

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**ORDER AUTHORIZING:  
(I) THE PAYMENT OF EMPLOYEE OBLIGATIONS AND  
(II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR  
AND PROCESS CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS**

Upon the motion (the "Motion")<sup>2</sup> of the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases seeking entry of an Order authorizing the Debtors to honor and pay the Employee Wages and Benefits pursuant to sections 105 and 363(b) of the Bankruptcy Code; and adequate notice of the Motion having been given; and it appearing that no other notice of the motion need be given; and that due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Motion is granted.

---

<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.

<sup>2</sup> Capitalized terms not defined herein shall have the meaning given them in the Motion.

2. The Debtors are authorized but not directed pay the Employee Obligations (including obligations related to Employee Payroll Obligations, Employee Commission Obligations and Allocated Obligations) in accordance with the Debtors' stated policies, in the sole discretion of the Debtors, in the exercise of their business judgment.

3. The Debtors are authorized but not directed to maintain the following policies and/or practices, in their sole discretion, in the exercise of their business judgment and upon affirmative board resolution: Executive Relocation Program; SERP; reimbursement of Relocation Costs; and Severance Program.

4. The Debtors are authorized but not directed to maintain all other Benefit Programs, including the following policies, in their sole discretion, and in the exercise of their business judgment: Health Benefit Plans; Aim High Program; Incentive Programs; Retirement Benefit Obligations; reimbursement of Expenses; Union Obligations; Employee Paid Time-Off Obligations; Associate Stock Purchase Plan and Workers' Compensation and Related Insurance.

5. The Debtors' banks are authorized to honor checks drawn on or requests for transfer of funds in the ordinary course for the purposes of clearing the obligations owed to the Debtors' Employees as set forth in the Motion.

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

7. 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.

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

Dated: \_\_\_\_\_, 2003

\_\_\_\_\_  
United States Bankruptcy Judge