

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

**MOTION OF LENDERS FOR LEAVE TO FILE REPLY TO OBJECTIONS
TO (A) DEBTORS' POST-PETITION FINANCING MOTION;
AND (B) DEBTORS' RECLAMATION PROCEDURES MOTION**

Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent and JPMorgan Chase Bank, in its capacity as Collateral Agent, Provider of Treasury Services and Syndication Agent (together, the “**Agents**”) on behalf of themselves and on behalf of those certain prepetition and postpetition secured lenders (collectively, the “**Lenders**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) hereby move pursuant to Del. Bankr. LR 9006-1(d) for leave to file their Reply of Lenders (the “**Reply**”) to the objections to (i) the Motion of the Debtors for authorization pursuant to Sections 364(c)(1), (2) and (3) and 364(d)(1) of the Bankruptcy Code, and Rules 4001(c) and 9014 of the Federal Rules of Bankruptcy Procedure to obtain post-petition financing (the “**DIP Financing Motion**”); and (ii) the Motion of

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.

Debtors for an Order, Under 11 U.S.C. §§ 105(A), 503(B) and 546(C): (A) Establishing Procedures for Treatment of Reclamation Claims and (B) Prohibiting Third Parties from Interfering with Delivery of Debtors' Goods (the **"Reclamation Procedures Motion"**). The matter is currently scheduled for hearing before the Court on April 21, 2003 at 12:30 p.m. (the **"Hearing"**).

The Lenders seek to file the Reply because several putative reclaiming creditors have filed various objections to the DIP Financing Motion and the Reclamation Procedures Motion seeking, among other things, administrative claim status or junior lien status for their unliquidated and contingent reclamation claims. The Reply addresses the impropriety of granting either status to the reclaiming creditors at this point in these cases. The Lenders submit that the Reply will help to narrow the issues that need to be addressed at the Hearing.

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

Dated: April 20, 2003

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EXHIBIT A

[Reply of Lenders to objections to (A) Debtors' Post-Petition Financing Motion and (B) Debtors' Reclamation Procedures Motion]