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.	)	

Objection Deadline: June 23, 2003

ORDER AUTHORIZING AND APPROVING THE SALE OR ABANDONMENT OF THE DEBTORS' DE MINIMIS ASSETS

In accordance with the terms of the order pursuant to sections 363(b), 363(f), 554(a) and 1146(c) of the Bankruptcy Code authorizing and approving expedited procedures for the sale or abandonment of the Debtors' De Minimis Assets[2] entered by the Court on May 21, 2003, the Debtors have entered into a purchase agreement for trademarks "Rainbow" and "Rainbow and design" (collectively, the "International Trademarks") owned by Debtor Fleming International, Ltd. ("FIL") that are registered in countries other than the United States. The International Trademarks are identified in Exhibit A of the Notice of Sale or Abandonment of De Minimis Assets (the "Notice") to RBF Corp., a subsidiary of Roundy's, Inc. (the "Sale").

[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] Capitalized terms not defined herein shall have the same meaning as in the motion pursuant to sections 363(b), 363(f), 554(a) and 1146(c) of the Bankruptcy Code authorizing and approving expedited procedures for the sale or abandonment of the Debtors' De Minimis Assets.

Pursuant to the order, the Debtors have given written notice (the "Notice") of the proposed Sale to the following parties: (i) all known affected creditors asserting a Lien on the Assets; (ii) counsel to the Committee of Unsecured Creditors; (iii) all parties who have expressed an interest in purchasing the Assets; and (iv) the Court. As required by the terms of the order, the Notice contained a general description of the Assets, any commissions to be paid by third parties selling or auctioning the Assets, the proposed purchase price, the identity of the purchaser and any material connections, if any, such purchaser has or had with to the Debtors (collectively, the "Notice Parties"). The Debtors provided the Notice Parties with the Notice at least ten (10) calendar days (excluding the date of service) prior to the closing of such proposed Sale and no written objections were received by Debtors' counsel or filed with the Court within ten (10) calendar days of service of the Notice. Accordingly, the Debtors have filed a Certificate of No Objections and this proposed order with the Court proposing to immediately consummate the Sale pursuant to the Court's entering of this order. It appearing that adequate notice of the Sale having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that the Debtors are authorized, but not required, to immediately consummate the Sale without further order of the Court; and it is further

ORDERED, that notwithstanding the possible applicability of Bankruptcy 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2003
Wilmington, Delaware

_____
Honorable Mary F. Walrath
United States Bankruptcy Judge