

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
FLEMING COMPANIES, INC., et al.,<sup>1</sup> )  
 ) Case No. 03-10945 (MFW)  
 ) (Jointly Administered)  
Debtors. )  
 )

**ORDER (I) ESTABLISHING PROCEDURES FOR THE SALE OF  
REAL ESTATE AND PERSONAL PROPERTY LOCATED THEREIN  
AND (II) AUTHORIZING THE SALE OF REAL ESTATE  
AND PERSONAL PROPERTY LOCATED THEREIN PURSUANT  
TO SECTIONS 363(b), 363(f) AND 1146(c) OF THE BANKRUPTCY CODE**

Upon the motion (the "Motion")<sup>2</sup> of the Debtors for an order (i) establishing procedures for the sale of real estate and the personal property located therein and (ii) authorizing the sale of real estate and the personal property located therein pursuant to sections 363(b), 363(f) and 1146(c) of the Bankruptcy Code; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and proper notice

<sup>1</sup> 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.; Favara 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.

<sup>2</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

of the Motion having been given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Debtors are authorized, but not required, pursuant to section 363(b) of the Bankruptcy Code, to sell the Real Estate and the personal property located therein pursuant to the procedures set forth in the Motion; and it is further

ORDERED, that the Debtors shall give notice to the Notice Parties, including any party asserting secured status with respect to the Real Estate or personal property being sold (provided that the sale price of the Real Estate or personal property is less than the value of such secured creditor's Lien on the Real Estate or personal property to be sold and such secured creditor has not previously consented in writing to such sale); and it is further

ORDERED, that unless one of the Notice Parties objects within five business days of receiving notice of the sale(s), the Debtors may consummate a sale of Real Estate and personal property pursuant to section 363(f) of the Bankruptcy Code free and clear of all Liens, with all such Liens of any kind or nature whatsoever to attach to the Net Proceeds of the sale(s) in the order of their priority, with the same validity, force and effect which they now have as against the Real Estate or personal property, subject to any claims and defenses the Debtors may possess with respect thereto; and it is further

ORDERED, that all valid Liens shall be satisfied from the Net Proceeds with the remainder, if any, to be retained by the Debtors; and it is further

ORDERED, that if any of the Notice Parties objects to a sale which objection cannot be resolved, the Debtors shall not sell the given Real Estate or personal property except upon further order of this Court; and it is further

ORDERED, that in accordance with section 1146(c) of the Bankruptcy Code, any sales of Real Estate or personal property are hereby exempt from any law imposing a stamp tax, transfer or similar tax; and it is further

ORDERED, that the Debtors are authorized to make any payments owed under, or relating to, any purchase and sale agreement entered into in accordance with the procedures described herein, including, but not limited to, any closing costs, legal fees and real estate broker commissions; and it is further

ORDERED, that the Debtors are authorized, in their sole discretion, to amend Exhibit A to add or delete parcels of Real Estate; provided however, that if the Debtors amend Exhibit A in the future, they shall provide notice of such amendment to those parties holding Liens against the added or deleted Real Estate, if any, and will file such amended exhibit with the Court; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2003

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Honorable Mary F. Walrath  
United States Bankruptcy Judge