

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. ____

ORDER APPROVING JOINT MOTION OF DEBTORS AND PRE-PETITION AGENTS FOR AUTHORIZATION, PURSUANT TO SECTIONS 363 AND 105 OF THE BANKRUPTCY CODE, TO PAY AMOUNTS TO THE PRE-PETITION AGENTS ON BEHALF OF THE PRE-PETITION LENDERS

Upon the joint motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) and Deutsche Bank Trust Company Americas (“Deutsche Bank”), in its capacity as Administrative Agent (in such capacity, the “Administrative Agent”) and Collateral Agent (“Collateral Agent”), and JPMorgan Chase Bank (“JPMorgan Chase”), in its capacity as Syndication Agent (in such capacity, the “Syndication Agent”) and, together with the Administrative Agent and Collateral Agent, the “Pre-Petition Agents”), on behalf of themselves and on behalf of those certain pre-petition secured lenders (the “Pre-Petition Lenders”), seeking entry of an Order authorizing the Debtors, pursuant to Sections 363(b) and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), to pay \$325 million of the approximately \$575.1 in funds now held by the Debtors to the Pre-Petition Agents

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.; 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.

² Capitalized terms not defined herein shall have the meanings given to them in the Motion.

for the benefit of the Pre-Petition Lenders; and this Court having reviewed the Motion and any responses thereto; and sufficient cause appearing therefor; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 158(a); and after due deliberation and cause appearing therefor; it is hereby ORDERED THAT:

1. The Motion is granted.

2. The Debtors are authorized and directed to pay \$325 million to the Agents, for the benefit of the Pre-Petition Lenders, within three (3) business days of the entry of this Order in partial satisfaction of the Pre-Petition Indebtedness.

3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2003

Chief United States Bankruptcy Judge