asserted in your respective written Cure Objection with reasonable particularity. Any additional grounds for objection, including alleged pecuniary loss, if any, incurred from the date of the Original Cure Notice through the date on which your contract or lease will be assumed and/or assigned and any other additional basis for opposition to the assumption and/or assignment, including lack of adequate assurance of future performance, must be filed and received by **October 28, 2003 by 12:00 p.m. EST** (as set forth below).

PLEASE TAKE FURTHER NOTICE that additional objections by you, if any, to the Cure Amount or the proposed assumption and assignment as set forth above and more fully in the Sale Order must be filed with the Bankruptcy Court and served in such a manner that it is **actually received on or before October 28, 2003 by 12:00 p.m. EST**, by: (i) Fleming Companies, Inc., attn: Contracts Department, 1945 Lakepointe Drive, Lewisville, TX 75057, Raymond Friedman, Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, California 90017 and Geoff Richards, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601 and Laura Davis Jones, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, Wilmington, Delaware 19801; (ii) the Lenders, c/o Andrew DeNatale, White & Case, 1155 Avenue of the Americas, New York, New York 10036; (iii) counsel to the Committee, c/o Dennis Dunne, Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New York 10005 and Robert S. Hertzberg, Pepper Hamilton LLP, 36th Floor, 100 Renaissance Center, Detroit, Michigan 48243-1157; and (iv) counsel to AWG Acquisition, LLC, c/o Mark T. Benedict, Husch & Eppenger, LLC, 1200 Main Street, Ste. 1700, Kansas City, MO 64105. Any objection not conforming to the foregoing will not be considered by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that the Selling Debtors reserve the right to remove your contract or lease from the Assignment List before the Assignment Hearing Date or to seek continuance of the hearing date upon further notice to you.

Wilmington, Delaware

Dated: October 17, 2003

Co-Counsel for the Debtors and Debtors in Possession

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¹ The Debtors are the following entities: Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, 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 The Selling Debtors are Fleming Companies, Inc., Fleming Transportation Service, Inc., Piggly Wiggly Company, RFS Marketing Services, Inc., Fleming International, Ltd., Fleming Foods of Texas, L.P., and Fleming Foods Management Co., LLP.

