

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)
) (Jointly Administered)
Debtors.)

**ORDER GRANTING MOTION FOR ORDER AUTHORIZING
THE PAYMENT OF CRITICAL TRADE VENDORS IN
EXCHANGE FOR CONTINUING RELATIONSHIP
PURSUANT TO CUSTOMARY TRADE TERMS**

Upon the Motion² of Fleming Companies, Inc. and its subsidiaries, the debtors and debtors in possession (collectively, the Debtors³) in the above-captioned Chapter 11 Cases, seeking entry of an Order Authorizing the Payment of Critical Trade Vendors in Exchange for Continuing Relationship Pursuant to Customary Trade Terms; upon consideration of the Affidavit of Peter W. Willmott, Interim President and CEO, in Support of First Day Motions, it appearing that the Court has jurisdiction over this matter; adequate notice of the Motion having been given and it appearing that no other notice of the motion need be given; and it 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 defined herein shall have the same meaning as defined in the Motion..

appearing that the relief requested is in the best interest of the Debtors and parties in interest; and that due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Motion is granted. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment to pay all, a portion, or none of the prepetition claims (the "Critical Vendor Claims") of the Critical Vendors, up to a total of \$100,000,000. The payment of the Critical Vendor Claims shall be subject to the provisions of the Debtors' postpetition financing or cash collateral agreement(s).

2. The Debtors shall undertake appropriate efforts to cause Critical Vendors to enter into an agreement with the Debtors pursuant to the terms of set forth in the Motion and Exhibits A and B to the Motion. This Order is intended to authorize, but shall not require the Debtors to enter into an agreement with a Critical Vendor (a "Critical Trade Agreement") only when the Debtors determine, in the exercise of their reasonable business judgment, that it is appropriate to do so.

3. The Debtors are authorized, in their discretion to make payments on account of Critical Vendor Claims in the absence of a Critical Trade Agreement after the Debtors have undertaken diligent efforts to cause the Critical Vendor holding such Critical Vendor Claim to execute a Critical Trade Agreement and if the Debtors determine in their business judgment that failure to pay the Critical Vendor Claim is likely to result in irreparable harm to the Debtors' business operations.

4. If a Critical Vendor refuses to supply goods and/or services to the Debtors on Customary Trade Terms following receipt of payment on its Critical Vendor Claim, or fails to

comply with any Trade Agreement entered into between such Critical Vendor and the Debtors, shall be authorized, without further order of the Court, to declare that provisional payments made to Critical Vendors on account of Critical Vendor claims be deemed to have been in payment of then-outstanding postpetition claims of such vendors and require that the Critical Vendor shall then immediately repay to the Debtors any payment made to it on account of its Critical Vendor Claims without giving effect to any rights of setoff, claims, provision for payment of reclamation or trust fund claims, or otherwise.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge