

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.)

Hearing Date: April 21, 2003 at 12:30 p.m. prevailing Eastern Time

DEBTORS' MOTION FOR LEAVE TO FILE DEBTORS' OMNIBUS REPLY TO (I) OBJECTIONS BY CERTAIN PARTIES TO THE DEBTORS' MOTION FOR AUTHORITY TO PAY PREPETITION CLAIMS UNDER THE PERISHABLE AGRICULTURAL COMMODITIES ACT AND THE PACKERS AND STOCKYARD ACT AND (II) THE OBJECTIONS BY CERTAIN PARTIES HOLDING PACA AND/OR PASA CLAIMS TO THE DEBTORS' EMERGENCY MOTION FOR AN ORDER AUTHORIZING THE USE OF CASH COLLATERAL AND APPROVING POSTPETITION FINANCING

The above-captioned debtors and debtors-in-possession (the "Debtors"), hereby request pursuant to Del.Bankr.LR 9006-1(d) authority to file the Debtors' Omnibus Reply To (I) Objections By Certain Parties To The Debtors' Motion For Authority To Pay Prepetition Claims Under The Perishable Agricultural Commodities Act And The Packers And Stockyard Act And (II) The Objections By Certain Parties Holding PACA And/Or PASA Claims To The Debtors' Emergency Motion For An Order Authorizing The Use Of Cash Collateral And Approving Postpetition Financing (the "Reply") in further support of the Debtors' Motion For Authority To Pay Prepetition Claims Under The Perishable Agricultural Commodities Act And The Packers And Stockyard Act and Debtors' Emergency Motion For An Order Authorizing The Use Of Cash

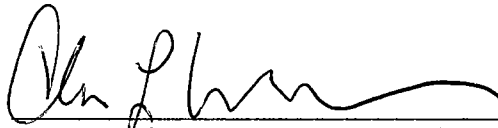
¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; 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.

Collateral And Approving Postpetition Financing (the "Motions"), which Motions are currently scheduled for hearing before the Court on April 21, 2003 at 12:30 p.m. (the "Hearing"). Several parties have filed objections to the Motions (the "Objections"). The Debtors seek to file the Reply because the Objections raise certain issues to which the Debtors believe a response is appropriate before the Court rules on the Motions. Further, the Debtors believe that the Reply may help to narrow the issues that need to be addressed at the Hearing.

WHEREFORE, the Debtors respectfully request the entry of an Order granting the Debtors authority to file the Reply, a copy of which is attached hereto as Exhibit A.

Dated: April 17, 2003

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.



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[Proposed] Counsel for the Debtors and Debtors in
Possession

SO ORDERED this ___ day
of _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge