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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
FLEMING COMPANIES, INC., *et al.*, \* ) Case No. 03-10945 (MFW)  
) Jointly Administered  
Debtors. )  
) ORDER ALLOWING NON-DEBTOR  
) OBJECTION TO DEBTORS' FIRST  
) SUPPLEMENTAL REPORT OF  
) CLAIMS UNDER THE PERISHABLE  
) AGRICULTURAL COMMODITIES ACT  
)  
\_\_\_\_\_ ) Hearing Date: N/A

Upon submission of the NON-DEBTOR OBJECTION TO DEBTORS' FIRST SUPPLEMENTAL REPORT OF CLAIMS UNDER THE PERISHABLE AGRICULTURAL COMMODITIES ACT on behalf of PACA Trust Creditor, APB, INC., dba TAVILLA SALES CO. OF LOS ANGELES, seeking allowance of said objection,

The Court having considered the objection and all papers filed in support thereof, and good cause appearing therefor:

IT IS ORDERED: That the Non-Debtor Objection be allowed and that Debtors and APB, INC., dba TAVILLA SALES CO. OF LOS ANGELES exercise their best efforts to resolve said objection.

Dated: \_\_\_\_\_, 2003  
Wilmington, Delaware

\_\_\_\_\_  
The Honorable HONORABLE MARY F. WALRATH  
United States Bankruptcy Judge

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\_\_\_\_\_  
ORDER ALLOWING NON-DEBTOR OBJECTION  
TO DEBTORS' FIRST SUPPLEMENTAL REPORT  
OF CLAIMS UNDER THE PERISHABLE  
AGRICULTURAL COMMODITIES ACT

\* 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.

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I, KATHY POPOFF, am employed in the aforesaid county, State of California; I am over the age of 18 years and not a party to the within action; my business address is 50-B Peninsula Center Dr., #301, Rolling Hills Estates, California 90274-3506.

On July 26, 2003, I served the foregoing: NOTICE OF NON-DEBTOR OBJECTION TO DEBTORS' FIRST SUPPLEMENTAL REPORT OF CLAIMS UNDER THE PERISHABLE AGRICULTURAL COMMODITIES ACT; DECLARATION OF KATHY POPOFF IN SUPPORT OF NON-DEBTOR OBJECTION TO DEBTORS' FIRST SUPPLEMENTAL REPORT OF CLAIMS UNDER THE PERISHABLE AGRICULTURAL COMMODITIES ACT; and ORDER ALLOWING NON-DEBTOR OBJECTION TO DEBTORS' FIRST SUPPLEMENTAL REPORT OF CLAIMS UNDER THE PERISHABLE AGRICULTURAL COMMODITIES ACT on the interested parties in this action by placing a true copy thereof, enclosed in a sealed envelope, addressed as follows:

THE UNITED STATES TRUSTEE  
District of Delaware  
ATTN: Julie L. Compton  
844 King Street, Room 2313  
Wilmington, DE 19801

FedEx Tracking No.: 841184217546

Laura Davis Jones, Esq.  
Ira D. Kharasch, Esq.  
Scotta E. McFarland, Esq.  
Christopher J. Lhulier, Esq.  
PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB, P.C.  
919 North Market Street, 16th Floor  
Wilmington, DE 19801

FedEx Tracking No.: 841184217557

James H.M. Sprayregen, P.C.  
Richard L. Wynne, Esq.  
Bennett L. Spiegel, Esq.  
Shirley Cho, Esq.  
KIRKLAND & ELLIS  
777 South Figueroa Street  
Los Angeles, CA 90017

FedEx Tracking No.: 841184217579

FLEMING COMPANIES, INC.  
ATTN: Charles A. Cipione/Sarah Albus  
AlixPartners, L.L.C.  
1945 Lakepointe Drive  
Louisville, TX 75057-6426

FedEx Tracking No.: 841184217568

XXXX By Mail:

XXXX I placed such envelope for service by FEDERAL EXPRESS, Next Day Delivery, Tracking Numbers as set forth above.

I declare under penalty of perjury under the laws of California and the United States of America that the foregoing is true and correct, and that I am a member of the bar of the United States District Court, Central District of California.

Executed on July 26, 2003, at Rolling Hills Estates, California.

  
KATHY POPOFF, Declarant