EXHIBIT A

INSTRUCTIONS

I. You are instructed to produce the Documents (as defined and described below) that are in your possession, custody or control, including but not limited to, Documents in the possession of your attorneys, accountants, bookkeepers, agents, and/or representatives. You are further instructed to produce the Documents as they are kept in the usual course of business. If a Document is maintained on a computer, a hard copy of that Document shall be produced. In addition, Documents are to be produced in their entirety; redacted Documents will not constitute compliance with this request.

II. If you contend that the contents of a Document are protected from disclosure because of privilege or the work-product doctrine, you must supply a description of that Document by providing the following information:

A. Each privilege or doctrine which you contend protects the contents of that Document from disclosure;

B. Each fact upon which you rely to support your claim of privilege;

C. The type of Document (e.g., letter, memorandum, telegram, facsimile transmission, e-mail, computer database, notes, memorandum of telephone conversation, etc.);

D. The date of the Document or if it bears no date, the date on which it was prepared;

E. The name of each author of the Document;

F. The name of each person to whom the Document was directed;

G. The name of each person who received or reviewed the Document or to whom the Document or a copy of it was supplied; and

H. The general subject matter of the Document.

III. In the event that any Document described below has been destroyed, discarded, or otherwise disposed of (a "Disposal"), each such Document is to be identified as completely as possible, including, without limitation, the following information:

A. The type of Document (e.g., letter, memorandum, telegram, facsimile transmission, e-mail, computer database, notes, memorandum of telephone conversation, etc.);

B. The date of the Document or, if it bears no date, the date on which it was prepared;

C. The name of each author of the Document;

D. The name of each person to whom the Document was directed;

E. The name of each person who received or reviewed the Document or to whom the Document or a copy thereof was supplied;

F. The general subject matter of the Document;

G. The date of Disposal;

H. The manner of Disposal;

I. The reasons for the Disposal;

J. The name of the person who authorized the Disposal;

K. The name of the person who disposed of the Document;

L. The name of the custodian of the Document at the time of the Disposal.

DEFINITIONS

1. "YOU" or "YOUR" means, individually and/or collectively, Bain & Co., their corporate predecessors, subsidiaries, sister or affiliated companies, officers, directors, employees, agents, attorneys, or anyone else acting or purporting to act on their behalf.

2. "FLEMING" means, individually and/or collectively, Fleming Companies, Inc., its subsidiaries, sister or affiliated companies, officers, directors, employees, agents, attorneys, or anyone else acting or purporting to act on their behalf.

3. "VENDORS" means, individually and/or collectively, any entity that provided a good or service to Fleming and/or Fleming's retail customers for which Fleming would be billed, including its subsidiaries, sister or affiliated companies, officers, directors, employees, agents, attorneys, or anyone else acting or purporting to act on their behalf.

4. "PREFERENCE PERIOD" means the period encompassing January 1, 2003, through March 31, 2003.

5. "PRE-PREFERENCE PERIOD" means the period encompassing January 1, 2002, through December 31, 2002.

6. The terms "and" and "or" shall be construed conjunctively or disjunctively as necessary to make the request inclusive rather than exclusive.

7. "DOCUMENT" means a "writing" or "recording," as those terms are defined in Federal Rule of Evidence 1001, and refers to those materials in your actual or constructive possession, custody or control, including, but not limited to, originals, copies, non-identical copies, and preliminary, intermediate, and final drafts of writings, recordings of oral communications, correspondence, e-mails, papers, books, pamphlets, periodicals, bills, accounts, checks, check registers, letters, photographs, objects, telegrams, notes, minutes, memoranda, inter-office and intra-office communications, reports, studies, surveys, forecasts, analysis, indices, calendars, diaries, and recordings of every kind and description, whether inscribed by hand or by mechanical, electronic (such as on a computer hard drive or diskette), microfilm, phonic (such as tape recordings), photographic or other means. Handwritten or other notations of any kind on any copy of a Document render it non-identical.

8. "RELATING TO" means discussing, describing, mentioning, or constituting.

DOCUMENTS TO BE PRODUCED

1. All DOCUMENTS RELATED TO the gradual constriction of FLEMING's credit terms and credit limits with its VENDORS during the PREFERENCE PERIOD.

2. All DOCUMENTS RELATED TO the timing of payments made to VENDORS by FLEMING during the PREFERENCE PERIOD.

3. All DOCUMENTS RELATED TO wire transfers made by FLEMING to VENDORS during the PREFERENCE PERIOD.

4. All DOCUMENTS RELATED TO YOUR analysis of payments made by FLEMING to VENDORS during the PREFERENCE PERIOD.

5. All DOCUMENTS constituting or RELATED TO communications, whether written or oral, between YOU and any VENDOR during the PREFERENCE PERIOD and the PRE-PREFERENCE PERIOD.

6. All DOCUMENTS constituting or RELATED TO communications, whether written or oral, between FLEMING and any VENDOR during the PREFERENCE PERIOD and the PRE-PREFERENCE PERIOD.

7. All DOCUMENTS constituting or RELATED TO communications, whether written or oral, between YOU and FLEMING regarding work YOU performed for FLEMING during the PREFERENCE PERIOD and the PRE-PREFERENCE PERIOD.

8. All DOCUMENTS RELATED TO overnight checks sent by FLEMING to VENDORS during the PREFERENCE PERIOD.

9. DOCUMENTS sufficient to identify Fleming's credit terms and credit limits, if any, with its VENDORS during the PRE-PREFERENCE PERIOD.