

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
Fleming Companies, Inc., et al.,¹)
Debtors.) Case No. 01-11341
(Case No. 03-10945 (MFW))

ORDER GRANTING FIRST AND FINAL APPLICATION OF THE FOOD PARTNERS, LLC FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS RETAIL GROCERY FINANCIAL ADVISOR TO THE DEBTORS FOR THE SALE OF DEBTOR'S NINE CALIFORNIA RETAIL GROCERY STORES TO SAVE MART SUPERMARKETS AND RALPHS GROCERY COMPANY

The Food Partners, LLC ("TFP"), has filed its First and Final Application of The Food Partners, LLC for Allowance and Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors for the sale of Debtor's nine California retail grocery stores to Save Mart Supermarkets and Ralphs Grocery Company (the "Final Application"). The Court has reviewed the Final Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Application, and any hearing on the Final Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Final Application. Accordingly, it is hereby

ORDERED that the Final Application is GRANTED, on a final basis. The Court allows and authorizes on a final basis the sum of \$470,779.25 as compensation and \$884.68 as

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.

reimbursement of expenses, for a total of \$471,663.93 for services rendered and disbursements incurred by TFP for the sale of Debtor's nine California retail grocery stores to Save Mart Supermarkets and Ralphs Grocery Company. The Debtors shall pay TFP the unpaid portion of such sums.

Dated: _____, 2003

The Honorable Mary F. Walrath,
United States Bankruptcy Judge