

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.)	
)	Related Docket No. 1906
)	<u>Hearing Date</u>: August 7, 2003 at 9:30 a.m.
)	prevailing Eastern Time

**ORDER APPROVING THE FILING OF THE LENDERS REPLY IN
SUPPORT OF MOTION FOR ORDER, INTER ALIA,
AUTHORIZING SALE OF SUBSTANTIALLY ALL
OF SELLING DEBTORS' WHOLESALE BUSINESS ASSETS**

Upon the motion (the “**Motion for Leave**”) of Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent, and JPMorgan Chase Bank, in its capacity as Collateral Agent and Syndication Agent (together, the “**Agents**”), on behalf of themselves and on behalf of those certain prepetition and postpetition secured lenders (collectively, the “**Lenders**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) for leave to file, pursuant to Del. Bankr. LR 9006-1(d), their Reply (the “**Reply**”) in Support of Motion for Order, Inter Alia, Authorizing Sale of Substantially all of Selling Debtors’ Wholesale Business Assets (the “**Sale**”); and the Court having scheduled a continued hearing with respect to the Sale for August 7, 2003 at

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.

9:30 a.m. (the “**Hearing**”); and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. Pursuant to Del. Bankr. LR 9006-1(d), the Motion for Leave is granted and the Reply in the form attached the Motion for Leave as Exhibit A shall be considered at the Hearing.

Dated: August ____, 2003.

The Honorable Mary F. Walrath
United States Bankruptcy Judge