

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 AUTHORIZING PAYMENT OF VALID CLAIMS
UNDER THE PERISHABLE AGRICULTURAL
COMMODITIES ACT AND THE PACKERS AND STOCKYARD ACT**

Upon the motion (the "Motion") of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") seeking entry of an order authorizing the Debtors to pay valid claims under the Perishable Agricultural Commodities Act ("PACA") and Packers and Stockyards Act ("PASA"), as well as valid claims under state statutes of similar effect; and due and adequate notice of the Motion having been given under the circumstances; and it appearing that the relief requested is in the best interest of the Debtors' estates, their creditors and other parties in interest; and it appearing that this is a core proceeding pursuant to 28 U.S.C. §157(b); and after due deliberation and cause appearing therefor; it is hereby:

ORDERED that the Motion is granted; and it is 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.

ORDERED that pursuant to section 105(a) of the Bankruptcy Code, the Debtors are hereby authorized and empowered, but not directed, in the exercise of their business judgment, to review each PACA/PASA notice received by the Debtors to determine the validity of any PACA/PASA claims asserted therein; and it is further

ORDERED that Debtors are authorized to employ the following procedures for processing and treating all PACA/PASA claims, including claims arising under state statutes of similar effect:

(a) The Debtors will file a report, on notice to parties in interest, listing those PACA/PASA claims, if any, which they deem to be valid in accordance with this Order;

(b) Absent further order of the Court, such report shall be brought by the Debtors within 90 days of the day this Order becomes final;

(c) If the Debtors fail to bring such a report within the required period of time, any holder of an alleged PACA/PASA claim may bring a motion on its own behalf, but may not bring such a motion or an adversary proceeding seeking similar relief (including declaratory relief) earlier than 90 days after the day this Order becomes final;

(d) All parties in interest shall have the right and opportunity to object to the inclusion or omission of any asserted PACA/PASA claim in connection with such report; and

(e) The Debtors are authorized to pay all valid PACA/PASA claims pursuant to the above-described report; and it is further

ORDERED that any entity with a valid PACA/PASA claim, or a claim under a state statute of similar effect, who receives payment or other satisfaction from the Debtors pursuant to this Order shall be deemed to have waived any and all claims, of whatever type, kind or priority with respect to the goods and invoices to which such claim relates, against (a) the Debtors, (b) their property and estates, and (c) any funds and other property held in trust by the Debtors that do not constitute "property of the estate"; and it is further

ORDERED that any and all PACA/PASA claims that are not paid by the Debtors in accordance with this Order or otherwise shall not be affected by this Order; and it is further

ORDERED that the Court shall retain jurisdiction over the Debtors and any and all PACA/PASA claimants with respect to any matters, claims, rights or disputes arising from or related to the Motion, the implementation or modification of this Order or the validity of any PACA/PASA claim.

Dated: _____, 2000

The Honorable Mary F. Walrath
United States Bankruptcy Judge