

EXHIBIT 1

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.)

Proposed Objection Deadline: November 3, 2003 at 12:00 p.m. prevailing Eastern time
Proposed Hearing Date: November 4, 2003 at 2:00 p.m. prevailing Eastern time

**MOTION TO SHORTEN TIME REGARDING JOINT MOTION BY DEBTORS AND
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER EXTENDING
EXCLUSIVE PERIODS FOR FILING A PLAN AND SOLICITING VOTES AND
RELATED APPROVAL OF STIPULATION IN SUPPORT THEREOF**

The above-captioned Debtors and Debtors in Possession together with the Official Committee of Unsecured Creditors hereby move the Court pursuant to Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Del. Bankr. LR 9004-1(e), and § 105 of title 11 of the United States Code for an Order shortening the notice period under Del. Bankr. LR 9004-1(c), with respect to the Joint Motion by Debtors and Official Committee of Unsecured Creditors for Order Extending Exclusive Periods For Filing a Plan and Soliciting Votes and Related Approval of Stipulation in Support Thereof (the "Motion").

The Motion seeks an extension of the exclusive time periods by which the Debtors may file a chapter 11 plan through and including January 30, 2004, and the Debtors'

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.

exclusive period to solicit votes thereon through and including March 30, 2004 upon the terms of a stipulation entered into by the Debtors and the Committee. The Debtors and the Committee also seek approval of the terms of that stipulation, which is attached to the Motion as Exhibit A.

The Committee has agreed to support a consensual extension of that exclusive period upon the terms set forth in the Stipulation. One of the terms in the Stipulation is that the Committee will agree to support the 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 (the "Pay-Down Motion"), which motion is scheduled to be heard on November 4, 2003. As a condition to entering into the Stipulation, the Committee requires that this Motion be heard concurrently with or prior to the hearing on the Pay-Down Motion.

Given the nature of the relief requested and the benefit to the estates by a consensual plan process, the Debtors and the Committee seek for the Court to consider the Motion at the next scheduled omnibus hearing on November 4, 2003.

Accordingly, the parties seek an Order from this Court to shorten the notice period so that the Motion can be heard at the omnibus hearing scheduled for November 4, 2003 at 2:00 p.m. prevailing Eastern time (the "Hearing"). The parties propose to serve those parties as stated in the Motion by facsimile and email service of notice of the hearing.

The parties submit that shortening the time to respond to the Motion will not prejudice the rights of any party in interest.

This Motion to Shorten Time along with the Notice of Motion and Motion, have been served on the parties set forth in the Notice of Motion by hand delivery, facsimile, email or overnight delivery.

WHEREFORE, the parties respectfully request the entry of an Order shortening time and approving the form of the Notice.

Dated: October 27, 2003

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.

/s/ Christopher J. Lhulier

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Co-Counsel to the Official Committee of Unsecured Creditors

SO ORDERED this ___ day of
_____, 2003.

The Honorable Mary F. Walrath

**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)
)	
Debtors.)	(Jointly Administered)

Proposed Objection Deadline: November 3, 2003 at 12:00 p.m. prevailing Eastern time
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**NOTICE OF JOINT MOTION BY DEBTORS AND OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ORDER EXTENDING
EXCLUSIVE PERIODS FOR FILING A PLAN AND SOLICITING VOTES AND
RELATED APPROVAL OF STIPULATION IN SUPPORT THEREOF**

To: The Office of the United States Trustee; Counsel for the Debtors' Senior Lenders;
Counsel for the Official Committee of Unsecured Creditors; and All parties requesting
notice pursuant to Fed. R. Bankr. P. 2002

The above-captioned debtors and debtors in possession (collectively, the
"Debtors") in the above-captioned cases and the Official Committee of Unsecured Creditors,
have filed the attached Joint Motion by Debtors and Official Committee of Unsecured Creditors
for Order Extending Exclusive Periods For Filing a Plan and Soliciting Votes and Related
Approval of Stipulation in Support Thereof (the "Motion").

Any objection or response to the Motion must be filed with the United States
Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth

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Floor, Wilmington, Delaware 19801, on or before **November 3, 2003 at 12:00 p.m., prevailing Eastern time.** At the same time, you must also personally serve a copy of any such objection or response upon the Debtors' attorneys, whose names and addresses are listed below.

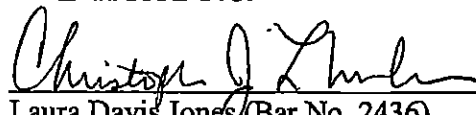
A HEARING ON THE MOTION WILL BE HELD ON NOVEMBER 4, 2003, AT 2:00 P.M., PREVAILING EASTERN TIME, BEFORE THE HONORABLE JUDGE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 324 MARKET STREET, SIXTH FLOOR, WILMINGTON, DELAWARE 19801.

Dated: October 27, 2003

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Co-Counsel for the Debtors and Debtors in Possession

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

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**JOINT MOTION BY DEBTORS AND OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ORDER EXTENDING
EXCLUSIVE PERIODS FOR FILING A PLAN AND SOLICITING VOTES AND
RELATED APPROVAL OF STIPULATION IN SUPPORT THEREOF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) along with the Official Committee of Unsecured Creditors (the “Committee”) file this Motion (the “Motion”) for entry of an Order Extending Exclusive Periods For Filing a Plan and Soliciting Votes and Related Approval of a Stipulation in Support Thereof. In support thereof, the Debtors and Committee state the following:

Jurisdiction

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O).

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.

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a) and 1121(d) of the Bankruptcy Code.

Background

4. On April 1, 2003 (the "Petition Date"), the Debtors filed their voluntary petitions (the "Petitions") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to an Order of this Court, the chapter 11 cases commenced by the Debtors (the "Cases") are jointly administered for administrative purposes only. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. An Official Committee of Unsecured Creditors (the "Committee") has been appointed in these Cases. No trustee or examiner has been appointed in these Cases.

Relief Requested

5. By this Motion, the Debtors and the Committee seek an order extending the Debtors' exclusive period in which to file a chapter 11 plan through and including January 30, 2004, and the Debtors' exclusive period to solicit votes thereon through and including March 30, 2004 (the "Exclusive Periods"). By this Motion, the Debtors and Committee also seek approval of the stipulation attached hereto as Exhibit A (the "Stipulation"), which sets forth the basis for the Committee's support of an extension of the Exclusive Periods.

6. The Debtors' first motion for an extension of the Exclusive Periods was filed on or about June 27, 2003. [Docket No. 1717]. The order granting that motion was entered on July 17, 2003, extending the Debtors' exclusive period for filing a plan of reorganization through and including November 27, 2003 and extending the Debtors' exclusive period for soliciting acceptances thereof through and including January 26, 2004. [Docket No. 2018].

7. The Debtors, together with their secured post-petition lenders (the "Lenders"), the Committee, and their professionals have begun earnest discussions regarding a proposed consensual plan structure. The Debtors are hopeful that a consensual plan of reorganization will be filed before the year-end, if not substantially sooner. To that end, the Debtors and the Committee have entered into a stipulation (the "Stipulation") that is supported by the Lenders for a further extension of the Exclusive Periods. The key terms of the Stipulation, which are more fully set forth in Exhibit A attached hereto, are:

- The Committee supports the Debtors' request for an extension of the Exclusive Periods through January 30, 2003 for the filing of a plan and through March 30, 2003 for the solicitation of the plan.
- The Committee will be granted the co-exclusive right to file a plan if the Debtors file a plan that is not approved by the Committee or if the Debtors elect to file a bidding procedures motion for the sale of Core-Mark International, Inc., as is more fully set forth in the Stipulation.
- If the Committee files a competing plan based on the terms of the Stipulation, the Debtors will support a request to set the same timeline for solicitation, voting, and confirmation as the Debtors' plan.
- In exchange for the above, the Committee will support the 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.

8. The parties believe that their continuing efforts will result in the ability to propose a confirmable chapter 11 plan that will be in the best interests of all of the estates'

constituents. In order to achieve this goal, approval of the Stipulation and extension of the Exclusive Periods is necessary.

Argument

9. Since the granting of the first extension of the Exclusive Periods, the Debtors have devoted substantial time and effort in these large and complex cases addressing fundamental issues, such as maintaining liquidity and stabilizing operations. In particular, during the most recent quarter, the Debtors have assiduously worked to ensure the maximization of value to the estates for the wholesale distribution business by the sale to C&S Acquisition, LLC. The sale transition efforts are still ongoing. Additionally, the Debtors have begun the process of reconciling and resolving the over 14,000 thousand claim filed by the bar date as well as analyzing potential claims that the estates may have against third parties.

10. The Debtors seek these extensions: (a) to avoid premature formulation of a chapter 11 plan; and (b) to ensure that the formulated plan takes into account the interests of all of the Debtors and their respective employees, creditors, and estates. The extensions are supported by the Committee and the Secured Lenders.

11. Section 1121(d) of the Bankruptcy Code grants this Court authority to extend the Debtors' exclusive periods to file a plan and solicit acceptances "for cause" after notice and hearing. Although the Bankruptcy Code does not define the term "cause," the legislative history indicates that it is to be viewed flexibly "in order to allow the debtor to reach an agreement." H.R. Rep. No. 95, 95th Cong., 1st Sess. 232 (1997). See also, In re McLean Indus., Inc., 87 B.R. 830, 833 (Bankr. S.D. N.Y. 1987) (quoting H.R. Rep. No. 595, 95th Cong.,

2d Sess. 231 (1978), reprinted in 1978, U.S.C.C.A.N. 5963, 6190); In re Public Serv. Co. of New Hampshire, 88 B.R. 521, 534 (Bankr. D.N.H. 1988) (“[T]he legislative intent . . . [is] to promote maximum flexibility.”)

12. To facilitate this legislative intent, a debtor should be given a reasonable opportunity to negotiate an acceptable plan with creditors and to prepare adequate financial and nonfinancial information concerning the ramifications of any proposed plan for disclosure to creditors. See, e.g., In re McLean Indus., Inc., 87 B.R. at 833-34; In re Texaco Inc., 76 B.R. 322, 327 (Bankr. S.D. N.Y. 1987).

13. The decision to extend a debtor’s exclusive period is committed to the sound discretion of the bankruptcy court, based upon the facts and circumstances of each particular case. See, e.g., First American Bank of New York v. Southwest Gloves and Safety Equip., Inc., 64 B.R. 963, 965 (D. Del. 1986).

14. In determining whether cause exists for an extension of a debtor’s exclusivity periods, courts have relied on a variety of factors, each of which may provide sufficient grounds for extending the periods. These factors include (a) the size and complexity of the case, (b) the debtor’s progress in resolving issues facing the estate, and (c) whether an extension of time will harm the debtor’s creditors. See, e.g., In re Gibson & Cushman Dredging Corp., 101 B.R. 405, 409-10 (E.D.N.Y. 1989) (listing the above-referenced factors); In re Grand Traverse Development Co. Ltd. Partnership, 147 B.R. 418, 420 (Bankr. W.D. Mich. 1992) (same); In re General Bearing Corp., 136 B.R. 361, 367 (Bankr. S.D.N.Y. 1992) (same); In re Southwest Oil Co. of Jourdanton, 84 B.R. 448, 451-54 (Bankr. W.D. Tex. 1987) (same). See

also Bunch v. Hoffinger Industries, Inc. (In re Hoffinger Industries, Inc.), 292 B.R. 639, 643-44 (8th Cir. B.A.P. 2003) (factors include: (a) the size of the debtor and the difficulty of formulating a plan of reorganization for a large debtor with a complex financial structure; (b) the need for the creditors' committee to negotiate with the debtor; (c) whether there has been good faith progress toward reorganization; (d) the existence of an unresolved contingency; (e) whether the debtor is paying its bills as they become due; (f) the length of any previous extensions; (g) breakdowns in plan negotiations, such that an extension would give the debtor an unfair bargaining position over others; (h) any failure of the debtor to resolve fundamental reorganization issues that are essential to its survival; and (i) any gross mismanagement of the debtor). The Debtors submit that the Exclusive Periods should be extended under each of these factors.

