

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 GRANTING DEBTORS' APPLICATION PURSUANT TO
SECTION 327(e) OF THE BANKRUPTCY CODE AUTHORIZING
THE EMPLOYMENT AND RETENTION OF BAKER BOTTS L.L.P.
AS SPECIAL CORPORATE AND SECURITIES COUNSEL**

Upon the Debtors' Application for an order pursuant to section 327(e) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing them to retain Baker Botts L.L.P. ("Baker Botts") as special corporate and securities counsel to the Debtors in connection with the matters set forth in the Application ("Special Corporate and Securities Counsel"); and upon the Affidavit of Neel Lemon in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that Baker Botts neither holds nor represents any interest adverse to the Debtors' estates in connection with the matters for which it is to be retained; and it appearing that the relief requested in the Application is in the best interest of the estates and their creditors; after due deliberation and sufficient cause appearing therefor, it is hereby

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.;

ORDERED that the Application is granted; and it is further

ORDERED that the Debtors are authorized under section 327(e) of the Bankruptcy Code to employ and retain Baker Botts as Special Corporate and Securities Counsel retroactive to the Petition Date; and it is further

ORDERED that Baker Botts shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the local rules of this Court as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.

Dated: _____, 2003
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE