

Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
Fleming Companies, Inc., <u>et al.</u> , ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors)	Related Docket No.: 17

**ORDER UNDER 11 U.S.C. §§ 105, 363, 1107 AND 1108
AUTHORIZING (i) MAINTENANCE OF EXISTING BANK
ACCOUNTS, (ii) CONTINUED USE OF EXISTING BUSINESS FORMS,
(iii) CONTINUED USE OF EXISTING CASH MANAGEMENT SYSTEM
AND (iv) CONTINUED USE OF EXISTING INVESTMENT PRACTICES**

Upon the motion of the debtors and debtors in possession (collectively, the "Debtors") in the above captioned chapter 11 cases² seeking entry of an order seeking (i) maintenance of existing bank accounts; (ii) continued use of existing business forms; (iii) continued use of existing cash management system; and (iv) continued use of existing investment practices (the "Motion"); and it appearing that the relief requested is essential to the continued operation of the Debtors' businesses and in the best interest of the Debtors' estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper in this

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.; Fuelsrv, 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.; R/S Marketing Services, Inc.; and Richmar Foods, Inc.

district pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted.

2. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to (i) designate, maintain, and continue to use, with the same account numbers, all of the bank accounts in existence on the Petition Date, including, without limitation, those accounts identified on Exhibit A to the Motion (the "Bank Accounts"); (ii) use, in their present form, checks and other documents related to the Bank Accounts; and (iii) treat the Bank Accounts for all purposes as accounts of the Debtors as a debtors in possession.

3. Every bank at which any Bank Account is maintained is hereby authorized to continue to service and administer such Bank Account as an account of the Debtors as debtors in possession without interruption and in the usual and ordinary course, and to receive, process, honor, and pay any and all checks and drafts drawn on the Bank Account after the Petition Date by the holders or makers thereof, as the case may be; *provided, however*, that any check drawn or issued by the Debtors before the Petition Date may be honored by any bank only if specifically authorized by order of this Court.

4. Except for those checks that may be honored and paid to comply with any order of this Court authorizing payment of certain prepetition claims, no checks or draws issued on the Bank Accounts before the Petition Date but presented for payment after the Petition Date shall be honored or paid.

5. Nothing contained herein shall prevent the Debtors from opening any new bank accounts or closing any existing Bank Account as they may deem necessary and appropriate; *provided, however*, that any new account shall be with a bank that is insured by the Federal Deposit Insurance Corporation and organized under the laws of the United States or any of the states therein; *provided further*, the Debtors shall disclose in their Monthly Operating Report any bank accounts that were opened or closed during the period addressed in such Monthly Operating Report.

6. The Debtors are authorized to continue to use their existing business and correspondence forms and checks without alteration and without the designation "Debtors in Possession" imprinted upon them, but when the current supply of checks is exhausted, the Debtors will replace them with checks containing the "Debtor in Possession" designation.

7. If any checks are drawn in payment of any of the Obligations (as defined in the Motion) upon any of the Bank Accounts, the bank at which the Bank Account is maintained is authorized to honor upon presentation any such checks.

8. Such banks are authorized to rely on the representations of the Debtors as to which checks are in payment, honor and/or satisfaction of the Obligations.

9. The Debtors are authorized to continue utilizing their centralized integrated cash management system to manage their cash, to pay intercompany payables, and to extend intercompany credit, in a manner consistent with the Debtors' prepetition practice and the same may be modified pursuant to later debtor in possession financing order or cash collateral stipulation and order.

10. Having shown sufficient cause under section 345 of the Bankruptcy Code, the Debtors are authorized to invest and deposit funds in the Bank of Montreal Account without the need to post a bond; provided however, that such authorization shall be on interim basis only; provided further that the Debtors shall serve a copy of this Order on (i) the Office of the United States Trustee, (ii) counsel to the senior secured lenders, (iii) counsel to the indenture trustees, (iv) counsel to the ad hoc trade committee, (v) counsel to certain PACA claimants, (vi) the creditors listed on the lists of creditors holding the twenty (20) largest unsecured claims against each of the Debtors, and (vii) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (collectively, "Notice Parties"). Notice Parties shall have until April 4, 2003 at 4:00 p.m. to file and serve on Debtors' counsel objections. ~~IF~~ objections are timely filed, a hearing will be conducted on April 21, 2003 at 12:30 p.m. If no objections are timely filed and served, the Debtors may file a certification of no objection so stating and request that the Court enter a final order without any further order and notice.

11. The Debtors act as a paying agent ^{or collection agent for} ~~for retail Sentry brand stores that the Debtors supply.~~ ^{or have obtained post-petition funds of those} To the extent the Debtors obtain ~~in the future funds of the Sentry retailers for~~ ^{of those parties} the purpose of paying obligations ~~that those Sentry retailers owe to third parties (e.g. payroll or other vendors of the retailers),~~ the Debtors are authorized and shall use such funds to pay the obligations for which they were obtained.

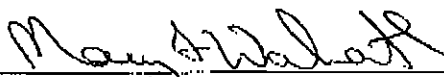
12. The Debtors shall cause a copy of this Order to be served on all of the banks at which any Bank Account is maintained within five (5) business days of the date of entry of this Order.

13. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

14. 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.

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

Dated: April 3, 2003



The Honorable Mary F. Walrath
United States Bankruptcy Judge