

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.) Related Docket No: 1906

Hearing Date: August 14, 2003 at 9:00 a.m. prevailing Eastern time

**DEBTORS' MOTION FOR LEAVE TO FILE SUPPLEMENTAL BRIEF
IN SUPPORT OF SELLING DEBTORS' MOTION FOR ORDER
APPROVING ASSET PURCHASE AGREEMENT WITH C&S WHOLESALE
GROCERS, INC. AND C&S ACQUISITION, LLC AND RELATED RELIEF**

The above-captioned debtors and debtors-in-possession (the "Debtors"), hereby request pursuant to Del.Bankr. LR 9006-1(d) authority to file the *Supplemental Brief In Support Of Selling Debtors' Motion For Order Approving Asset Purchase Agreement With C&S Wholesale Grocers, Inc. and C&S Acquisition, LLC and Related Relief* (the "Supplemental Brief") in further support of the Motion For Order (A) Approving Asset Purchase Agreement With C&S Wholesale Grocers, Inc. And C&S Acquisition LLC, (B) Authorizing (I) Sale Of Substantially All Of Selling Debtors' Assets Relating To The Wholesale Distribution Business To Purchaser Or Its Designee(S) Or Other Successful Bidder(s) At Auction, Free And Clear Of All Liens, Claims, Encumbrances And Interests And (II) Assumption And Assignment Of Certain Executory Contracts, License Agreements And Unexpired Leases, And (C) Granting Related Relief (the "Motion"), which Motion is currently scheduled to be heard before the Court

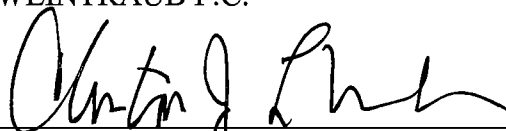
¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; 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.

on August 14, 2003 at 9:00 a.m. (the "Hearing"). On August 6, 2003, several parties filed supplemental responses in connection with certain issues raised by the Motion (the "August 6 Responses"). The Debtors seek to file the Supplemental Brief to address the August 6 Responses and to address certain issues raised by the Court at the hearing on August 7, 2003. Further, the Debtors believe that the Supplemental Brief may help to narrow the issues that need to be addressed at the Hearing.

WHEREFORE, the Debtors respectfully request the entry of an Order granting the Debtors authority to file the Supplemental Brief, a copy of which is attached hereto as Exhibit A.

Dated: August 12, 2003

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.



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Counsel for the Debtors and Debtors in Possession

SO ORDERED this ___ day
of _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge