

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
Fleming Companies, Inc., et al.,)
Debtors.) Case No. 03-10945 (MWF)
) (Jointly Administered)
)
) Responses Due By: December 29, 2003 at
) 4:00 p.m. prevailing Eastern Time
)
) Hearing Date: January 5, 2004 at 2:00 p.m.
) Prevailing Eastern Time
)

**NOTICE OF OBJECTION TO RELIEF SOUGHT IN THE FIRST OMNIBUS
OBJECTION:**

I, Roger Avery, object to relief sought by counsel of Debtors. First I ask counsel to show where this is a duplicate claim as I have not filed claim but once. Copy of their letter is attached to exhibit (A). I suggest that this is a move to get this claim thrown out and ask the assurance of the courts and the Honorable Mary F. Walrath that justice will be served and their claim rejected.

I, Roger Avery, state that I worked from Fleming Companies from 10-15-1974 until 7-10-2003. This is almost 29 years of my life that was put into building retirement and investing in a company (Fleming) which assured all of their employees that this money would be there when they retired. Up to the filing of bankruptcy they continued to reassure us in group meetings that the company was stable (see attached letter from Mark Hanson CEO) I feel I earned this money and it is due me for 29 years of my life and dedication to the company.

I ask the court to make counsel for the debtor show why this is a duplicate claim - I only filed once! - and to also respond to me with a letter showing where the claim is duplicated and who filed it or how it became duplicate.

See copy shown as exhibit (B) and exhibit (C) which is a statement showing where the money is due (which has already been sent both to court and debtors counsel)

Sincerely,

Roger Avery

RECEIVED
DISTRICT COURT
OF DELAWARE
OCT 12 11 11 AM '03

May 23, 2003

United States Bankruptcy Court
District of Delaware
824 North Market street, 5th Floor
Wilmington, Delaware 19801

To: Honorable Peter J. Walsh, Chief Judge
Honorable Mary F. Walrath

I am writing in regard to the bankruptcy filed in your court by Fleming Companies, Inc [Case No. 03-10945 (MFW)]. I have been employed at Gencva Division of Fleming Companies since 10/15/74. I am now 51 Years old. I have been saving in a 401k plan that is administered by Fleming thru Fidelity Investments. One of the options is to invest in Fleming common stock. There are many in our Division alone that have lost their life savings due to the bankruptcy of Fleming. I personally had a vested balance of around \$ 87,000 before I bought Fleming stock at \$19.90 . We were being "fed" misleading information about the state of the company by out top management. We were told that the company had plenty of Liquidity and that we were actually making gains in the market...that good things were happening in savings by the company and that our Stock would be on the rebound shortly. These were told to us in meeting called by our division President. We were also given copies of letters from our Executive President Mr. Mark Hansen in which he states "facts" that are misleading. I HAVE ENCLOSED ONE SUCH LETTER IN WHICH OUR SUPERVISOR GAVE TO ME WITH A NOTE THAT IT WAS MY PERSONAL COPY BECAUSE THEY KNEW I WAS INVESTED IN FLEMING STOCK IN MY 401K.. These meeting were misleading and convinced many to invest their retirements into Fleming Company Stock. I AM ASKING THE COURT TO MAKE FLEMING COMPANIES RESPONSIBLE FOR THEIR FALSE STATEMENTS AND MISLEADING INFORMATION . THERE ARE MANY WHO STILL OWN FLEMING STOCK IN THEIR 401K RETIREMENTS FUNDS. I ASK YOU TO PLEASE NOT LET FLEMING GET AWAY WITH "STEALING" OUR RETIREMENTS. THEIR EMPLOYEES DO NOT DESERVE TO BE LIED TO AND LEFT WITH NO RETIREMENT. THANK YOU AND MAY GOD GUIDE YOUR DECISIONS

ROGER AVERY, JR.
2809 COUNTY RD. 67
HARTFORD, ALABAMA 36344
(334) 588-3976

COPY EXHIBIT

**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)
Debtors.) (Jointly Administered)
) Responses Due By: December 29, 2003 at 4:00 p.m.
) prevailing Eastern Time
) Hearing Date: January 5, 2004 at 2:00 p.m. prevailing
) Eastern Time

**NOTICE OF HEARING ON DEBTORS' FIRST OMNIBUS
OBJECTION TO CLAIMS (NON-SUBSTANTIVE)**

TO: AVERY, ROGER
2809 COUNTY RD 67
HARTFORD, AL 36344

PLEASE TAKE NOTICE that on December 5, 2003, the Debtors filed their First Omnibus Objection to Claims (the "First Omnibus Objection") with the United States Bankruptcy Court for the District of Delaware which seeks to alter your rights by disallowing and expunging your claim or claims for the reasons noted.

Name and Address of Claimant	Duplicate Claim Number	Remaining Claim Number	Duplicate Claim Amount					Remaining Claim Amount					Reason for Disallowance
			Secured	Admin	Priority	Unsecured	Total	Secured	Admin	Priority	Unsecured	Total	
AVERY, ROGER	12126	9937	\$0.00	\$0.00	\$476,021.00	\$76,946.72	\$552,967.72	\$0.00	\$0.00	\$476,021.00	\$76,946.72	\$552,967.72	Duplicate Claim

IF YOU CONTEST THE RELIEF SOUGHT IN THE FIRST OMNIBUS OBJECTION, YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, on or before December 29, 2003 at 4:00 p.m. prevailing Eastern Time. At the same time, you must also serve a copy of the response upon the Debtors' attorneys at Kirkland & Ellis LLP, 280 East Randolph Drive, Suite 6300, Chicago, IL 60601. Attn: Kenneth C. Robling; and Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801). Attn: Laura Davis Jones, so as to be received on or before December 29, 2003, at 4:00 p.m. prevailing Eastern Time. It is likely that only those responses timely filed with the Court and received by the above-listed counsel in accordance with this Notice will be considered by the Court.

A HEARING ON THE FIRST OMNIBUS OBJECTION WILL BE HELD ON January 5, 2004 at 2:00 p.m. prevailing Eastern Time before the Honorable Mary F. Walrath, United States Bankruptcy Court, 824 N. Market Street, 6th Floor, Wilmington, DE (the "Claims Hearing").

The following entities (the "Notice Parties") will receive a copy of the First Omnibus Objection: (a) those who have filed claims that are affected by the First Omnibus Objection (the "Claimants"); (b) the Office of the United States Trustee; (c) counsel for the Creditors' Committee; (d) counsel for the Debtors' prepetition lenders; and (e) all parties who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").²

Any party whose claim is subject to the First Omnibus Objection should read this notice and the accompanying papers carefully and discuss them with their attorney, if appropriate. All such parties should be aware that their claims may be disallowed, expunged, reduced or modified by virtue of the relief sought in the First Omnibus Objection.

Any response filed with the Court must contain, at a minimum, the following:

- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the First Omnibus Objection;
- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtors' claims agent upon which the party will rely to support the basis for and amounts asserted in the proof of claim;

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.

² The Office of the United States Trustee, Counsel for the Creditors' Committee, and Counsel for the Debtors' prepetition lenders will receive, in addition to a copy of the First Omnibus Objection, a copy of all exhibits related thereto (the "Exhibits"). The Claimants and members of the 2002 List will not receive the Exhibits but rather will receive a customized notice containing the information from that portion of the Exhibits that relates to their particular claim(s). Any party may, however, obtain copies of the Exhibits as provided herein.

(e)
(f)

The address to which the Debtors must serve any reply to the response; and
The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on behalf of the claimant.

Any party's failure to timely file a response to an objection to a claim that is contained in the First Omnibus Objection shall be deemed a waiver of that party's right to respond to the First Omnibus Objection as it relates to that claim and constitutes consent to the relief requested in the First Omnibus Objection with respect to such claim.

The Debtors reserve the right to (a) seek an adjournment of the Claims Hearing with respect to one or more of the objections contained in the First Omnibus Objection as stated in open court, (b) file and serve, at their discretion, a reply to any response filed by any Claimant and (c) to object, in the future, to any of the claims set forth in the First Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

Any party may obtain a copy of the First Omnibus Objection with all Exhibits by requesting the same from the Debtors' noticing agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>. If you have any questions regarding your claim(s), please contact the Fleming Claims Hotline at 972-535-7149.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE FIRST OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

Wilmington, Delaware
Dated: November 5, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP

/s/
James H.M. Sprayregen, P.C. (ARDC No. IL 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. IL 6230120)
Steven R. Kotarba (ARDC No. IL 6245278)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

And

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.

