

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. )

*re: ubt*

**ORDER UNDER 11 U.S.C. §§ 105(a), 363(b) AND 363(f)  
GRANTING AUTHORITY TO DEBTORS TO DISPOSE  
OF OBSOLETE AND OTHER EXCESS INVENTORY FREE  
AND CLEAR OF ANY EXISTING LIENS, CLAIMS AND INTERESTS**

Upon consideration of the motion seeking entry of an order under 11 U.S.C. §§ 105(a), 363(b), and 363(f), granting the Debtors authority to continue to sell obsolete and other excess inventory free and clear of any existing liens (the "Motion")<sup>2</sup> filed by the debtors and debtors in possession (the "Debtors") in the captioned chapter 11 cases; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O); and due and adequate notice of the Motion having been given under the circumstances; and after due deliberation and cause appearing therefore; it is hereby

<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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning given them in the Motion.

ORDERED that the Motion is granted; and it is further


ORDERED that the Debtors are authorized to sell the Excess Inventory free and clear of liens with such interests to attach to the net sale proceeds with the same validity, priority, force and effect that such interests had on the Excess Inventory immediately before the sale; and it is further

ORDERED that prior to accepting any bid to sell Excess Inventory to a diverter or liquidator, the Debtors will give the Official Committee of Unsecured Creditors (the "Committee") and the postpetition secured lenders written notice of the Debtors' intention to accept such bid at least five (5) days prior to accepting such bid and such notice will include a general description of the Excess Inventory being sold and the terms of the bid; and it is further

ORDERED that the Debtors are authorized to continue to dispose of any Excess Inventory by utilization of any of the methods listed in the Motion without further order of this Court; and it is further

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

Dated: May 20, 2003

  
The Honorable Mary F. Walrath  
United States Bankruptcy Judge