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.	)	

Objection Deadline: May 12, 2003
Hearing Date: May 19, 2003 at 12:00 p.m. prevailing Eastern time

DEBTORS' MOTION FOR ORDER EXTENDING TIME TO FILE SCHEDULES, LISTS AND STATEMENTS OF FINANCIAL AFFAIRS

The above-entitled debtors and debtors in possession (collectively, the "Debtors"), hereby move this Court (the "Motion") for entry of an order extending their time to file schedules of assets and liabilities, lists of equity security holders, schedules of executory contracts, and statements of financial affairs (collectively, "Schedules and Statements"). In support of this Motion, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this case and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

[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. The statutory predicates for the relief requested herein are sections 105(a) and 521 of the title 11 of the United States Code (the "Bankruptcy Code") and rules 1007(a)(4) and (c) of the Federal Rules of Bankruptcy Procedure.

Background

3. On April 1, 2003 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or committee has been appointed in these cases.

4. The Debtors are the largest multitier distributor of consumable goods in the United States, selling products to approximately 45,000 locations, including, but not limited to, supercenters, discount stores, convenience stores, drug stores, and supermarkets. These consumable products include a variety of general merchandise, health and beauty care, groceries, produce, and numerous other items. The products are purchased from a diverse group of vendors. Certain of the Debtors also operate retail grocery and convenience stores.

5. Currently, pursuant to Del. Bankr. LR 1007-1(d), the Debtors Schedules and Statements are due to be filed on May 1, 2003.

Relief Requested

6. By this Motion, the Debtors seek entry of an order extending the date by which they must file their Schedules and Statements to July 1, 2003. Such an extension would give the Debtors an additional sixty-one (61) days (for a total of 91 days from the Petition Date) to file the Schedules and Statements. There are twenty-nine debtors and over 250,000 potential

creditors. Separate Schedules and Statements will be filed for each of the Debtors on a deconsolidated basis. The conduct and operation of the Debtors' businesses require the Debtors to maintain voluminous books and records and a complex accounting system. Due to the number of Debtors, the number of creditors, the complexity of the Debtors' businesses, and the diversity of their operations and assets, the thirty-day automatic extension of time to file the Schedules and Statements provided by Del. Bankr. LR 1007-1(c) is not sufficient to permit completion of the Schedules and Statements. Extensions, such as the one sought in this Motion, are routinely granted in large chapter 11 cases. By granting an extension, the accuracy of the Schedules and Statements that will be filed will be greatly enhanced.

7. At present, the Debtors are in the process of assembling the information necessary to complete the Schedules and Statements. Sixty-one (61) additional days (for a total of 91 days from the Petition Date) will provide sufficient time to prepare and file the Schedules and Statements. As a result, the Debtors request that the Court grant such an extension to file all Schedules and Statements not previously filed pursuant to Fed. R. Bankr. P. 1007(b).

8. The office of the United States Trustee has advised the Debtors that it will not oppose this Motion on the condition that the Debtors will not seek any further extensions. The Debtors agree that they will not seek further extensions and will file their Schedules and Statements by no later than July 1, 2003.

Notice

9. Notice of this Motion has been given to (a) the United States Trustee; (b) counsel to the senior secured lenders; (c) counsel to the Indenture Trustees; (d) [proposed] counsel to the Official Committtee of Unsecured Creditors; and (e) those persons who have

requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. The Debtors submit that in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

10. No prior motion for the relief requested herein has been made to this or any other court.

[*Remainder of page intentionally left blank*]

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto, (a) extending the date by which the Debtors must file Schedules and Statements to and including July 1, 2003 and (b) granting such other and further relief as the Court deems appropriate.

Dated: April 25, 2003

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