

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. )

**Proposed Objection Deadline: May 19, 2003 at 9:00 a.m. prevailing Eastern time  
(or 24 hours before any hearing scheduled on the Motion at an alternative time)**  
**Proposed Hearing Date: May 19, 2003 at 12:30 p.m. prevailing Eastern time (or such later time established  
by the Court)**

**MOTION TO SHORTEN TIME AND TO APPROVE  
FORM OF NOTICE REGARDING DEBTORS' MOTION FOR  
RELIEF FROM APRIL 3, 2003 CASH MANAGEMENT ORDER AND  
RELATED MAY 1, 2003 INJUNCTION ORDERS**

Fleming Companies, Inc., one of the above-captioned debtors and debtors in possession (the "Debtors") hereby move the Court pursuant to Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Del. Bankr. LR 9004-1(e), and § 105 of title 11 of the United States Code for an Order shortening the notice period under Del. Bankr. LR 9004-1(c), with respect to the *Debtors' Motion for Relief from April 3, 2003 Cash Management Order and Related May 1, 2003 Injunction Orders* (the "Motion").

The Motion seeks relief from the Order Under 11 U.S.C. §§ 105, 363, 1107 and 1108 Authorizing (i) Maintenance of Existing Bank Accounts, (ii) Continued Use of Existing

---

<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.

Business Forms, (iii) Continued Use of Existing Cash Management System and (iv) Continued Use of Existing Investment Practices (the "Cash Management Order") entered by the Court on April 3, 2003 and three separate Temporary Restraining Orders with respect to Superior Dairy, Inc., Alfred Nickles Bakery, Inc. and Sara Lee Bakery Group, Inc. entered by the Court as a result of a hearing on May 1, 2003 (collectively, the "TRO's").

Although the Debtors make this request to shorten time reluctantly, the Debtors believe the request to shorten the notice period is important to protect the Debtors' estates. Specifically, the Debtors seek for the Court to consider the Motion prior to the close of business on Wednesday, May 21, 2003. The close of business on May 21 is the time by which under each of the TRO's, the Debtors must pay over any funds collected postpetition (the "Postpetition Funds") pursuant to the Debtors' DSD or central billing program in connection with accounts of the constructive trust claimants. At least some of the constructive trust claimants have advised the Court that not receiving their portion of the Postpetition Funds, could jeopardize their financial well being. If the Postpetition Funds are paid over to these claimants, there is a real possibility, by the claimants' own admission, that such funds will not be recoverable by the Debtors in the event that the Debtors ultimately prevail on the merits of the issues raised by the constructive trust claimants and the applicable Postpetition Funds are ordered returned to the Debtors. Additionally, each of the TRO's provides that any party affected by the order may apply for the dissolution or modification of the order on at least three (3) business days' notice. Therefore, the constructive trust claimants will not be prejudiced if the Motion goes forward at the Hearing. Accordingly the Debtors believe that it is in the best interest of the Debtors' estates

that the Court consider the Motion at the Hearing, or alternatively, at a time prior to the close of business on Wednesday, May 21, 2003

Accordingly, the Debtors seek an Order from this Court to shorten the notice period so that the Motion can be heard at the omnibus hearing scheduled for May 19, 2003 at 12:30 p.m. prevailing Eastern time (the "Hearing"), or alternatively, at a time prior to the close of business on Wednesday, May 21, 2003, and that objections to the Motion be filed with the Court and served in accordance with the attached Notice of Motion on or before May 19, 2003 at 9:00 a.m. prevailing Eastern time in the event the Motion goes forward at the Hearing, or 24 hours before any hearing scheduled on the Motion at an alternative time.

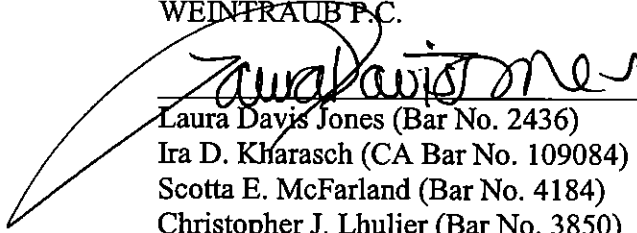
Given the nature of the relief requested in the Motion, Debtors respectfully submit that the notice period described above is sufficient to provide parties in interest an opportunity to review and, if necessary, respond to the Motion. The Debtors submit that shortening the time to respond to the Motion will not prejudice the rights of any party in interest. The Debtors simply seek to protect the assets of these estates by preventing the situation in which funds are paid and are later unrecoverable if the Debtors are successful on the merits of the underlying claims.

This Motion to Shorten Time along with the Notice of Motion and Motion, have been served on the parties set forth in the Notice of Motion by hand delivery, facsimile, email or overnight delivery.

WHEREFORE, the Debtors respectfully request the entry of an Order shortening time and approving the form of the Notice.

Dated: May 14, 2003

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB P.C.



\_\_\_\_\_  
Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
Scotta E. McFarland (Bar No. 4184)  
Christopher J. Lhulier (Bar No. 3850)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession

SO ORDERED this \_\_\_\_ day of  
\_\_\_\_\_, 2003.

\_\_\_\_\_  
The Honorable Mary F. Walrath