

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Fleming Companies, Inc., et al.,²)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	

**ORDER PURSUANT TO SECTIONS 105 AND 363(b) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO IMPLEMENT
WHOLESALE AND CONVENIENCE BUSINESS EMPLOYEE STAY PROGRAM**

Upon the motion (the “Motion”)³ of the debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”) seeking entry of an order (the “Order”) pursuant to 11 U.S.C. §§ 105(a) and 363(b) authorizing the Debtors to implement the Fleming Wholesale and Convenience Employee Stay Programs (the “Stay Program”); and it appearing that the relief requested is essential to the continued operation of the Debtors’ business and in the best interest of the Debtors’ estates and creditors; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be

² The Debtors are the following entities: Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, 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.

³ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

given; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED THAT:

1. The Motion is granted.
2. The Debtors are authorized to implement the Stay Program by providing stay bonuses to Eligible Employees, in an amount not to exceed \$12,000,000.
3. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.
4. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge