

EXHIBIT A

[First Extension Stipulation]

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.)
)

**FIRST STIPULATION EXTENDING
BRIDGE FINANCING ORDER [Docket No: 16]**

This Stipulation (the "First Extension Stipulation") is made this 10th day of April, 2003, between and among the above-captioned debtors (the "Debtors") as debtors and debtors in possession, and the lenders from time to time party to that certain Credit Agreement, dated as of June 18, 2002 (as amended, supplemented or otherwise modified prior to the commencement of these Chapter 11 cases, the "Pre-Petition Credit Agreement", and together with all documents at any time executed in connection therewith, the "Pre-Petition Loan Documents") among the Borrower, the lenders thereto (the "Pre-Petition Lenders"), Deutsche Bank Trust Company Americas, as Administrative Agent (the "Administrative Agent"), JPMorgan Chase Bank, in its capacity as Collateral Agent and provider of Treasury Services ("JPMC") and together with Citicorp North America, Inc., as Syndication Agents, Lehman Commercial Paper Inc. and Wachovia Bank, National Association, as Documentation Agents, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as Joint Book Managers and

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.

Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Salomon Smith Barney Inc., as Joint Lead Arrangers (collectively with the Administrative Agent, the "**Agents**").

WHEREAS, on April 1, 2003 (the "**Pctition Date**"), each Debtor filed a voluntary petition for relief with this Court under Chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**," and the cases commenced thereunder (Case Nos. 03-10944 (MFW) through 03-10972 (MFW)), the "**Chapter 11 Cases**"); and

WHEREAS; the Debtors are authorized to continue to operate their businesses and to manage their properties as debtors in possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code; and

WHEREAS, on April 3, 2003, this Court approved that certain Bridge Financing Order (the "**Bridge Financing Order**"); and

WHEREAS, the Debtors, the Administrative Agent and JPMC (collectively, the "**Parties**") have determined that it is in their collective best interests and the best interests of the Debtors estates and creditors to further extend the terms of the Bridge Financing Order, with certain modifications, pursuant to this First Extension Stipulation.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED
AMONG THE PARTIES THAT:**

1. Except as expressly modified pursuant to paragraphs 2, 3 and 4 herein, all other provisions of the Bridge Financing Order, which is incorporated herein by reference, shall continue in full force and effect.

2. The first sentence of paragraph 1 of the Bridge Financing Order is modified, as of the date of this First Extension Stipulation, to read in part as follows:

The Debtors shall be, and hereby are, authorized to borrow money from the Bridge Lenders in the form of a revolving loan facility (which need not be documented other than by this Bridge Financing Order) drawable on the date of entry of this Bridge Financing Order by the Court (the "Closing Date") and thereafter until the earliest of (i) April 22, 2003, (ii) the occurrence of an Event of Default (as hereinafter defined), or (iii) the closing of a subsequent post-petition loan facility (the "Termination Date"), on the terms and conditions set forth herein and in any other documents and instruments executed and delivered in connection herewith (together with this Bridge Financing Order, the "Post-Petition Bridge Loan Documents"):

3. Paragraph 14 of the Bridge Financing Order is modified, as of the date of this First Extension Stipulation, to read:

The Cash Collateral provided by the Agents and the Pre-Petition Lenders to the Debtors under the Cash Collateral Stipulation and any Bridge Loans extended to the Debtors hereunder shall be used by the Debtors through and including the Termination Date, for the purposes and in amounts not to exceed those set forth in the budget and forecast annexed as Exhibit A to the First Stipulation Extending Bridge Financing Order [Docket No: 16], as approved by this Court by Order on April __, 2003 (the "**Budget**") as such Budget may be amended, extended and supplemented from time to time with the express written consent of DBTCA and JPMC, to pay the Debtors' operating and working capital and for any other budgeted expenses in accordance with the terms and conditions of this Bridge Financing Order. So long as the Debtors shall have the right to use each Bridge Loan pursuant to this Bridge Financing Order, the Debtors may expend funds in accordance with the Budget.


4. Paragraph 19 of the Bridge Financing Order is modified, as of the date of this First Extension Stipulation, to read:

The Post-Petition Bridge Loan Commitment shall expire and all of the Post-Petition Bridge Indebtedness shall be immediately due and payable on April 22, 2003, unless this Bridge Financing Order is extended by further order of the Court upon the agreement of the Bridge Lenders and the Debtors.

Dated: Wilmington, Delaware
April , 2003

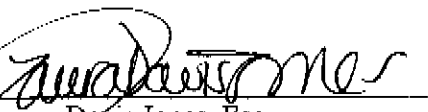
Agreed as to form and content:

DEUTSCHE BANK TRUST COMPANY AMERICAS,
AS ADMINISTRATIVE AGENT, AND JPMORGAN CHASE
BANK, AS COLLATERAL AGENT, PROVIDER OF
TREASURY SERVICES AND SYNDICATION AGENT

By: 
Scott D. Cousins, Esq. (3079)
William E. Chipman, Jr., Esq. (3818)
GREENBERG TRAURIG, LLP
The Brandywine Building
Suite 1540
Wilmington, Delaware 19801
(302) 661-7371

Counsel to the Administrative Agent and JPMC

FLEMING COMPANIES, INC., *et al.*

By: 
Laura Davis Jones, Esq.
PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB
919 N. Market Street, 16th Floor
Wilmington, DE 19899-8705

[Proposed] Counsel to the Debtors and Debtors in Possession

EXHIBIT A

[Budget]

Fleming Companies
Daily Cash Flow Forecast
April 7 through April 27, 2003

	Monday 4/7/2003	Tuesday 4/8/2003	Wednesday 4/9/2003	Thursday 4/10/2003	Friday 4/11/2003	Weekly Total 4/13/2003	Monday 4/14/2003	Tuesday 4/15/2003	Wednesday 4/16/2003
Cash Receipts									
Wholesale Receipts	\$ 29,199,447	\$ 41,150,835	\$ 20,586,083	\$ 16,583,392	\$ 18,078,980	\$ 125,598,735	\$ 29,199,447	\$ 41,150,835	\$ 20,586,083
Convenience Receipts	19,972,626	18,876,539	14,492,675	15,476,757	17,082,403	85,870,000	19,972,626	17,306,539	15,632,675
Convenience Receipts Tax Receipts - Canada	1,627,374	2,293,481	1,147,325	924,243	1,007,597	7,000,000	1,627,374	2,293,481	1,147,325
Retail Receipts	7,095,301	9,999,421	5,002,302	4,028,671	4,393,091	30,519,787	7,095,301	9,999,421	5,002,302
Other Receipts (held funds from prior weeks)	22,458,073	-	-	-	-	22,458,073	-	-	-
Total Receipts	\$ 80,350,821	\$ 72,320,295	\$ 41,188,385	\$ 37,013,063	\$ 40,372,071	\$ 271,444,598	\$ 57,894,748	\$ 70,790,296	\$ 42,388,385
Cash Disbursements From Operations									
Wholesale Purchases/Retail (including payroll)	\$ (74,000,000)	\$ (50,000,000)	\$ (40,000,000)	\$ (40,000,000)	\$ (40,000,000)	\$ (244,000,000)	\$ (32,500,000)	\$ (32,500,000)	\$ (29,166,667)
Convenience Purchases (excluding payroll)	(17,481,000)	(13,958,000)	(12,794,000)	(14,362,000)	(14,449,000)	(73,022,000)	(16,621,000)	(12,129,000)	(15,907,000)
Tax Disbursements-Canada Cigarettes & OTP	-	(7,000,000)	-	-	-	(7,000,000)	-	(7,000,000)	-
Payroll & Related	-	(5,193,268)	(1,700,000)	(1,000,000)	(2,871,145)	(10,784,414)	(500,000)	(11,156,505)	(200,000)
Tax Disbursements-US Cigarettes & OTP (1)	(213,000)	-	(308,000)	(1,784,000)	-	(2,285,000)	(170,000)	(8,578,000)	(49,000)
Tax Disbursements-other	-	(11,561,701)	-	-	-	(11,561,701)	(600,000)	(532,208)	-
Leases	-	-	-	-	-	-	-	-	-
Operational Disbursements	-	-	-	-	(5,200,000)	(5,200,000)	-	(3,700,000)	-
Total Cash Disbursements From Operations	\$ (91,674,000)	\$ (87,710,970)	\$ (54,802,000)	\$ (57,126,000)	\$ (62,520,145)	\$ (389,833,119)	\$ (50,291,000)	\$ (73,594,714)	\$ (48,322,667)
Cash Disbursements From Non Operations									
Vendor Deposits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Capital Expenditures	-	-	-	-	-	-	-	-	-
Restructuring Disbursements	-	-	-	-	-	-	-	-	-
Professional Fees	-	-	-	-	-	-	-	-	-
Interest and Financing Costs (2), (3)	(52,397)	(52,397)	(52,397)	(52,397)	(2,552,397)	(2,761,986)	(52,397)	(52,397)	(52,397)
Non Operating Other	-	-	-	-	-	-	-	-	-
Total Cash Disbursements From Non Operations	\$ (52,397)	\$ (52,397)	\$ (52,397)	\$ (52,397)	\$ (2,552,397)	\$ (2,761,986)	\$ (52,397)	\$ (52,397)	\$ (52,397)
Total Disbursements	\$ (91,726,397)	\$ (87,763,367)	\$ (54,854,397)	\$ (57,178,397)	\$ (65,072,542)	\$ (396,595,105)	\$ (50,343,397)	\$ (73,647,111)	\$ (48,375,064)
Cash Excess/(Deficit)	\$ (11,375,576)	\$ (15,443,111)	\$ (13,666,012)	\$ (20,165,334)	\$ (24,500,472)	\$ (85,150,505)	\$ 7,551,351	\$ (2,896,855)	\$ (2,986,679)
Beginning Book Balance	55,186,380	43,810,804	28,367,693	14,701,881	(5,463,654)	55,186,380	(29,964,125)	(22,412,775)	(25,309,630)
Ending Cash/(Bridge Loan) Balance	\$ 43,810,804	\$ 28,367,693	\$ 14,701,681	\$ (5,463,654)	\$ (29,964,125)	\$ (29,964,125)	\$ (22,412,775)	\$ (25,309,630)	\$ (28,296,308)

1) Assumes no terms from U.S. jurisdictions for cigarette taxes
2) proportion interest expense on revolver and Term B
3) loan fees associated with bridge loan \$2.5 million

DISCLAIMER: This presentation is provided only as a general guideline in the estimated performance of the Company and cannot be relied upon to reflect actual circumstances or results. It is based upon historical data and management's assumptions. It is provided for the internal use of the Company.

Fleming Companies
Daily Cash Flow Forecast
April 7 through April 27, 2003

	Thursday 4/17/2003	Friday 4/18/2003	Weekly Total 4/20/2003	Monday 4/21/2003	Tuesday 4/22/2003
Cash Receipts					
Wholesale Receipts	\$ 16,083,392	\$ 18,078,960	\$ 125,588,736	\$ 28,315,923	\$ 39,911,321
Convenience Receipts	15,475,757	14,092,403	82,500,000	19,872,626	17,306,539
Convenience Receipts Tax Receipts - Canada	824,243	1,007,597	7,000,000	1,827,374	2,283,461
Initial Receipts	4,029,571	4,393,091	30,519,787	7,985,361	9,999,421
Other Receipts (held funds from prior week)	-	-	-	-	-
Total Receipts	\$ 37,013,063	\$ 37,572,071	\$ 245,618,523	\$ 57,011,225	\$ 80,510,742
Cash Disbursements From Operations					
Wholesale Purchases/Hotel (excluding payroll)	\$ (29,166,667)	\$ (29,166,667)	\$ (152,500,000)	\$ (32,500,000)	\$ (32,500,000)
Convenience Purchases (excluding payroll)	(14,249,000)	(12,125,000)	(70,823,000)	(16,521,000)	(12,125,000)
Tax Disbursements-Canada Cigarettes & OTP	-	-	(7,000,000)	-	(7,000,000)
Payroll & Related	-	(5,687,766)	(17,544,272)	-	(5,193,288)
Tax Disbursements-US Cigarettes & OTP (1)	(1,223,000)	(2,014,000)	(10,034,000)	(6,170,000)	(6,578,000)
Tax Disbursements other	-	-	(1,135,208)	(600,000)	(535,208)
Operational Disbursements	-	(2,400,000)	(6,100,000)	-	(3,600,000)
Total Cash Disbursements From Operations	\$ (44,634,667)	\$ (51,383,433)	\$ (265,236,480)	\$ (55,791,000)	\$ (67,531,477)
Cash Disbursements From Non Operations					
Vendor Deposits	\$ -	\$ -	\$ -	\$ -	\$ -
Capital Expenditures	-	-	-	-	-
Restructuring Disbursements	-	-	-	-	-
International Fees	-	-	-	-	-
Interest and Financing Costs (2), (3)	(52,397)	(52,397)	(261,986)	(52,397)	(223,530)
Other Operating Other	-	-	-	-	-
Total Cash Disbursements From Non Operations	\$ (52,397)	\$ (52,397)	\$ (261,986)	\$ (52,397)	\$ (223,530)
Total Disbursements	\$ (44,687,064)	\$ (51,445,830)	\$ (265,498,466)	\$ (55,843,397)	\$ (67,755,007)
Cash Excess/(Deficit)	\$ 17,674,001	\$ (13,873,762)	\$ (19,879,943)	\$ 1,167,827	\$ 1,755,635
Beginning Book Balance	(28,296,306)	(35,910,310)	(29,864,125)	(49,844,069)	(48,672,242)
Ending Cash/(Bridge Loan) Balance	\$ (10,622,305)	\$ (49,784,072)	\$ (49,744,069)	\$ (48,676,242)	\$ (46,916,607)

1) assumes no tariffs from U.S. jurisdictions for cigs
2) prepayment interest expense on revolver and Term
3) loan fees associated with bridge loan \$2.5 million