

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. 817**
Hearing Date: June 4, 2003 at 4:00 p.m. prevailing
Eastern Time

**LIMITED OBJECTION AND RESERVATION RIGHTS OF LENDERS TO
MOTION FOR AN ORDER (A) AUTHORIZING SALE OF THE
RICHMAR STORES FREE AND CLEAR OF LIENS, CLAIMS AND
INTERESTS; AND (B) AUTHORIZING ASSUMPTION AND
ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES IN CONNECTION WITH SUCH SALE.**

Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent, and JPMorgan Chase Bank, in its capacity as Collateral Agent, Provider of Treasury Services and Syndication Agent (together, the “**Agents**”), on behalf of themselves and on behalf of those certain prepetition and postpetition secured lenders (collectively, the “**Lenders**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby submit this Limited Objection and Reservation of Rights of Lenders to the above-described motion (the “**Motion**”) and respectfully represent as follows:

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.

LIMITED OBJECTION AND RESERVATION OF RIGHTS

1. On May 19, 2003, this Court entered a final order (the “**Final Order**”) approving that certain Credit Agreement (the “**Credit Agreement**”) dated as of May 6, 2003, between and among the Debtors, the Agents and the Lenders from time to time party thereto. The Final Order directs the Debtors to execute, deliver and perform the Credit Agreement according to its terms, and grants the Agents and the Lenders a post-petition security interest (in addition to the Agents’ and the Lenders’ pre-petition security interests) in substantially all of the Debtors’ assets, including those being sold pursuant to the Motion.

2. Section 6.02 of the Credit Agreement, among other things, prohibits the Debtors from selling assets generating in excess of \$1,000,000 of net proceeds to the Debtors without the written consent of the Agents. The sale of the Richmar Stores contemplated by the Motion (the “**Richmar Sale**”), will exceed \$1,000,000 in net proceeds, and, therefore, requires the consent of the Agents under the Credit Agreement.

3. The Agents have various concerns in connection with the Richmar Sale, including, without limitation, certain issues regarding the form of order in connection therewith and have communicated those concerns to the Debtors. The Debtors extended the Agents’ time to object to the Richmar Sale through Thursday, May 29, 2003, to provide the parties with time to resolve the Agents’ concerns. The Agents and the Debtors, however, have been unable to resolve all of the outstanding issues between the parties. As a result, the Agents have not consented to the Richmar Sale as of the date hereof.

4. The Agents, therefore, object to the Richmar Sale on the grounds that such sale will violate the terms of the Credit Agreement and result in an “Event of Default” upon ten days’ written notice from the Agents. The Agents also reserve all of their rights to withhold their

consent to the Richmar Sale in the event that the Debtors and the Agents are unable to reach resolution on the various outstanding issues.

CONCLUSION

WHEREFORE, the Agents and the Lenders request that the Richmar Sale be denied in the event that the Agents do not consent to the Richmar Sale on or before the sale hearing.

Dated: May 29, 2003

GREENBERG TRAURIG, LLP

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