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.	)	**[Related Docket No. 9]**

ORDER (A) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICES, (B) DEEMING UTILITIES ADEQUATELY ASSURED OF PAYMENT FOR POSTPETITION SERVICES AND (C) ESTABLISHING PROCEDURES FOR DETERMINING REQUESTS FOR ADDITIONAL ASSURANCES PURSUANT TO SECTIONS 105 AND 366 OF THE BANKRUPTCY CODE

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (the "Debtors") seeking entry of an order: (i) prohibiting utility companies from altering, refusing, or discontinuing services, (ii) deeming utilities adequately assured of payment for post-petition utilities services, and (iii) establishing procedures for determining requests for additional assurances of payment pursuant to section 366 of the Bankruptcy Code[2]; and the Court having considered the submissions and arguments of counsel in support of the Motion; and it appearing to the Court that (a) the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding

[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] All capitalized terms used in this Order have the meaning given to them in the Motion unless otherwise provided in this Order.

pursuant to 28 U.S.C. § 157(b)(2); and (c) adequate notice of the Motion has been given under the circumstances; and it appearing that no other or further notice need be provided; and upon the record of the hearing, the Motion, the papers filed in support thereof, the Affidavit of Peter W. Willmatt, Interim Chief Executive Officer and President of Fleming Companies, Inc., in Support of Certain First Day Motions and the responses thereto (if any); and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and all parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Debtors' Motion is granted as modified hereby; and it is further

ORDERED that, absent any further order of this Court, each of the Utility Companies, including each supplier of electricity, natural gas, water, telecommunications services and similar services, is prohibited from altering, refusing or discontinuing services to, or discriminating against, the Debtors on account of their commencement of the above-captioned cases or their failure to pay any prepetition debt for utility services when due, or requiring the payment of a deposit or receipt of other security in connection with any unpaid charges for prepetition utility services furnished to the Debtors or to secure, or as a precondition of, any postpetition utility services; and it is further

ORDERED that under section 503(b)(1)(A) of the Bankruptcy Code, any unpaid postpetition charges for utility services constitute actual and necessary expenses of preserving the Debtors' estates, entitling the Utility Companies to an administrative expense priority under section 507(a)(1) of the Bankruptcy Code; and it is further

ORDERED that, for purposes of this Order and absent any further Order of the Court or any agreement between any Utility Company and the Debtors, the liquidity of the Debtors' estates and the Debtors' ability to pay the Utility Companies for postpetition utility services, and the Utility Companies' entitlement to an administrative expense priority under section 507(a)(1) of the Bankruptcy Code for unpaid postpetition charges are deemed to constitute adequate assurance to the Utility Companies of payment for postpetition utility services in accordance with section 366(b) of the Bankruptcy Code; and it is further

ORDERED that any deposits, bonds, letters of credit or other assurances of payment that were in place prior to the Petition Date shall remain in place and shall continue to be held by those Utility Companies holding same, except upon entry of further order of this Court; and it is further

ORDERED that within five (5) business days after the date on which this Order is entered, the Debtors shall provide notice and a copy of this signed Order by U.S. Mail to each of the Utility Companies and shall file a Certificate of Service listing all Utility Companies so served; provided further that for any Utility Company that may have been omitted from such initial service, the Debtors, upon learning of such omission, shall promptly provide such notice of this Order to any omitted Utility Company and file a supplemental Certificate of Service; and it is further

ORDERED that the Debtors are authorized to supplement the list of Utility Companies identified herein to include those utilities not listed, but subsequently identified, by the Debtors; and it is further

ORDERED that a Utility Company may request additional assurances of payment ("Additional Assurance Request") in the form of deposits or other security; provided that any such request (i) must be made in writing, (ii) must include a summary of the Debtors' payment history relevant to the affected account(s), and (iii) must be made within thirty (30) days of the date of entry of this Order; and it is further

ORDERED that if the Debtors believe that an Additional Assurance Request, which otherwise satisfies the requirements set forth above, is unreasonable, the Debtors will promptly schedule a hearing to determine if additional assurances are necessary and shall give the Utility Company notice of such hearing. Any burden of proof necessary to be shown at such hearing shall remain unaffected by approval of the methods proposed herein; and it is further

ORDERED that the objection of Alabama Power Company shall be resolved by separate stipulation between the parties and the terms of the Bridge Order entered on April 3, 2003 shall continue to apply until such time as the Stipulation is approved; and it is further

ORDERED that the Debtors shall pay the estimated amounts to be due for April, 2003 services to Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Mississippi, Inc. and their affiliates immediately, the parties will continue to negotiate to reach agreement, the Motion is continued as to those parties until May 6, 2003 at 12:30 p.m. and the terms of the Bridge Order shall apply until further order of this Court; and it is further

ORDERED that the Motion is continued as to Jersey Central Power and Light Company, *et al.*, (collectively, the "Jersey Central Objectors") who together filed an objection

dated April 14, 2003 to the Motion, until May 6, 2003 at 12:30 p.m. and the terms of this order do not apply to the Jersey Central Objectors, however, the Bridge Order shall continue to apply to Jersey Central Objectors until further order of the Court; and it is further

ORDERED that this Court retains jurisdiction to construe and enforce this Order.

Date: April 29, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge