

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

<b>In re:</b>	)	
	)	<b>Chapter 11</b>
<b>Fleming Companies, Inc., et al.,<sup>1</sup></b>	)	<b>Case No. 03-10945 (MFW)</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	

**AFFIDAVIT OF SERVICE RE:**

**DOCKET**            **NOTICE OF HEARING ON APPROVAL OF DISCLOSURE**  
**# \_\_\_\_\_**        **STATEMENT IN SUPPORT OF DEBTORS AND OFFICIAL**  
                          **COMMITTEE OF UNSECURED CREDITORS' JOINT PLAN**  
                          **OF REORGANIZATION OF FLEMING COMPANIES, INC.**  
                          **AND ITS FILING SUBSIDIARIES UNDER CHAPTER 11 OF**  
                          **THE UNITED STATES BANKRUPTCY CODE**

I, Yvette Hassman, state as follows:

1. I am over eighteen years of age and I believe the statements contained herein are true based on my personal knowledge. My business address is c/o Bankruptcy Management Corporation, 1330 East Franklin Avenue, El Segundo, California 90245.
  
2. At the direction of Kirkland & Ellis LLP, co-counsel for the Debtors and Debtors in Possession, I caused service of the above-referenced document, a copy of which is attached hereto as Exhibit 1, to be effected on those parties listed in Exhibit 2.

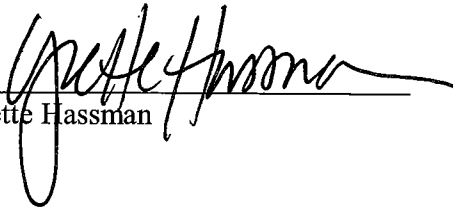
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<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core -Mark Interrelated Companies, 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.

3. Such service was commenced on December 18, 2003 and completed on December 19, 2003, via first-class mail and deposited with the United States Postal Service with postage thereon fully prepaid.

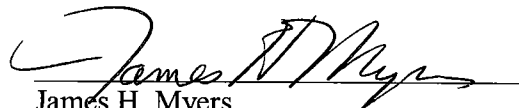
I declare under penalty of perjury that the foregoing is true and correct.

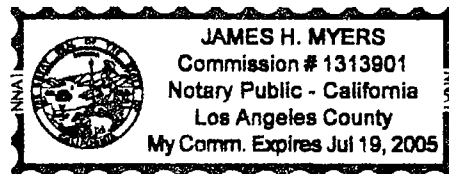
DATED: December 23, 2003  
El Segundo, California

  
\_\_\_\_\_  
Yvette Hassman

State of California            )  
  ) ss  
County of Los Angeles        )

Personally appeared before me on December 23, 2003, Yvette Hassman, an individual, known to me to be the person who executed the foregoing instrument and acknowledged the same.

  
\_\_\_\_\_  
James H. Myers  
My Commission Expires July 19, 2005



# **EXHIBIT 1**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
Fleming Companies, Inc., et al.,<sup>1</sup> ) Case No. 03-10945 (MFW)  
Debtors. ) (Jointly Administered)

Objection Deadline: January 14, 2004 at 4:00 p.m. prevailing Eastern Time  
Hearing Date: January 21, 2004 at 9:30 a.m. prevailing Eastern Time

**NOTICE OF HEARING ON APPROVAL OF DISCLOSURE STATEMENT  
IN SUPPORT OF DEBTORS AND OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' JOINT PLAN OF REORGANIZATION  
OF FLEMING COMPANIES, INC. AND ITS FILING SUBSIDIARIES  
UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE**

TO: The Office of the United States Trustee; Counsel for the Official Committee of Unsecured Creditors;  
Counsel for the Senior Secured Lenders; and Parties Requesting Notice Pursuant to Bankruptcy  
Rule 2002

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the "Debtors")  
filed the Disclosure Statement in Support of Debtors and Official Committee of Unsecured Creditors' Joint Plan of  
Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries Under Chapter 11 of the United States  
Bankruptcy Code (the "Disclosure Statement") with the United States Bankruptcy Court for the District of Delaware,  
824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court") on December 12, 2003.

PLEASE TAKE FURTHER NOTICE that the parties set forth above and all other parties who have  
requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure are receiving a copy of the  
Disclosure Statement herewith. Other parties interested in receiving a copy of the Disclosure Statement should contact  
the undersigned counsel or may download a copy from the Internet at: [www.bmccorp.net/fleming](http://www.bmccorp.net/fleming).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Disclosure Statement  
will be held at **9:30 a.m., prevailing Eastern time, on January 21, 2004** (the "Hearing") before the Honorable Mary  
F. Walrath in the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that objections and other responses to the approval of the  
Disclosure Statement must be made in writing (**with any proposed modifications of the proposed Disclosure  
Statement being marked for changes, i.e., blacklined, against the proposed Disclosure Statement**), and filed with  
the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Sixth  
Floor, Wilmington, Delaware 19801 no later than **4:00 p.m., prevailing Eastern time, on January 14, 2004**.

PLEASE TAKE FURTHER NOTICE that objections and other responses to the approval of the  
Disclosure Statement, if any, must also be served so that they are **RECEIVED** not later than **January 14, 2004 at 4:00  
p.m., prevailing Eastern time**, by: (a) Counsel to the Debtors: (i) Kirkland & Ellis LLP, 777 South Figueroa Street,  
Los Angeles, California 90017, Attn: Richard L. Wynne, Esquire; and (ii) Pachulski, Stang, Ziehl, Young, Jones &  
Weintraub P.C., 919 North Market Street, Sixteenth Floor, Post Office Box 8705, Wilmington, Delaware 19899-8705  
(Courier 19801), Attn: Laura Davis Jones, Esquire; (b) Office of the United States Trustee for the District of Delaware,  
844 King Street, Second Floor, Wilmington, Delaware 19801, Attn: Joseph J. McMahon, Esquire; (c) Counsel to the  
Official Committee of Unsecured Creditors: (i) Milbank, Tweed, Hadley & McCloy, One Chase Manhattan Plaza, New  
York, New York 10005; Attn: Dennis Dunne, Esquire; and (ii) Pepper Hamilton LLP, 100 Renaissance Center, Suite  
3600, Detroit, Michigan 48243-1157; Attn: I. William Cohen, Esquire.

Dated: December 12, 2003

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB P.C.  
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, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier No. 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

and KIRKLAND & ELLIS LLP  
James H. M. Sprayregen, P.C. (ARDC No. 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Geoffrey A. Richards (ARDC No. 6190206)  
Shirley S. Cho (CA Bar No. 192616)  
777 South Figueroa Street  
Los Angeles, CA 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500

Co-Counsel for the Debtors and Debtors in Possession

<sup>1</sup> 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.; CM 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.

## **EXHIBIT 2**

**DUE TO THE SIZE OF THE SERVICE  
LIST, A DISK HAS BEEN FILED WITH  
THE BANKRUPTCY COURT**