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)
	)	
Debtors.	)	Jointly Administered
		Ref No.

ORDER GRANTING SNELL & WILMER'S MOTION FOR RELIEF FROM THE AUTOMATIC STAY TO ALLOW IT TO OFFSET AMOUNTS IN ITS TRUST ACCOUNT AGAINST ITS SECURED CLAIM, AND DISTRIBUTE THE REMAINING FUNDS TO CORE-MARK INTERNATIONAL, INC.

Upon consideration of ***Snell & Wilmer's Motion for Relief from the Automatic Stay to Allow it to Offset Amounts in Its Trust Account Against Its Secured Claim, and Distribute the Remaining Funds to Core-Mark International, Inc.*** (the "Motion"), and any opposition thereto, and after notice and a hearing;

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED.

2. The automatic stay of 11 U.S.C. §362 is hereby terminated to permit Snell & Wilmer, LLP ("Snell & Wilmer") to offset funds in its trust account totaling $48,938.50 against Snell & Wilmer's secured claim of $23,136.32.

3. Snell & Wilmer is entitled to recover the reasonable amount of its attorneys' fees and costs associated with bringing this Motion from the funds remaining in its trust account.

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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.

4. Snell & Wilmer shall remit the amount remaining in the trust account after setoff and net of the reasonable attorneys' fees and costs incurred by Snell & Wilmer in bringing the Motion, to Core-Mark International, Inc.

IT IS SO ORDERED this ___ day of November, 2003.

The Honorable Mary F. Walrath
United States Bankruptcy Court Judge