

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
)

AMENDED

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:

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: July 23, 2003

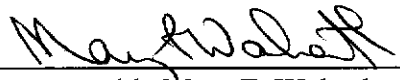

Honorable Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT A

Exhibit A

DOVEBID[®]
Business Auctions &
Valuations Worldwide

PLAN OF SALE

This Plan of Sale (the "Plan") is entered into as of June 24, 2003 (the "Effective Date") by and between DoveBid, Inc. ("DoveBid") and Fleming Companies, Inc. ("Seller") pursuant to Section 1 of that certain Agreement for the Provision of Asset Disposition Services made as of July 4, 2003 between DoveBid and Seller (the "Master Agreement"). Terms used but not independently defined in this Plan shall have the meanings ascribed to them in the Master Agreement.

By executing below, Seller agrees to retain DoveBid on an exclusive basis to dispose of those Assets set forth on Exhibit A(1) to this Plan in the following manner:

X A one- or two-day Webcast Auction to be held on or about July 15, 2003.

X Sale Allowance Cap: \$ 340,000*

* Based upon Fleming's agreement to provide such casual labor as is reasonably necessary to staff inspection and check-out/delivery at each sale site. In the event Fleming is not able to provide such casual labor, DoveBid shall provide such personnel, and the Sale Allowance Cap shall be increased accordingly.

X Other: Expense cap does not include security and, if required, will be billed to debtor at debtor's request.

X Other: Fleming, at its option, may add additional transportation assets to the sale at no additional operations cost to Fleming.

The terms of the Master Agreement shall control the services provided by DoveBid pursuant to this Plan. Please transmit your signed Plan to DoveBid via facsimile number: (650) 513-6601.

Acknowledged and agreed to:

FLEMING COMPANIES, INC.

E.I.N.: _____

By: _____

Name: CARLOS M. HERNANDEZ

Title: EXECUTIVE VICE PRESIDENT
GENERAL COUNSEL AND SECRETARY

Date: JUNE 25, 2003

DOVEBID, INC.

California Bond Number 57BSBA17624

By: _____

Name: James Sklar

Title: Vice President, Auction Services - Legal

Date: June 25, 2003

EXHIBIT A(1) TO THE PLAN OF SALE

ASSETS

Contents of Retail Grocery Locations

<u>Lease # & Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Square Footage</u>
AZ-005 - Food 4 Less #3 - 59th & Peoria, Phoenix	5810 West Peoria Ave.	Glendale	AZ	52,244
AZ-025 - Food 4 Less #2 - Fuel	240 West Warner Road	Chandler	AZ	85,520
AZ-032(B) - Food 4 Less	1045 S. Gilbert Road	Mesa	AZ	50,000
AZ-004 - Food 4 Less #1	245 East Bell	Phoenix	AZ	51,875
AZ-137 - Food 4 Less	1221 West Irvington Road	Tucson	AZ	54,780
UT-030 - Food 4 Less	5345 South 4015 West	Salt Lake City	UT	54,036
UT-003 - Food 4 Less - Fuel	2250 N. University Parkway	Provo	UT	61,100
UT-030 - Food 4 Less - Fuel	816 East U.S. Highway 6	Spanish Fork	UT	52,851
3 Utah / 5 Arizona				
MN-184 - Rainbow Foods #49 - Fuel	8020 Brooklyn Boulevard	Brooklyn Park	MN	57,353
MN-272 - Rainbow Foods #71 - Has Bank (90 days) Fuel	5801 Neal Avenue North	Oak Park Heights	MN	64,887
MN-278 - Rainbow Foods #79	3950 2nd Street	St. Cloud	MN	63,676
MN-280 - Rainbow Foods #80	1621 E Madison Ave	Mankato	MN	84,830
MN-282 - Rainbow Foods #82 Has Bank (90 days)	1619 W. Main Street	Albert Lea	MN	54,040
MN-283 - Rainbow Foods #83	430 NW Second Ave	Faribault	MN	41,981
MN-270 - Rainbow Foods #69	6350 Brooklyn Blvd.	Brooklyn Center	MN	64,546
MN-274 - Rainbow Foods #73	16705 County Rd. #24	Plymouth	MN	58,853
5 Minnesota				
WI-000 - Food 4 Less #8800	2500 52nd Street	Kenosha	WI	68,778
WI-931 - Rainbow Foods	1230 Capital Drive	Pewaukee	WI	59,116
2 Wisconsin				
IL-028 - Festival Foods #18	185 North Kennedy Ave	Bradley	IL	44,877
MN-047 - Jamboree Foods	317 N. Main Street	Brwabik	MN	13,067
				1,096,018

20

Transportation Assets

40 Tractors
60 Dry Trailers

Fuel Station Assets

Columbia Heights Fuel Station Assets located in trailer