

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.) **[Related Docket No. 10]**

**INTERIM ORDER AUTHORIZING THE DEBTORS
TO HONOR PREPETITION OBLIGATIONS TO CUSTOMERS
AND TO OTHERWISE CONTINUE CUSTOMER PROGRAMS
AND PRACTICES IN THE ORDINARY COURSE OF BUSINESS**

Upon 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 honor certain prepetition obligations to customers and to otherwise continue customer programs and practices in the ordinary course of business (the “Motion”)²; 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

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 used but not defined herein shall have the meaning given in the Motion.

proceeding and the Motion in this district is proper under 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 on an interim basis. *for the next thirty (30) days. A final hearing on the Motion will be held on April 21, 2003, at 12:30 p.m.*
2. The Debtors, in their business judgment, are authorized, but not directed, to

perform such of their prepetition obligations with regard to the Facility Standby Agreement Rebate Programs, the Volume Based Rebate Programs, the PCRA Program, the Vendor Ad Funds Programs, and the Merchandise on Hand Programs, in accordance with the Debtors' normal prepetition procedures as they deem appropriate; provided however that any such payments made in connection with the foregoing programs shall not exceed \$16,000,000 without further order of the Court.

3. The Debtors, in their business judgment, are authorized, but not directed, to continue, renew, replace, implement new, and/or terminate such of the Customer Programs as they deem appropriate, in the ordinary of business, without further application to the Court.

4. Any payment or transfer made, or service rendered, by the Debtors pursuant to this Order is not, and shall not be deemed, an admission as to the validity of the underlying obligation, a waiver of any rights the Debtors may subsequently have to dispute such obligation or an approval or assumption of any agreement, contract or lease under section 365 of the Bankruptcy Code.

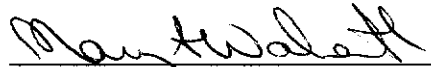
5. The Debtors shall serve a copy of this Interim Order and the Motion on (i) the Office of the United States Trustee, (ii) counsel to the senior secured lenders, (iii) counsel to the indenture trustees, (iv) counsel to the ad hoc trade committee, (v) counsel to certain PACA claimants, (vi) the creditors 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 14, 2003 at 4:00 p.m. to file and serve objections to entry of a final order on the Motion on Debtors' counsel. 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.

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: April 4, 2003



The Honorable Mary F. Walrath
United States Bankruptcy Judge