/s/
Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scott E. McFarland (Bar No. 4184)
Christopher J. Lhuller (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

Copy

**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)
Debtors.) (Jointly Administered)
Responses Due By: December 29, 2003 at
4:00 p.m. prevailing Eastern Time
Hearing Date: January 5, 2004 at 2:00 p.m.
prevailing Eastern Time

DEBTORS' FIRST OMNIBUS OBJECTION TO CLAIMS (NON-SUBSTANTIVE)

The above-captioned debtors and debtors in possession (the "Debtors"), by and through their undersigned counsel, file this First Omnibus Objection to Claims (the "First Omnibus Objection"). In support of this First Omnibus Objection, the Debtors state the following:

JURISDICTION

1. This Court has jurisdiction over the First Omnibus Objection pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2)(A) and (O).
2. The bases for the relief requested are 11 U.S.C. §§ 105(a), 502 and Federal Rule of Bankruptcy Procedure 3007.

BACKGROUND

3. On April 1, 2003 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Code (the "Bankruptcy Code") and commenced the above-captioned Cases (the "Cases"). The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 14, 2003, the United States Trustee appointed an

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official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in these Cases.

4. On June 10, 2003, the Debtors filed a motion (the "Bar Date Motion") for an order pursuant to Sections 105(a), 501, 502 and 1111(a) of the Bankruptcy Code and Rules 2002(a)(7), 3003(c)(3) and 5005(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules), establishing a bar date for filing proofs of claim and proofs of interest and approving the form and manner of notice thereof.

5. On June 25, 2003, following a hearing on the Bar Date Motion, the Court entered an order fixing the bar date for filing proofs of claim (the "Bar Date Order"). Under the Bar Date Order, all entities, other than governmental units and certain specified entities which were excluded from the Bar Date Order, were required to file prepetition claims no later than September 15, 2003 (the "General Bar Date"). All governmental units were required to file prepetition claims no later than October 1, 2003 (the "Governmental Unit Bar Date").

6. Pursuant to the Bar Date Order, the Debtors served notice of the bar date (the "Bar Date Notice") along with a customized proof of claim form at least forty-five (45) days before the Bar Date on all known persons and entities holding Claims and/or interests in the Debtors, by first class United States mail, postage prepaid. In addition, the Debtors published the Bar Date Notice at least forty-five (45) days before the Bar Date in the The Wall Street Journal (national), The New York Times (national), USA Today (national), USA Today (worldwide), International Herald Tribune (worldwide), and Toronto Globe and Mail (international).

THE OBJECTION AND REQUEST FOR RELIEF

7. By this First Omnibus Objection, the Debtors seek disallowance and expungement of the claims set forth herein and on the exhibits attached hereto for the reasons described herein and on such exhibits:

- (a) The Claims set forth on Exhibit A attached hereto as "Duplicate Claims" are claims that duplicate pending claims that have already been filed in these Cases in the same amount by the same creditor against the same Debtor (the "Duplicate Claims"); and
- (b) The Claims set forth on Exhibit B attached hereto as "Amended Claims" are claims that have been amended and superseded by later-filed claims that are currently pending (the "Amended Claims").

The Duplicate Claims

8. The Debtors object to the Duplicate Claims listed on Exhibit A attached hereto pursuant to Section 502(b)(1) of the Bankruptcy Code because these claims are duplicative of other pending claims (the "Remaining Claims"). The Debtors propose that the Duplicate Claims, each of which is noted as a "Duplicate Claim" on Exhibit A, be disallowed and expunged for all purposes and that each Claim listed on Exhibit A as the "Remaining Claim" be unaffected by this First Omnibus Objection.