REAL ESTATE	SYNOPSIS	PROJECTED	SPONSOR/EDITOR/DAM	DIVISION	DESCRIPTION	LOCATION	STATE	ZIP	
REAL ESTATE	6520	KS-128	Dennis Lutgen and Richard and Georganna McNary	Lincoln	Real Estate: Lessor				
FSA	5152		Taylor Blvd Pic Pac	NASHVILLE	Facility Standby Agreement	51 South Fossil	Russell	KS 67665	
FSA	5194		Whites Kingco, Inc.	KANSAS CITY	Facility Standby Agreement	3110 TAYLOR BLVD	LOUISVILLE	KY 40215-2603	
FSA	5254		Whites Kingco, Inc.	KANSAS CITY	Facility Standby Agreement	PAT WHITE, VP: 838 AVE D	KINGMAN	KS 67068	
FSA	5277		Russell's Food Store, Inc.	NASHVILLE	FSA	PAT WHITE, VP: 838 AVE D	KINGMAN	KS 67068	
REAL ESTATE	6401	OK-216	Blanchard Shopping Center Limited Partnership	Tulsa	Real Estate: Lessor	524 NORTH GATEWAY	ROCKWOOD	TN 37854	
REAL ESTATE	6402	OK-216.a	Blanchard, LLC	Tulsa	Real Estate: Sublessee	P.O. Box 587	Blanchard	OK 73010	
REAL ESTATE	6471	KY-130	Commercial Property Associates	Nashville	Real Estate: Lessor	10th and Highway 76	Blanchard	OK 73010	
REAL ESTATE	6480	TN-015.a	Cooper's Lucky Foods No. 17, Inc.	Memphis	Real Estate: Sublessee	7400 South Park Place	Louisville	KY 40222	
REAL ESTATE	6501	AR-149PL2	D.D. & W. Land Company	Memphis	Real Estate: Lessor	4571 Quince	Memphis	TN 38117	
REAL ESTATE	6502	TN-269.a	DAO Food Group, Inc.	Staff	Real Estate: Sublessee	P.O. Box 658	Searcy	AR 72143	
REAL ESTATE	6514	TN-015	Dattel Realty Company	Memphis	Real Estate: Lessor	1010 North Washington Ave	Cookeville	TN 38501	
REAL ESTATE	6514	AR-149PL1	Duncan Auto, Inc.	Memphis	Real Estate: Lessor	505 S. Perkins	Memphis	TN 38117	
REAL ESTATE	6567	KY-130.a	Fairdale Pic Pac, Inc. &	Nashville	Real Estate: Sublessee	P.O. Box 658	Searcy	AR 72143	
REAL ESTATE	6622	TN-069.a	O & R Inc.	Nashville	Real Estate: Sublessee	501 Mt. Holly Road	Fairdale	KY 40118	
REAL ESTATE	6683	KY-134	Harold F. Miller, Jr.	Nashville	Real Estate: Lessor	Earl Alexander Richmond	Carthage	TN 37030	
REAL ESTATE	6737	TN-078.a	James David Kirk and Linda Jane Kirk	Memphis	Real Estate: Sublessee	203 Annadale Crescent	Birmingham	AL 35223	
REAL ESTATE	6794	AR-149	Laymon Kadish Real Estate	Memphis	Real Estate: Lessor	Highway 57 & 125	Middleton	TN 38052	
REAL ESTATE	6853	MS-208.a	Maywood Foods, Inc.	Memphis	Real Estate: Sublessee	P.O. Box 40	Westbury	NY 11590	
REAL ESTATE	6878	MS-208	NM Company of Jackson, The	Memphis	Real Estate: Lessor	1120 E. Northside Drive	Jackson	MS 39211	
REAL ESTATE	6881	KY-135	MSN, LLC	Nashville	Real Estate: Lessor	210 East Capitol St., 8th Floor	Jackson	MS 39201	
REAL ESTATE	6993	TN-085.a	Pruett's Enterprises, Inc.	Nashville	Real Estate: Sublessee	Successor in interest to Mary L. Badgett	Louisville	KY 40213	
REAL ESTATE	7077	TN-269	Saxony Limited Partnership	Staff	Real Estate: Lessor	3102 Eagle Pass	Hixson	TN 37343	
REAL ESTATE	7093	AR-149.a	Sexton Foods, Inc.	Memphis	Real Estate: Sublessee	4852 Hixson Pike	Hixson	TN 37343	
REAL ESTATE	7094	AR-149PL1.a	Sexton Foods, Inc.	Memphis	Real Estate: Sublessee	e/o Walker Investment Company and Charles P. Sexton and Joyce Sexton	312C East Broad Street	Cookeville	TN 38501
REAL ESTATE	7095	AR-149PL2.a	Sexton Foods, Inc.	Memphis	Real Estate: Sublessee	and Charles P. Sexton and Joyce Sexton	906 E. Race Street	Searcy	AR 72143
REAL ESTATE	7112	TN-069	Smith County Plaza	Nashville	Real Estate: Lessor	and Charles P. Sexton and Joyce Sexton	906 E. Race Street	Searcy	AR 72143
REAL ESTATE	7124	TN-297(A)	Spaco Park, LLC	Nashville	Real Estate: Lessor	P. O. Box 96	Carthage	TN 37030	
REAL ESTATE	7159	KY-134.a	T & J Supermarket, Inc.	Nashville	Real Estate: Sublessee	e/o Westford Bancgroup	209 Tenth Avenue South, Ste 333	Nashville	TN 37203
REAL ESTATE	7171	KY-135.a	Taylor Blvd. Pic-Pac, Inc.	Nashville	Real Estate: Sublessee	e/o Pic Pac	786 Miller Avenue	Louisville	KY 40217
REAL ESTATE	7194	MS-190.a	Toddy Big Star No. 88, Inc. and Robert Knight and Danny Smith	Memphis	Real Estate: Sublessee	e/o Pic Pac #129	3110 Taylor Blvd.	Louisville	KY 40215
REAL ESTATE	7216	MS-190	V.M. Cleveland	Memphis	Real Estate: Lessor		1604 W Main Street	Tupelo	MS 38801
REAL ESTATE	7232	TN-085	W. E. Ragland, III & Juanita Rominger	Nashville	Real Estate: Lessor	Successor to James F. Waterhouse, Trust	1879 N. Coley Rd.	Tupelo	MS 38801
REAL ESTATE	7272	TN-078	Yvette Mott	Memphis	Real Estate: Lessor		P. O. Box 4429	Chattanooga	TN 37405
FSA	7406		HALSEY FOOD STORES, INC.	LINCOLN	FACILITY STANDBY AGREEMENT		P. O. Box 587	Middleton	TN 38052
REAL ESTATE	7241	TN-043.a	Weatherford, Inc.	Staff	Real Estate: Sublessee	PRESIDENT	4106 BOULDER DRIVE	LINCOLN	NE 68516
						Idia Nevada Bob's	1999 Glenback	Germanstown	TN 38159