

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

**INTERIM ORDER GRANTING MOTION TO LIFT THE AUTOMATIC STAY
TO PERMIT ADVANCEMENT OF CERTAIN DEFENSE COSTS**

Upon consideration of the Motion to Lift the Automatic Stay to Permit Advancement of Certain Defense Expenses filed by Movants;³ after reviewing the Motion and all other relevant pleadings in the case; and after finding that, under the circumstances, due notice of the Motion and an opportunity to be heard thereon has been given; and after due deliberation and sufficient cause appearing therefor, it is hereby

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”)

³ All terms not defined herein shall have the meaning ascribed to them in the Motion.

ORDERED that the Motion to lift the automatic stay to permit advancement of certain Defense Expenses from the Greenwich Insurance Company's Management Liability and company Reimbursement Insurance Policy ("Policy") is granted on an interim basis; and it is further

ORDERED that the Court shall conduct a final hearing on the Motion after 90 days following entry of this interim order; and it is further

ORDERED that, until further order of the Court, the automatic stay is lifted so that Greenwich Insurance Company is authorized to advance from the Policy to the individual Movants up to \$2.5 million of Defense Expenses in connection with the Pending Litigation and the SEC Investigation; and it is further

ORDERED that nothing in this order shall be deemed to be a determination as to whether any such advances, the Policy itself, or the proceeds of the Policy are property of the Debtors' estates; and it is further

ORDERED that nothing in this order shall prevent any party in interest from seeking a modification of this interim order prior to the final hearing upon proper notice to parties in interest; and it is further

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

Wilmington, Delaware

Dated: _____, 2003

UNITED STATES BANKRUPTCY JUDGE