The Amended Claims

9. The Debtors object to the Amended Claims listed on Exhibit B attached hereto pursuant to Section 502(b)(1) of the Bankruptcy Code because the Amended Claims are claims that have been amended and superseded by later-filed claims that are currently pending in these

Cases. As such, the Amended Claims are duplicate claims. The Debtors propose that the Amended Claims, each of which is noted as an "Amended Claim" on Exhibit B, be disallowed and expunged for all purposes, and that each Claim listed on Exhibit B as the "Remaining Claim" be unaffected by this First Omnibus Objection. The Debtors propose to treat all supporting documentation that was filed in support of a claim that is expunged as an Amended Claim as having been filed in support of the applicable "Remaining Claim."

RESERVATION

10. The Debtors reserve the right to file a reply to any response that is filed with respect to this First Omnibus Objection.

11. The Debtors hereby reserve the right, consistent with the local rules of this Court, Orders of the Court, and any other applicable law, to object in the future to any of the claims listed in this First Omnibus Objection or on the exhibits on any ground, and to amend, modify and/or supplement this First Omnibus Objection, including, without limitation, to object to amended claims and newly-filed claims. Separate notice and hearing will be scheduled for any such objection.

12. Notwithstanding anything contained in this First Omnibus Objection or the exhibits, nothing herein shall be construed as a waiver of any rights that the Debtors may have (a) to bring avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, 11 U.S.C. § 547, against the holders of claims subject to the First Omnibus Objection; or (b) to exercise its rights of setoff against the holders of such claims relating to such avoidance actions.

NOTICE

13. The Debtors' noticing agent, Bankruptcy Management Corporation ("BMC") will serve copies of this First Omnibus Objection (with all exhibits) on (a) the Office of the United States Trustee; (b) counsel for the Creditors' Committee; (c) counsel for the Debtors' prepetition lenders and (d) on all parties that have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002 (the "2002 List").

14. BMC will serve a copy of the First Omnibus Objection and customized notices that summarize claim-specific detail exactly as reflected on the exhibit on which such creditor is listed (the "Customized Notice") upon those creditors that have filed claims that are affected by the First Omnibus Objection in lieu of serving all exhibits on each such affected creditor.² A sample Customized Notice is attached hereto as Exhibit C. Any party may obtain a copy of the First Omnibus Objection and/or the exhibits thereto by requesting the same from BMC at (888) 909-0100 or by accessing the BMC website at <http://www.bmccorp.net>.

15. The Debtors submit that notice of this First Omnibus Objection is sufficient under Rule 3007 of the Federal Rules of Bankruptcy Procedure and Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware and that no further notice is necessary.

² The Exhibits are voluminous and include details of objections to numerous claims and mailing of the same would be expensive to the Debtors, would not provide any additional information valuable to the affected creditor and would increase the risk of creditor confusion.

16. Additionally, the Debtors, by and through their counsel, state that the First Omnibus Objection and related exhibits attached hereto comply with Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware.

NO PREVIOUS REQUEST

17. No previous request for the specific relief set forth herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order disallowing and expunging each of the Claims as requested in this First Omnibus Objection and/or listed on the exhibits attached hereto.

Wilmington, Delaware

Dated: 5, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP

James H. M. Sprayregen, P.C. (ARDC No. IL 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. IL 6230120)
Steven R. Kotarba (ARDC No. IL 6245278)
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

And

**PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.**

/s/ Scotta E. McFarland

Laura Davis Jones (Bar No. 2436)
Ira D. Kharasch (CA Bar No. 109084)
Scotta E. McFarland (Bar No. 4184)
Christopher J. Lhulier (Bar No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

**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)
Debtors.) (Jointly Administered)

**ORDER GRANTING THE RELIEF SOUGHT IN DEBTORS' FIRST OMNIBUS
OBJECTION TO CLAIMS (NON-SUBSTANTIVE)**

Upon the Debtors'² First Omnibus Objection seeking entry of an order disallowing and expunging certain claims; and no previous application having been made, and upon consideration of the First Omnibus Objection and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of the proceeding and this First Omnibus Objection is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given, and no further notice being required; and after due deliberation and sufficient cause appearing, it is hereby

ORDERED that the relief sought in the First Omnibus Objection is granted; and it is further

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.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Debtors' First Omnibus Objection to Claims.

