

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
Fleming Companies, Inc., <u>et al.</u> , ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	

**INTERIM ORDER UNDER 11 U.S.C. §§ 105(a), 362(a)(3), AND 541
LIMITING TRADING IN THE EQUITY SECURITIES OF THE DEBTORS**

Upon consideration of the emergency motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of an order, pursuant to sections 105(a), 362(a)(3), and 541 of title 11, United States Code (the “Bankruptcy Code”), requesting that this court limit certain transfers of equity securities of the Debtors; and it appearing that the relief requested is in the best interest of the Debtors’ estates and it appearing that notice is proper and that no further notice of the relief requested in the Motion is required; and after due deliberation; and sufficient cause appearing therefor; it is

ORDERED, that the Motion is granted on an interim basis; and it is further

ORDERED, that

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. (collectively, the “Debtors”).

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

- (i) Any acquisition of equity securities of the Debtors (including options to acquire stock, as defined below) by any person, entity or Substantial Equityholder (as defined in paragraph (iii), below) that would result in (a) an increase in the amount of equity securities owned by a Substantial Equityholder or (b) a person or entity becoming a Substantial Equityholder (an "Equity Transferee") is hereby enjoined through 5:00 p.m. (EST) on the date of the Final Hearing (defined below).
- (ii) Any disposition of equity securities of the Debtors (including options to acquire stock, as defined below) by any person, entity or Substantial Equityholder that would result in (a) a decrease in the amount of equity securities owned by a Substantial Equityholder or (b) a person or entity ceasing to be a Substantial Equityholder (an "Equity Transferor") is hereby enjoined through 5:00 p.m. (EST) on the date of the Final Hearing (defined below).
- (iii) For purposes of this Order: (a) a "Substantial Equityholder" is any person or entity that owns equity securities of any of the Debtors with an aggregate fair market value equal to or greater than 5% of the fair market value of the common stock of Fleming Companies, Inc.; (b) "ownership" of equity securities includes direct and indirect ownership (e.g., a holding company would be considered to own all shares owned or acquired by its subsidiaries), ownership by such holder's family members and persons acting in concert with such holder to make a coordinated acquisition of stock and ownership of shares which such holder has an option to acquire and (c) an "option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.
- (iv) Any sale or other transfer of equity securities in the Debtors in violation of this order shall be null and void and *ab initio* shall confer no rights on the transferee unless the Debtors' cases are hereafter dismissed or converted to Chapter 7.

ORDERED, that a final hearing on the Motion will be heard on June ___, 2003 at ___ a.m./p.m. (the "Final Hearing"), with objections, if any, to be filed and served by June ___, 2003 at ___ a.m./p.m.; and it is further

ORDERED that within one business day of entry of this Order, the Debtors shall provide notice to all Substantial Equityholders and all known equity holders of the Motion and Interim Order; and it is further

ORDERED that the Debtors shall publish this Order in the business section of the national edition of the Wall Street Journal within 4 business days of the entry of this Order.

Dated: _____, 2003

United States Bankruptcy Judge