15. Courts often grant multiple extensions of a debtor's exclusivity periods when sufficient cause exists. "Cause" typically relates to the size and complexity of the chapter 11 cases. See, e.g., Hoffinger Industries, 292 B.R. at 643-45 (B.A.P. affirmed Bankruptcy Court order extending the exclusivity periods for five months in a "complex" case where the debtor had annual sales of \$36 million, the creditors' committee had not completed its investigation of transactions between the debtor and related parties, and the debtor was in the process of securing financing, finishing audits and appraisals, and appealing a significant prepetition judgment against it); In re Edison, Case No. 95-1354 (PJW) (Bankr. D. Del. Aug. 21, 1997) (extending the exclusivity periods for twenty-one months); In re Perkins, 71 B.R. 294, 296 (W.D. Tenn. 1987) (exclusivity periods extended for more than twenty-two months); In re Phar-Mor Inc., Case No. 92-41599 (Bankr. N.D. Ohio Sept. 21, 1994) (exclusivity periods extended for more than two

years); In re Federated Dep't Stores, Inc., Case No. 1-90-00130 (Bankr. S.D. Ohio Aug. 27, 1991) (exclusivity retained by the debtors for almost two years); In re Trans World Airlines, Inc., Case No. 92-115 (HSB) (Bankr. D. Del. May 6, 1993) (exclusivity retained by the debtor for approximately sixteen months); In re R.H. Macy & Co., Case No. 92 B 40477 (BRL) (Bankr. S.D.N.Y. Feb. 22, 1994) (debtor retained exclusivity for two and one-half years); and In re Caldor, Inc., Case No. 95 B 44080 (JLG) (Bankr. S.D.N.Y. July 30, 1996) (exclusivity period extended for seventeen months). An examination of the factors set forth above establishes that cause exists for the Exclusivity Periods in these cases to be extended.

A. The Size and Complexity of the Debtors' Cases Justify An Extension of the Exclusivity Periods.

16. Both Congress and the courts have recognized that the size and complexity of a debtor's case alone may constitute cause for the extension of a debtor's exclusive periods. "[I]f an unusually large company were to seek reorganization under chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement." H.R. Rep. No. 595, 95th Cong., 1st Sess. 231, 232, 406 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 6191, 6362. In the Texaco reorganization, for example, the court stated:

The large size of the debtor and the consequent difficulty in formulating a plan of reorganization for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods.

In re Texaco Inc., 76 B.R. 332, 326 (Bankr. S.D.N.Y. 1987).

17. Here, the Debtors' cases are unquestionably large. The Debtors are the largest distributor of consumable goods in the United States with net sales of \$17.6 billion for the

twelve months ending December 28, 2002. As of the Petition Date, the Debtors serviced approximately 45,000 retail locations through a network of approximately 50 distribution centers throughout North America, Hawaii, the Caribbean and the South Pacific. As of the Petition Date, the Debtors had over 15,000 employees.

18. The Debtors' cases, which consist of 29 procedurally consolidated cases, are unusually complex. As of the Petition Date, the Debtors leased over one thousand properties located throughout the nation, which the Debtors are in the process of analyzing, closing or selling. The size and complexity of the Debtors' business, corporate structure, and new financing arrangements compel the requested extension of the Exclusivity Periods. While much progress has been made in the Debtors' cases, a great deal of work and negotiation must still be accomplished before a cogent reorganization plan can be filed with this Court. Although, as stated below, the Debtors continue to make significant strides in stabilizing their postpetition business operations and their relationships with their creditors and other parties in interest, they believe the requested extension is necessary to formulate a confirmable plan that will be supported by all constituencies.

19. In light of the size and complexity of the Debtors' cases and the magnitude of the task at hand, the Debtors' request for an approximate 60-day extension is relatively modest. In fact, the Debtors' request is well within the range of extensions granted by this and other courts in large reorganization cases. See, e.g., Hoffinger Industries, 292 B.R. at 643-45 (exclusivity extended five months); In re Fruit of the Loom, Inc., No. 99-04497 (PJW) (exclusivity extended for approximately six months); In re Montgomery Ward Holding Corp.,

No. 97-1409 (PJW) (Bankr. D. Del.) (exclusivity extended for twenty-one months); In re Trans World Airlines, Inc., No. 92-115 (HSB) (Bankr. D. Del.) (exclusivity extended for approximately twenty months); In re Federated Dep't Stores, Inc., No. 1-90-00130 (Bankr. S.D. Ohio) (exclusivity extended for approximately two years); In re Phar-Mor, Inc., No. 92-41599 (Bankr. N.D. Ohio) (exclusivity extended for approximately three years).²

B. The Debtors' Progress in These Cases Warrants an Extension of the Exclusivity Periods.

20. An extension of a debtor's exclusivity periods is also justified by progress in the resolution of issues facing a debtor's creditors and estates. See, e.g., In re McLean Industries Inc., 87 B.R. 830, 835 (Bankr. S.D.N.Y. 1987) (basing extension of exclusivity periods, in part, on debtors' progress in resolving issues with creditors); Texaco, 76 B.R. at 327 (same); In re Swatara Coal Co., 49 B.R. 898, 899-900 (Bankr. E.D. Pa. 1985) (same).

21. The Debtors and their professionals have had many conferences with the professionals for both the Committee and the Secured Lenders to develop a consensual plan of reorganization. A plan term sheet is circulating and the parties anticipate that drafts of the disclosure statement and plan of reorganization shortly.

22. Other key components of the Debtors' progress since the Petition Date include the Debtors':

- (a) development of a business plan and analysis of strategic alternatives;

²See also In re Edison Bros. Stores, Inc., 95-1354 (PJW) (Bankr. D. Del.) (180-day initial extension); Gibson & Cushman, 101 B.R. at 407, 411 (exclusive period extended fourteen months); Perkins, 71 B.R. at 296 (exclusive period extended more than twenty-two months); Ravenna, 20 B.R. at 887 (exclusive period extended more than ten months).

- (b) sale of assets by numerous means (going concern sales of stores, store closing sales, de minimus asset sales, sales of obsolete and excess inventory, sales of real estate and the personal property located therein, and going out of business sales), and throughout the country, including the sale of the Debtors' major operations involving the wholesale distribution business;
- (c) closing of stores and distribution centers, and rejection of certain burdensome executory contracts and unexpired leases;
- (d) preparation of schedules and statements of financial affairs, and setting a claims bar date;
- (e) continuation of reconciling reclamation and PACA claims, including preparation and filing of a Debtors' reports regarding same;
- (f) retention of professionals to assist the Debtors in selling their assets and collecting receivables;
- (g) stabilization of their cash management operations;
- (h) responding to requests for adequate assurance of future payment by utility companies;
- (i) maintenance of employee morale and good relations with the Debtors' various employee constituencies;
- (j) resolution or opposition to motions to lift the automatic stay;
- (k) further development of a cohesive bankruptcy litigation strategy;
- (l) preservation of net operating losses (a tax asset) by obtaining limitations on trading of equity;
- (m) continuing to resolve or litigate intellectual property disputes;
- (n) entry in to an international protocol regarding Debtor Core-Mark International, Inc.'s concurrent proceeding under the Companies' Creditors Arrangement Act in British Columbia, Canada; and
- (o) preparation of their monthly operating reports.

The Debtors' progress on these crucial issues justifies the requested extension of the Exclusivity Periods.

23. Further, these cases do not bear characteristics that would justify the denial of an extension of the Exclusive Periods. See, e.g., In re Gagel & Gagel, 24 B.R. 674 (Bankr. S.D. Ohio 1982) (denying extension of exclusivity period because extension would be fruitless); In re Dow Corning Corporation, 208 B.R. 661, 670 (Bankr. E.D. Mich. 1997) (stating that an extension of the exclusive period should be denied if debtor appeared to be attempting to delay the administration of the bankruptcy case). Here, all the major constituencies support the requested extensions and there is no evidence of delay on the part of the Debtors.

C. Extension of the Exclusive Periods Will Not Harm the Debtors' Creditors or Other Parties in Interest.

24. Extension of the Exclusivity Periods requested herein will not harm the Debtors' creditors or other parties in interest. In light of the size and complexity of the Debtors' cases and the significant issues that necessarily must be resolved before a reorganization plan can be formulated, neither the Debtors' creditors nor any other party in interest would be in a position to propose a confirmable plan of reorganization that would provide meaningful distributions to creditors at this time.

25. Termination of the Exclusive Periods would defeat the purpose of 11 U.S.C. § 1121, which affords the debtor a meaningful and reasonable opportunity to negotiate with creditors and propose and confirm a consensual chapter 11 plan. Termination of the Exclusive Periods would likely be a destabilizing event that would cause a deterioration in the Debtors' business and the value of their assets to the detriment of the Debtors' estates and

creditors. The objective of a chapter 11 reorganization case is the rehabilitation of the debtor's business and the negotiation, formulation, development, confirmation and consummation of a consensual plan of reorganization, a process for which the Debtors are well under way.

26. The Debtors request this extension in good faith, and there is no risk of harm to the Debtors' creditors from the requested extension of the Exclusive Periods.

27. Accordingly, granting the extension of the Exclusive Periods requested by the Debtors is reasonable and appropriate under the circumstances of these cases.

D. Approval of the Stipulation is in the Best Interests of the Estates and In Furtherance of the Plan

28. Approval of the stipulation is within the Court's powers granted by Section 105 of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code provides "(t)he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). The purpose of Section 105(a) is "to assure the Bankruptcy Court's power to take whatever action is appropriate or necessary in aid of the exercise of its jurisdiction." 2 Collier on Bankruptcy 105.02, at 105-4 (15th rev. ed. 1988). Thus, Section 105 essentially codifies the Bankruptcy Court's inherent equitable powers. See Management Technology Corp. v. Pardo, 56 B.R. 337, 339 (Bankr. D.N.J. 1985) (court's equitable power derived from Section 105). The Stipulation is designed to facilitate a consensual plan of reorganization and a consensual basis for an extension of the Exclusive Period on the terms set forth therein. Accordingly, the Stipulation should be approved as in the best interests of the estates.

Notice

29. Notice of this Motion has been given to: (a) the Office of the United States Trustee; (b) counsel for the Lender; (c) counsel to the Official Committee of Unsecured Creditors; and (d) all parties requesting notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto, granting the relief requested herein and such other and further relief as is just and proper.

Dated: October 27, 2003

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And

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Co-Counsel to the Official
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Co- Counsel for the Debtors and Debtors in Possession

Exhibit A

Stipulation re Co-Exclusive Period to File Plan

**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)
)	
)	

**STIPULATION RE CO-EXCLUSIVE PERIOD TO FILE PLAN OF
REORGANIZATION**

This stipulation (the "Stipulation") is entered into by and between the above-captioned Debtors and Debtors-In-Possession (collectively, the "Debtors") and the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the "Committee").

In support of the Stipulation, the parties state as follows:

WHEREAS the Debtors' exclusive period for filing a chapter 11 plan is set to expire on November 27, 2003 (the "Exclusivity Period") and the Debtors' exclusive period for soliciting acceptances of the plan is set to expire on January 26, 2004 (the "Solicitation Period");

WHEREAS the parties desire to consensually extend the time periods on the terms set forth herein;

¹ The Debtors are the following entities: Fleming Companies, Inc.; FCI Corporation; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; E.A. Morris Distributors, Ltd.; 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..

NOW, THEREFORE, the Debtors and the Committee, by and through their counsel of record, stipulate as follows:

1. The Committee agrees to support an extension of the Exclusivity Period through and including January 30, 2004 and to support an extension of the Solicitation Period through and including March 30, 2004 without prejudice of the Debtors' rights to seek further extensions from the Court.

2. The Committee shall have the co-exclusive right to file a plan of reorganization if, at any time either: (i) the Debtors file a bidding procedures motion for the sale of substantially all of the assets of Core-Mark International, