

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)
Debtor.)
)
)

**STIPULATION REGARDING ADEQUATE ASSURANCE OF
PAYMENT TO CERTAIN UTILITIES PURSUANT
TO SECTION 366 OF THE BANKRUPTCY CODE**

Recitals

- A. On April 1, 2003 (the "Petition Date"), the Debtors filed voluntary petitions for relief under title 11, Chapter 11 of the United States Bankruptcy Code with this Court.
- B. On the Petition Date, Debtors filed a *Motion For Order (I) Prohibiting Utilities From Altering, Refusing Or Discontinuing Services, And (II) Establishing Procedures For Adequate Assurance Of Payment To Utilities* (the "Utility Motion").
- C. On April 3, 2003, the Court entered a Bridge Order regarding the Utility Motion.

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.

D. On April 14, 2003, Jersey Central Power And Light Company ("JCPL"), Metropolitan Edison Company ("Met.Ed."), Pennsylvania Electric Company ("PEC"), Ohio Edison Company ("Ohio Edison"), FirstEnergy Companies, Dominion East Ohio Gas ("East Ohio"), Centerpoint Energy Arkla ("Arkla"), Centerpoint Energy Entex ("Entex"), Dominion Peoples Gas ("Peoples Gas"), Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc. ("Progress Energy"), Salt River Project ("Salt River"), New York State Electric and Gas Corporation ("NYSEG") and American Electric Power ("AEP") (the "Utilities") filed an Objection to the Utility Motion.

E. The Utilities, Conectiv Power Delivery ("Conectiv") and the Debtors have reached an agreement regarding adequate assurance of payment, the Objection and the Utility

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Motion as set forth herein.

Agreement

1. On or before June 6, 2003, the Debtors shall tender the following one month deposits to the Utilities, which shall be sent to the people listed below:

- A. East Ohio - \$4,650
Peoples Gas - \$15,600

Chuck Bedall
Dominion Customer Credit Services
701 East Cary Street, 18th Floor
Richmond, VA 23219 (Overnight address)
Phone (804) 771-3516

Chuck Bedall
Dominion Customer Credit Services
P.O. Box 26666
Richmond, VA 23261-6666

- B. Progress Energy - \$50,000

Jody A. Borkowski
Progress Energy Carolinas, Inc.
Customer Service Customer WW1
160 Rush Street
Raleigh, NC 27603 (Overnight Address)

Jody A. Borkowski
Progress Energy Carolinas, Inc.
Customer Service Center WW1
P.O. Box 1771
Raleigh, NC 27602

- C. Salt River - \$49,126

Nancy Ross
Salt River Project
ISB231
1600 N. Priest Drive
Tempe, AZ 85281-1202
(602) 236-2050

- D. NYSEG - \$1,000

Donna Kelly
New York State Electric And Gas Corporation
Kirkwood Industrial Park
P.O. Box 5240
Binghamton, NY 13902-5240
(607) 762-4986

E. AEP - \$78,449

Gregg Holland
Supervisor, Direct Collections
40 Franklin Road
Roanoke, VA 24011
Phone (540) 985-2625 (Overnight address)

Gregg Holland
Supervisor, Direct Collections
P.O. Box 2021
Roanoke, VA 24022

F. Met. Ed. - \$8,021

JoAnn Ruchlewicz, Esq.
FirstEnergy
Route 183 & Van Reed Road
Reading, PA 19612-5152
(610) 375-5223

G. Ohio Edison - \$40,000

JoAnn Ruchlewicz, Esq.
FirstEnergy
Route 183 & Van Reed Road
Reading, PA 19612-5152
(610) 375-5223

H. Conectiv - \$40,000

Chuck Mayer
Conectiv Power Delivery
5 Collins Drive, Suite 2133
Cameys Point, New Jersey 08069
(302) 709-7279

The Utilities shall apply the foregoing deposits to their post-petition accounts and the deposits shall accrue interest in accordance with the Utilities applicable tariffs, regulations and/or state laws.

2. The Debtors shall pay all post-petition bills for post-petition services issued by the Utilities prior to and subsequent to the date of this Stipulation and Order by the applicable invoice deadline, which shall be in accordance with the parties' past practice.

3. If the Debtors fail to tender the foregoing deposits or a payment to a Utility by the applicable deadlines established by this Stipulation, the applicable Utility can terminate service to the Debtors after providing the following individuals with notice of the default and seven (7) calendar days to cure the default (the Cure Period): (1) Via first class mail and telecopier to Douglas Plummer, Fleming Companies, Inc., 1945 Lakepointe Drive, Lewisville, Texas 75057, Phone (972) 906-2293, telecopier (972) 906-2303; and (2) Via telecopier to James I. Stang, Esq., Pachulski, Stang, Zichl, Young, Jones & Weintraub, P.C., 10100 Santa Monica Boulevard, Suite 1100, Santa Monica, California 90067, facsimile number (310) 201-0760. If the Debtors cure the applicable payment default during the Cure Period, the applicable Utility shall not terminate service.

4. A Utilities' failure to terminate service immediately with respect to a defaulted account shall not constitute a waiver of its rights.

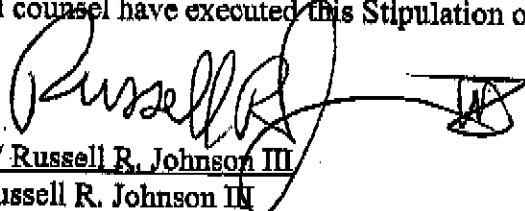
5. Pursuant to Section 503(b)(1)(A) of the Bankruptcy Code, any unpaid post-petition charges for utility services constitute actual and necessary expenses of preserving the Debtors' estates, entitling the Utilities to an administrative expense priority under Section 507(a)(1) of the Bankruptcy Code.

6. In accordance with their obligations under applicable tariffs, regulations and laws, the Debtors shall provide the Utilities with prompt notice if they no longer require service to a location or locations as a result of sale or lease rejection and will promptly request that service to such a location either be terminated or transferred to the applicable landlord or purchaser.

7. Once approved by the Court, this Stipulation shall supercede and replace, as to the Utilities only, any prior Order entered in this case with respect to Objection and the Utility Motion.

8. Upon execution of this Stipulation by all parties, the Objection and the Utility Motion, as to the Utilities only, shall be deemed to be resolved.

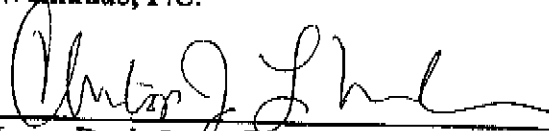
WHEREFORE, the undersigned counsel have executed this Stipulation on behalf of their respective clients/companies.



/s/ Russell R. Johnson III
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VSB No. 31468
3734 Byfield Place
Richmond, Virginia 23233
(804) 747-7208

Counsel for Metropolitan Edison Company, Pennsylvania Electric Company, Ohio Edison Company, FirstEnergy Companies, Dominion East Ohio Gas, Dominion Peoples Gas, Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc., Salt River Project, New York State Electric and Gas Corporation, American Electric Power and Conectiv Power Delivery

Pachulski, Stang, Zichl, Young, Jones & Weintraub, P.C.



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Counsel for the Debtors and Debtors-In-Possession