ORDERED that each of the Duplicate Claims listed on Exhibit 1 to this Order is expunged and disallowed for all purposes; and it is further

ORDERED that each of the Amended Claims listed on Exhibit 2 to this Order is expunged and disallowed for all purposes; and it is further

ORDERED that the Debtors retain the right to object to any claims listed on the exhibits to this order on any grounds; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2003.

United States Bankruptcy Judge

Fleming.

MEMORANDUM

TO: All Fleming Associates

FROM: ~~_____~~ *CEO of Fleming*

SUBJECT: Comments on Stock Price

DATE: October 10, 2002

I know that many of you are disappointed, as am I, about what is happening to Fleming's stock price. As I have said before, trying to understand the short-term vagaries of the stock market is not a productive exercise. Frankly, the current status of our business is strong and, therefore, our depressed stock price is not reflecting our strengths. Thus, I want to reiterate the following facts to you.

- We are now the country's largest, pure-play wholesale distributor, with a national footprint and a highly diversified customer base. Simply put, we are not dependent upon any single channel of distribution, nor any single customer, customer category or format for our long-term success. Our business plan has been structured to be diverse and flexible.
- As we announced on September 24th, our decision to divest 110 price-impact stores will advance our business model and will generate anticipated proceeds in excess of \$450 million net of taxes. We will use the proceeds from the sales to further pay down debt. Importantly, we have no significant debt maturities due until 2007.
- We continue to enjoy strong relationships with both our customers and vendors, and we are confident that our decision to sell our retail operations – which put us in a position so that we will no longer be competing with our distribution customers – will only further strengthen customer relationships.

So, given these facts, why is our stock so low? I can only reiterate what I've previously stated: The execution of our long-term strategy has already yielded significant accomplishments, and if we continue to focus on our business – and continue to work closely with our vendors and customers – ~~we will be able to take care of our investors~~ ~~we will be able to take care of our investors~~

Roger Avery Personal Copy

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



155556

Scheduled Claim Ref # 2-F3-67397

YOUR CLAIM IS SCHEDULED AS:

\$0.00 UNSECURED

In re:
Fleming Companies, Inc.

Case Number:
03-10945

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Name of Creditor and Address:

0364429379369

AVERY, ROGER
2809 COUNTY ROAD 67
HARTFORD, AL 36344

Check box if you have never received any notices from the bankruptcy court in this case.

Check box if this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number ()

CREDITOR TAX I.D. #:

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

Check here if this claim

replaces or amends

a previously filed claim dated: _____

1. BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury *Injury on 4-7-03*
- Taxes
- Other (describe briefly)

Retiree benefits as defined in 11 U.S.C § 1114(a)

Wages, salaries, and compensation (Fill out below)

Your social security number: **417-76-9455**

15 Sick days unpaid compensation for services performed from: _____ to _____
Not taken but earned prior to bankruptcy (date) (date)

2. DATE DEBT WAS INCURRED:

3. IF COURT JUDGMENT, DATE OBTAINED:

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE:

\$ **76,246.72** (unsecured)

(secured)

\$ **476,021.00** (unsecured priority)

\$ **483,865.72** (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. SECURED CLAIM

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral:

- Real Estate
- Motor Vehicle
- Other _____

Value of collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____

6. UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,650*), earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3)
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
- Up to \$2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6)
- Alimony maintenance or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a) *15 Sick days unpaid 2002*

* Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. DATE-STAMPED COPY: To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

THIS SPACE FOR COURT USE ONLY

BY MAIL TO:
Bankruptcy Management Corporation
P.O. BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO:
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

DATE SIGNED:

SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

Fleming

Updated Personalized Retirement Choice Statement

ROGER AVERY JR, FCSA-1400-1-DD
2809 COUNTY ROAD 67
HARTFORD AL 36344

Your 2001 Personalized Statement of Retirement Benefits

Fleming has comprehensive benefits—it's a Great Place to Work! And recently, we announced that Fleming is offering all active Pension Plan participants the unique opportunity to choose a retirement program. You may remain in the current retirement program or move into a different type of retirement program—one that gives you greater control of your investments.

To prepare adequately for your retirement, take advantage of the benefits Fleming offers. Retirement is a shared responsibility between you and the company. It is your responsibility to save. And it is Fleming's responsibility to provide tools that will help you reach your financial goals—tools like the Pension Plan and the 401(k) Plan.

Fleming is pleased to present you with this personalized statement of your potential retirement benefits under each retirement program option. This statement compares the estimated values of your two retirement benefit choices (converted to a lump sum), and should provide you with a solid basis for making your decision. If you would like to see how your benefit is calculated under different assumptions, visit our *Retirement Choice Decision Maker* at www.flemingdecision.com. This online tool allows you to modify the assumptions to more accurately reflect your potential retirement benefit under both options.

The information contained in this statement is for your understanding and planning only. All retirement projections for future dates are estimates

Personal Information

ROGER AVERY JR	
Social Security Number:	417-76-9455
Personal Identification Number*:	762819
Credited Service Date:	10/15/74
Date of Birth:	5/11/52
Annual (W-2) Pay as of 12/31/01:	\$34,620

*Your Password for the Retirement Choice Decision Maker

and should not be viewed as your actual retirement benefit upon separation from Fleming at any future date.

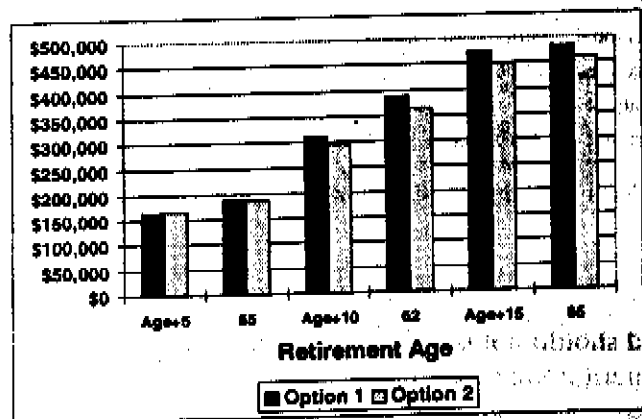
This statement may have different—and higher—projections for your 401(k) benefit at ages 55, 62 and 65 than the statement you received with your brochure.

Your Choice—Option One or Option Two

Fleming is giving you two options. Option One is the current retirement program—the Fleming Companies, Inc. Pension Plan and Fleming 401(k) Plan. Option Two offers an additional Fleming Regular Contribution to the 401(k) Plan in lieu of additional pension benefits. Under Option One and Option Two, the Fleming Matching Contribution to the Fleming 401(k) Plan, and the Fleming Stock Purchase Program continue. The details are in your brochure. Read through it as you look over this statement to fully understand the advantages of each option.

Your personalized graph compares the projected, total, lump-sum value of Option One and Option Two at up to six points in the future—5, 10 and 15 years, and ages 55, 62 and 65. You can see how the benefit value increases under each plan. Remember, the age you leave Fleming affects the value of your benefit, and should be considered when you make your choice between programs. And keep in mind that future values are calculated assuming you continue as a full-time associate with no breaks in service. Your actual benefits at termination may differ significantly from these estimates.

The projected benefit values are shown as lump sums for comparison purposes only. The Fleming Pension Plan does not allow lump-sum distributions over \$10,000.



Your benefit at...	Your estimated benefit converted to a lump-sum value under Option One	Your estimated benefit converted to a lump-sum value under Option Two...
Age + 5 Years	Pension: \$37,877 401(k): \$127,947 Total: \$165,824	Pension: \$29,753 401(k): \$136,792 Total: \$166,545
Age + 10 Years	Pension: \$101,991 401(k): \$211,682 Total: \$313,673	Pension: \$61,901 401(k): \$234,931 Total: \$296,832
Age + 15 Years	Pension: \$137,532 401(k): \$338,489 Total: \$475,991	Pension: \$65,111 401(k): \$384,536 Total: \$449,647
Age 55	Pension: \$57,968 401(k): \$132,729 Total: \$190,697	Pension: \$45,150 401(k): \$142,557 Total: \$187,707
Age 62	Pension: \$126,181 401(k): \$263,591 Total: \$389,772	Pension: \$68,814 401(k): \$296,262 Total: \$365,076
Age 65	Pension: \$137,344 401(k): \$348,070 Total: \$485,414	Pension: \$64,492 401(k): \$396,087 Total: \$460,579

These estimates are based on your personal data from Fleming records plus the assumptions shown here. Actual benefits at retirement may vary greatly from these estimates and will depend on actual changes in pay, contributions you choose to make to the 401(k) Plan, performance of your investments, the lump-sum interest rate, and the terms of the benefit plan documents in effect when you leave Fleming.

