Exhibit A

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.	)	Re: Docket No. 1205
	)	

ORDER AUTHORIZING THE DEBTORS TO (A) SELL CERTAIN ADDITIONAL RESIDUAL ASSETS THAT ARE NOT SUBJECT TO THE INITIAL WEBCAST SALE PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE AND (B) ESTABLISHING AN EXPEDITED PROCEDURE TO SELL RESIDUAL ASSETS IN THE FUTURE PURSUANT TO THE AUCTION AGREEMENT WITH DOVEBID, INC.

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order, pursuant to section 363 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to (a) sell certain Residual Assets under the Phase II Sale, (b) establish an expedited procedure to sell the Residual Assets in the future, (c) establish the Sale and Auction Procedures, and (d) authorizing, but not requiring, the Debtors to sell some or all of the Residual Assets; and it appearing to the Court that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of this proceeding and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Motion is reasonable and proper and no further notice need be given; and the Court being fully advised in

the premises and having determined that the legal and factual basis set forth in the Motion and at the hearing for the Motion establish just cause for the relief granted herein; it is hereby

ORDERED, that the Motion is granted except as otherwise modified herein; and it is further

ORDERED, that the Debtors are authorized to sell the Residual Assets pursuant to the Phase II Sale (as set forth in the amended Plan of Sale annexed hereto as Exhibit A); and it is further

ORDERED, that the Sale and Auction Procedures for the sale of the Residual Assets under the Phase II Sale and all Future Sales, as set forth in the Motion, are approved and authorized in all respects except as otherwise modified herein; and it is further

ORDERED, that, pursuant to section 363 of the Bankruptcy Code, the Debtors are authorized to sell the Residual Assets pursuant to the Auction Agreement (as approved by this Court) on the terms and subject to the conditions set forth in the Motion and the Sale and Auction Procedures, as modified herein; and it is further

ORDERED, that with regard to the Future Sales (other than the Initial Webcast Sale and the Phase II Sale) that are the subject of an executed Plan of Sale, the Debtors may sell such Residual Assets in accordance with the following procedures:

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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 Foods, Inc.

[2] All terms not defined herein shall have the meaning ascribed to them in the Motion.

(a) the Debtors and DoveBid shall execute a Plan of Sale in accordance with the procedures described in the Motion and the Auction Agreement;

(b) the Debtors shall file with the Court and provide Notice of the Plan of Sale to the U.S. Trustee, counsel to the DIP Lenders, counsel to the Committee, landlords of the premises where the Residual Assets to be sold are located and any parties asserting Liens against the Residual Assets to be sold (collectively, the "Notice Parties") at least five business days prior to the commencement of DoveBid's preparations for and advertising of such sale;

(c) if none of the Notice Parties objects to the proposed Plan of Sale or the Future Sale within such five business-day period, the Debtors shall file a Certificate of No Objection and a proposed order with the Court, and the Debtors and DoveBid shall be authorized to immediately consummate such sale upon the Court entering an order authorizing the sale of the particular Residual Assets, and the Debtors are authorized to compensate and reimburse DoveBid consistent with the Plan of Sale, the Auction Agreement and this Order without further order of the Court; and

(d) if an objection is filed within such five business-day period that cannot be resolved, the objection shall be heard at the next scheduled omnibus hearing, and the Debtors and DoveBid cannot sell such Residual Assets and DoveBid cannot be compensated or reimbursed under the Plan of Sale without further Court order; and it is further

ORDERED, that DoveBid and AMH Corp. ("AMH") shall file the Settlement Report with the Court within 30 days following each Sale (or 45 days if the Residual Assets are consigned into an auction conducted on behalf of multiple sellers) and provide copies to the U.S. Trustee, counsel to the DIP Lenders and counsel to the Committee and notice thereof shall be provided to entities that, as of May 15, 2003, have filed requests for notices pursuant to Fed. R. Bankr. P. 2002. The Debtors, the U.S. Trustee, counsel to the DIP Lenders, counsel to the Committee and any other party in interest shall have an opportunity to object to the Settlement Report, including objections pursuant to sections 328 and 330 of the Bankruptcy Code; and it is further

ORDERED, that unless an objection to the Settlement Report is filed by any party in interest within 15 days from the date such report is filed with the Court, DoveBid and AMH shall receive the compensation and expense reimbursement as set forth in the Settlement Report without further order of the Court; and it is further

ORDERED, that the Debtors are authorized to compensate and reimburse DoveBid pursuant to the terms of the Auction Agreement and this Order without further order of the Court and without the need for DoveBid to file a fee application with the Court; provided however, that any compensation and reimbursement received by DoveBid will become subject to immediate disgorgement in the event of an order of the Court sustaining an objection to such compensation under the standards of section 328 of the Bankruptcy Code; and it is further

ORDERED, that each sale of Residual Assets will be free and clear of all Liens, with all such Liens of any kind or nature whatsoever to attach to the Net Proceeds of the sale of Residual Assets in the order of their priority, with the same validity, force and effect which they now have as against the Residual Assets, subject to any claims and defenses the Debtors may possess with respect thereto; and it is further

ORDERED, that all valid Liens shall be satisfied from the Net Proceeds with the remainder, if any, to be retained by the Debtors, and that any Net Proceeds payable to the DIP Lenders shall be paid in accordance with the terms of Section 2.09(b) of the DIP Credit Agreement; and it is further

ORDERED, that nothing in this Order shall supercede, modify or amend any provision of the Debtor-in-Possession Loan Agreement to which the Debtors are a party, or excuse the Debtors from performing any obligations thereunder, or shall impair the rights of the Agents or the DIP Lenders to direct the Debtors to conduct liquidation sales under the GOB

Procedures set forth in the Final DIP Order upon the terms and conditions thereof; and it is further

ORDERED, that in accordance with section 1146(c) of the Bankruptcy Code, any sales of the Residual Assets are hereby exempt from any law imposing a stamp tax or similar tax; and it is further

ORDERED, that nothing in this Order shall alter any obligations relating to the return of the premises or the condition of the premises that may exist under the leases for the premises subject to the Initial Webcast Sale; provided however, that the Debtors shall reserve any and all defenses and claims with respect thereto; and it is further

ORDERED, that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED, that notwithstanding the possible applicability of the possible applicability of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this order shall be immediately effective and enforceable upon its entry; and it is further

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

Dated: _____, 2003

_____
Honorable Mary F. Walrath
United States Bankruptcy Judge