

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:
(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")² 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.[¶]

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 meaning given them in the Motion.

2. The Debtors are authorized but not directed [to]pay the{~~Employee Obligations (including obligations related to)~~ Employee Payroll Obligations {,} [and the] Employee Commission Obligations {~~and Allocated Obligations~~} [in an amount not to exceed \$20 million for amounts incurred prepetition] 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~~} [pay the Allocated Obligations in an amount not to exceed \$55,000 for amounts incurred prepetition in the] sole discretion[of the Debtors], 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.~~

The Debtors are authorized but not directed to [honor the Health Benefit Plans and Deductions in accordance with the Debtors' stated policies in the sole discretion of the Debtors and are authorized to honor those claims under the Health Benefit Plans made within thirty days from the date of this Order.] [¶]

5. [The Debtors are authorized but not directed to maintain the 401(k) Plan in their sole discretion, except that hearing on the employer contribution under the

Retirement Program and 401(k) match aspects of the 401(k) plan shall be continued to April 21, 2003 at 12:30 p.m. ¶¶[

6. ¶[The Debtors are authorized but not directed to honor the Vacation Benefits in accordance with the Debtors' stated policies in the sole discretion of the Debtors. With respect to the Terminated Employees, the Debtors are authorized but not directed to honor Vacation Benefits and other amounts owing under Bankruptcy Code section 507(a)(3) that arose on or before the Petition Date in an amount not to exceed \$4,650 per Terminated Employee. ¶¶[

7. ¶[The Debtors are authorized but not directed to pay the Expenses owing on the Petition Date in the sole discretion of the Debtors in an amount not to exceed \$2,800,000. ¶¶[

8. ¶[The Debtors are authorized but not directed to maintain the policies and practices in connection with the Relocation Costs, in their sole discretion, and to pay Relocation Costs for prepetition amounts owing in an amount not to exceed \$400,000. ¶¶[

9. ¶[The Debtors are authorized but not directed to honor their practices with respect to prepetition workers' compensation claims in accordance with the Debtors' stated policies in the sole discretion of the Debtors, and are authorized to honor those valid prepetition workers' compensation claims in their discretion and business judgment submitted within thirty days from the date of this Order.¶¶[

10. ¶[The Debtors are authorized but not directed to maintain their practices and policies with respect to Union Obligations in accordance with the Debtors'

stated policies and are authorized to honor pay prepetition union health and welfare plan fees in an amount not to exceed \$3.4 million and union pension plan fees in an amount not to exceed \$1.8 million.¶¶[

11. ¶[The Debtors are authorized but not directed to pay in their sole discretion prepetition obligations with respect to the tuition reimbursement (referenced as student loan program in Motion) in an amount not to exceed \$40,000.¶¶[

12. ¶[The Debtors are authorized but not directed to pay in their sole discretion, prepetition business travel insurance premiums in an amount of \$1,430.¶¶[

13. ¶[The Debtors are authorized but not directed to pay in their sole discretion, prepetition weekly income insurance expenses in an amount not to exceed \$108,000. ¶¶[

14. ¶[Hearing on the Fleming Pension Plan and the Core-Mark Pension Plan shall be continued to April 21, 2003 except that the Debtors are authorized but not directed to pay the amount of \$203,000 under the Core-Mark Pension Plan that is due to be funded on April 15, 2003.¶¶[

15. ¶[In addition to the matters noted above for which hearing will be held on April 21, 2003, the following matters will also be heard on April 21, 2003 at 12:30 p.m., with objections, if any, due on April 14, 2003 at 4:00 p.m. Eastern time: Senior Executive Retirement Plan; Stock Purchase Plan; Executive Relocation Program; Severance Program; Aim High Program and Incentive Programs.]

16. ~~{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.

17. ~~{6-~~This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

18. ~~{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.

19. ~~{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