

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: 1817

Hearing Date: August 26, 2003 at 9:30 a.m. prevailing Eastern time

**DEBTORS' MOTION FOR LEAVE TO FILE REPLY IN SUPPORT OF MOTION FOR
ORDER PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE
AUTHORIZING DEBTORS TO REJECT CERTAIN UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY (DOCKET NO. 1817)**

The above-captioned debtors and debtors-in-possession (the "Debtors"), hereby request pursuant to Del.Bankr. LR 9006-1(d) authority to file the *Reply In Support Of Motion For Order Pursuant To Section 365(A) Of The Bankruptcy Code Authorizing Debtors To Reject Certain Unexpired Leases Of Nonresidential Real Property (Docket No. 1817)* (the "Reply") in further support of the Motion For Order Pursuant To Section 365(A) Of The Bankruptcy Code Authorizing Debtors To Reject Certain Unexpired Leases Of Nonresidential Real Property (the "Motion"), which Motion is currently scheduled for a hearing as it relates to DEC Investments, LLC ("DEC") and Shield Investment Company ("Shield") before the Court on August 26, 2003 at 9:30 a.m. (the "Hearing"). DEC and Shield have filed objections to the relief sought in the Motion (the "Objection"). The Debtors seek to file the Reply because the Objection raises certain issues to which the Debtors believe a response is appropriate before the Court rules on the

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.; Favara 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.

Motion as to DEC and Shield. Further, the Debtors believe that the Reply 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 Reply, a copy of which is attached hereto as Exhibit A.

Dated: August 18, 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