

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)  
Debtors. ) (Jointly Administered)  
 )  
 )

*DENYING MOTION*  
**ORDER ESTABLISHING PROCEDURES TO (i) DISALLOW RECLAMATION CLAIMS FOR WHICH SUPPORTING DOCUMENTATION IS NOT PROVIDED AND (ii) BAR THE FILING OF NEW RECLAMATION CLAIMS**

Upon the Motion<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and the 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: *The Motion is DENIED for the reasons stated at the hearing held on October 2, 2003.*

1. The Debtors shall serve a copy of this Order on all reclamation claimants<sup>3</sup> by email or facsimile or, if neither is available, by overnight mail, on or before October 3, 2003.<sup>4</sup>

<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.; RPS Marketing Services, Inc.; and Richmar Foods, Inc.

<sup>2</sup> Capitalized terms used but not defined herein are as defined in the Motion.

<sup>3</sup> All known reclamation claimants are listed on Exhibit A to the Motion.

<sup>4</sup> This deadline presumes that the Order is entered on October 2, 2003.

2. That portion of the Total Asserted Reclamation Claim that exceeds the Total Supporting Electronic Data Provided shall be disallowed unless support<sup>5</sup> for such claim is provided to the Debtors at cms@fleming.com on or before October 17, 2003 (the "Information Deadline").<sup>6</sup>

3. The maximum amount of each reclamation claim shall be the amount indicated on Exhibit A as the Total Asserted Reclamation Claim unless the applicable creditor indicates to the Debtors, on or before the Information Deadline, an intent to argue that its claim is for an amount in excess of the Total Asserted Reclamation Claim.

4. The filing or assertion of any new reclamation claims<sup>7</sup> after the Information Deadline is barred.

5. The Debtors shall submit an order, in substantially the form attached to the Motion as Exhibit B, at the hearing on October 20, to reflect the responses received and the status of the reclamation claims in these cases.

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

7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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<sup>5</sup> Reclamation claimants retain their right to argue that support for its claim has previously been submitted or that submission in hard copy instead of electronically satisfies its submission burden and the Debtors reserve their right to contest such arguments. However, such creditor must raise such arguments with the Debtors in advance of the Information Deadline and such deadline will bar the making of such arguments after its expiration.

<sup>6</sup> All parties with any portion of their Claim listed as Electronic Data Not Provided will be sent (via email, fax or overnight mail), on or before September 12, 2003, a letter from the Debtors (1) alerting them to this fact, 2) providing a copy of this motion and 3) requesting such information. Each party that submits information to cms@fleming.com will receive a confirming email indicating that the information has been received. If information is submitted but a confirmation not received within 24 hours, please contact Sarah Albus at 972-906-\_\_\_.

<sup>7</sup> New reclamation claims shall be defined as any reclamation claims not listed on Exhibit A attached hereto.

8. All time periods set forth in this Order shall be ~~calculated~~ in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure.

Wilmington, Delaware

Dated: Oct. 15, 2003

  
United States Bankruptcy Judge