STATE OF TEXAS)
) ss:
CITY AND COUNTY OF DALLAS)

I, Bridgette Trykoski, being duly sworn, depose and say that I am the Advertising Clerk of the Publisher of THE WALL STREET JOURNAL , a daily national newspaper published and of general circulation in the City and County of New York, New York, City of Naperville, DuPage County, Illinois, and in the city and County of Dallas, Texas and that the attached Notice has been regularly published in THE WALL STREET JOURNAL for national distribution for one insertion(s) on the following date(s): 5/23/03 advertiser: Fleming Companies, Inc. and that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

MITCHELL E. CHEATHAM
NOTARY PUBLIC
STATE OF TEXAS
EXPIRES
03-01-2007

Bridgette R Trykoski

Sworn to before me this
23rd day of May 2003

Mitchell E. Cheatham
Notary Public

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)**
Debtors.	)	**(Jointly Administered)**

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

(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 4, 2003 at 4:00 p.m. (the "Final Hearing"), with objections, if any, to be filed and served by June 2, 2003 at Noon; 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: May 20, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge

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[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 Food, Inc. (collectively, the "Debtors").

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