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net cash proceeds of approximately \$25 million and approximately \$7 million for inventory located at the stores. Under the agreement, Save Mart has agreed to hire substantially all of the associates at the stores.

The Federal Trade Commission (the "FTC") has been reviewing the sale of the nine stores to Save Mart. Under the agreement, if the FTC does not approve the sale of certain of the nine stores, the parties may eliminate them from the transaction with a corresponding purchase price adjustment. In addition, if the FTC does not approve the sale of certain other stores, the parties are entitled to terminate the purchase agreement in its entirety. The purchase agreement is also subject to certain other closing conditions.

The Company will seek to establish auction bidding procedures for the sale of the nine stores at its May 19, 2003 hearing before the Bankruptcy Court and to obtain a sale hearing on June 4, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLEMING COMPANIES, INC.

Date: May 16, 2003

By: /s/ PETER S. WILLMOTT

Peter S. Willmott
Interim Chief Executive Officer and
President