Next Steps

Before you make your decision, carefully consider the information Fleming has provided. Look over this statement and read your brochure to ensure you understand your options and are comfortable with your decision. Go online to the *Retirement Choice Decision Maker* to model additional scenarios. This tool will help you recognize which option will likely provide a greater benefit for your retirement. If you still have questions, attend an associate meeting or call the Retirement Choice Support Line at 1-866-742-9114.

You should apply the information Fleming is providing to your situation—will you retire in the next few years? Will you spend your career at Fleming, or only a few years? How much investment responsibility are you willing to take on? All of these factors will likely influence your decision.

Remember, you must *make your election by December 14, 2001*. Elect online through the *Retirement Choice Decision Maker* at www.flemingdecision.com. If you do not have access to the internet, ask your local Human Resources manager for a paper Retirement Choice Election Form.

Assumptions Used in Benefit Calculations

- Annual earnings increase: 3%
- Rate of return on 401(k) investments: 8%
- Contribution rate for 401(k): 6%
- Your current contribution rate for 401(k): 4%

Fleming

This document contains a brief summary of certain provisions of the Fleming Pension Plan, Fleming 401(k) Plan, and the Fleming Stock Purchase Plan. The actual terms of the applicable Plan shall control the amount of benefits that may be deferred and/or paid under such Plans. Any conflict between the contents of this document and the Plans shall be governed by the terms of such Plans. Fleming reserves the right to amend, change, or cancel the benefits at any time.



**Fleming Companies, Inc.
Matching 401(k) Plan**

Retirement Savings Statement

April 1, 2002 - June 30, 2002

#BWNFXSJ

ENV#OP012046
OP 52677 A

ROGER S. MEYER JR.
2009 COUNTY ROAD 67
HARTFORD, AL 36344

Customer Service Number 1-800-835-5098
Internet Address: www.401k.com
Automated line is available 24 hours a day, 7 days a week.
Rep assistance available 7:30 AM to 7:00 PM Central, M-F.

Your Account Summary

Beginning Balance	\$75,532.84
Your Contributions	319.26
Exchange In	243,573.67
Exchange Out	-243,573.67
Fees	-1.57
Change In Market Value	1,096.19
Ending Balance	\$76,946.72

Additional Information

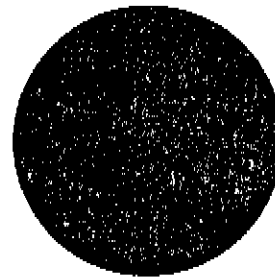
◆ Vested Balance	\$76,946.72
◆ Dividend & Interest	\$180.12

Your Personal Rate of Return

This Period	1.5%
Year to Date	3.8%

Your Personal Rate of Return is calculated with a time-weighted formula, widely used by financial analysts to calculate investment earnings. It reflects the results of your investment selections as well as any activity in the plan account(s) shown. There are other Personal Rate of Return formulas used that may yield different results. Remember that past performance is no guarantee of future results.

Your Asset Allocation



Stocks 100%

Your account is currently allocated among the asset classes specified above. Percentages and totals may not be exact due to rounding.

Market Value of Your Account

Displayed in this section is the value of your account for the statement period, in both shares/units and dollars.

Investment	Shares/Units on 03/31/2002	Shares/Units on 06/30/2002	Price on 03/31/2002	Price on 06/30/2002	Market Value on 03/31/2002	Market Value on 06/30/2002
Stock Investments					\$0.00	\$76,901.69
Fleming Stock Fund	0.000	10,607.129	\$8.92	\$7.25	0.00	76,901.69
Short Term Investments					\$75,532.84	\$45.03
Fidelity Retire Mmkt	75,532.840	45.030	\$1.00	\$1.00	75,532.84	45.03
Account Total					\$75,532.84	\$76,946.72

Please read this statement carefully. Any error must be reported to Fidelity Investments within 90 days.