

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
Fleming Companies, Inc., <u>et al.</u> , ¹)	Case No. 03-10945 (MFW)
Debtor.)	(Jointly Administered)
)	
)	
)	Objection Date: : January 26, 2004 at 4:00 p.m
)	Hearing Date: February 2, 2004 at 2:00 p.m.

NOTICE OF DEBTORS' MOTION FOR ORDER PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY, PERSONAL PROPERTY LEASES AND EXECUTORY CONTRACTS IN CONNECTION WITH SALE ORDER AND PURSUANT TO C&S OPTION NOTICES DATED JANUARY 7, 2004, INCLUDING, AMONG OTHERS, A REAL PROPERTY LEASE WITH JENECA PROPERTIES, LLP (FEBRUARY 2, 2004 HEARING)

TO: (i) the Office of the United States Trustee; (ii) counsel to the Committee of Unsecured Creditors; (iii) counsel to the secured lenders; (iv) the indentured trustees; (v) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure; and (vi) counterparties to the Rejected Leases

On January 15, the captioned debtors and debtors in possession (collectively, the 'Debtors') filed the annexed *Debtors' Motion for Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property, Personal Property Leases and Executory Contracts in Connection with Sale Order and Pursuant to C&S Option Notices Dated January 7, 2004, Including, Among Others, a Real Property Lease with Jeneca Properties, LLP (February 2, 2004 Hearing)* (the 'Motion') with the United States

Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801

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.

'Bankruptcy Court').

Objections and other responses to the relief requested in the Motion, if any, must be in writing and be filed with the Bankruptcy Court no later than **January 26, 2004 at 4:00 p.m.**

Objections or other responses to the Motion, if any, must also be served so that they are received not later than **January 26, 2004 at 4:00 p.m.** by facsimile or overnight mail on (1) counsel to the Debtors, Kirkland & Ellis LLP, Aon Center, 200 East Randolph Drive, Chicago, Illinois 60601-6636, Attn: Geoffrey Richards, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, 30th Floor, Los Angeles, California 90017, Attn: Paul Aronzon, Esquire and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, P.O. Box 1709, Wilmington, Delaware 19899-1709, Attn: David. Fournier, Esquire; and (4) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esquire.

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF SOUGHT IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL BE HELD

BEFORE THE HONORABLE MARY F. WALRATH ON FEBRUARY 2, 2004, AT 2:00 P.M.
AT THE UNITED STATES BANKRUPTCY COURT LOCATED AT 824 NORTH MARKET
STREET, 5TH FLOOR, WILMINGTON, DE 19801.

Dated: January 15, 2004

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and

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