

# **EXHIBIT “A”**

## Exhibit A<sup>1</sup>

1. Amounts due and owing under the Pre-Petition Credit Agreement, including the amounts of any contingent liability.
2. Amounts due and owing under the Post-Petition Loan Agreement, including the amounts of any contingent liability.
3. The nature of any contingent liability under either the Post-Petition Loan Agreement or the Pre-Petition Credit Agreement.
4. Amount of cash on hand.
5. Cash generated on a weekly basis by the Debtors' operations.
6. Uses of cash generated on a weekly basis by the Debtors' operations.
7. The bases for the alleged requirement by the Pre-Petition Lenders and the Prior DIP Lenders that the Debtors proceed with the sale of Fleming Convenience on an expedited basis.
8. The bases for the alleged requirement by the Pre-Petition Lenders and the Prior DIP Lenders that the Debtors file a bid procedures motion by January 5, 2004.
9. Proposed uses of proceeds of the Replacement DIP Credit Facility, including without limitation the amount proposed to be paid to the Pre-Petition Lenders, the amount

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<sup>1</sup> All capitalized terms have the meaning ascribed to them in the Debtors' Motion for an Order (I)(A) Authorizing Debtors to Obtain Replacement Post-Petition Financing Under 11 U.S.C. § 364 and Bankruptcy Rule 4001(c) And Del. Bankr. LR 4001-2 and Assign the Existing Secured Lenders' Liens to the Replacement Lenders, and (B) Authorizing Debtors to Pay Certain Commitment and Related Fees and Expenses Relating to the Replacement Post-Petition Financing, (II) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363; and (III) Authorizing Debtors to Repay Certain Outstanding Obligations under the Pre-Petition Credit Agreement and the Post-Petition Loan Agreement (the "Motion").

proposed to be paid to the Prior DIP Lenders, and the amount proposed to be used to collateralize letters of credit.

10. The bases for the Debtors' selection of GE Capital.
11. The identity of the persons with whom the Debtors have dealt and are dealing at GE Capital.
12. The identity of the other lenders considered by the Debtors' prior to the selection of GE Capital.
13. The bids from potential acquirors of Fleming Convenience, including without limitation the identity of the bidders, the amounts of the bids, and the process by which the Debtors' identified potential bidders.
14. The possible sale or other disposition of Fleming Convenience.
15. The basis for the Debtors' conclusion that a sale of Fleming Convenience would result in lower recoveries to creditors than those available under the Plan.
16. Changes, if any, in the terms of the proposed Replacement DIP Credit Facility between December 6, 2003 and the present date.
17. The proposals for the Replacement DIP Credit Facility received by the Debtors.