

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |   |                         |
|---|---|-------------------------|
| In re:  | ) | Chapter 11              |
|   | ) |                         |
| Fleming Companies, Inc., et al., <sup>1</sup> | ) | Case No. 03-10945 (MFW) |
|   | ) | (Jointly Administered)  |
| Debtors.                                      | ) |                         |

**ORDER MODIFYING THE AUTOMATIC STAY IN CONNECTION  
WITH THE DISMISSAL OF CORE-MARK INTERNATIONAL, INC.  
AS A THIRD-PARTY DEFENDANT IN CERTAIN LITIGATION**

Upon the Motion<sup>2</sup> of the Debtors for entry of an Order seeking a modification of the automatic stay for the specific and limited purpose of dismissing one of the Debtors, Core-Mark International, Inc. ("Core-Mark"), as a third-party defendant in connection with certain litigation between Lorillard Tobacco Company ("Lorillard") as plaintiff and N and M Liquor ("N&M") and Hank Ngor ("Ngor") as defendants and upon consideration of the objections, if any, submitted in opposition to the Motion; the Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; due and proper notice having been provided; and it appearing that no other or

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used, but not otherwise defined herein, shall have the meanings given such terms in the Motion.

further notice need be provided, and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted.
2. The automatic stay imposed by 11 U.S.C. § 362 is modified for the specific and limited purpose of allowing N&M and Ngor to dismiss their third-party complaint filed against Core-Mark in the United States District Court Central District of California and captioned as *N and M Liquor, Hank Ngor, Third-Party Plaintiff(s) vs. Core-Mark International, Inc., Third-Party Defendant(s)*.
3. This Court retains jurisdiction to enforce the terms of this Order.

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

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United States Bankruptcy Judge