

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 (MFW)
)	(Jointly Administered)
Debtors.)	

**ORDER PURSUANT TO FED. R. BANKR. P. 9006(b) EXTENDING
PERIOD WITHIN WHICH DEBTORS MAY REMOVE ACTIONS
PURSUANT TO 28 U.S.C. § 1452 AND FED. R. BANKR. P. 9027**

Upon the motion of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order pursuant to Fed. R. Bankr. P. 9006(b) further extending the period within which Debtors may remove actions pursuant to 28 U.S.C. § 1452 and Fed. R. Bankr. P. 9027 (the “Motion”)²; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and after due deliberation and it appearing that sufficient cause

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 Any capitalized term not defined in this Order shall have the meaning ascribed to it in the Motion.

exists for granting the requested relief and that the relief requested under the Motion is in the best interests of the Debtors' estates and parties in interest;

IT IS HEREBY ORDERED THAT:

1. The Motion is approved. The Removal Period within which the Debtors may remove actions pursuant to 28 U.S.C. § 1452 and Fed. R. Bankr. P. 9027 is hereby extended through and including October 31, 2003.

2. This Order shall be without prejudice to any position the Debtors may take regarding whether section 362 of the Bankruptcy Code applies to stay any actions.

3. This Order shall be without prejudice to the right of the Debtors to seek further extensions of the time within which the Debtors may remove any and all actions.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: June ___, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge