

# ORIGINAL

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. )  
Related to Docket No. 219

**FINAL ORDER AUTHORIZING AND APPROVING  
THE EMPLOYMENT OF ERNST & YOUNG LLP AS  
INTERNAL AUDITORS AND TAX ACCOUNTANTS  
TO THE DEBTORS, NUNC PRO TUNC TO APRIL 1, 2003**

Upon consideration of the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for entry of an Order under section 327(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") authorizing and approving the employment of Ernst & Young LLP ("E&Y"), *nunc pro tunc* to April 1, 2003, to provide independent audit and tax accounting services pursuant to the terms of the engagement letters between the Debtors and E&Y dated April 2, 2003 (the "Engagement Letters"), a copy of which is annexed to the Application as Exhibit A; and upon further consideration of the affidavit of Lisa P. Shield support thereof (the "E&Y Affidavit"), a copy of which is annexed to the Application as Exhibit B; and the Court being satisfied based on the representations made in the Application and the E&Y Affidavit that E&Y represents no interest adverse to the Debtors'

<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.; 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.

estates and that it is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that the employment of E&Y is necessary and is in the best interests of the estates herein; and it appearing that this Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Application has been given; and no other or further notice of the Application being required; and upon the proceedings before this Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted on a final basis; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, the Debtors are authorized to employ, retain compensate and reimburse E&Y as their internal auditors and tax accountants pursuant to the Engagement Letters, on the terms and conditions set forth in the Engagement Letters and the Application; and it is further

ORDERED that, notwithstanding any language to the contrary in the Engagement Letters filed in connection with the Application, E&Y may not contractually limit any and all fiduciary obligations imposed upon them by virtue of their retention as provider of services to the Debtors; and it is further

ORDERED, that E&Y shall file interim and final fee applications pursuant to the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the Local Rules and Orders of this Court; and it is further

ORDERED that to the extent E&Y has a retainer, all amounts authorized by the Court to be paid to E&Y by the Debtors for fees and expenses shall first be paid by draws against said retainer until any such retainer is depleted.

ORDERED, that the Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED, that the Court shall retain jurisdiction over all matters related to the interpretation of this Order.

Dated: May 6, 2003

  
United States Bankruptcy Judge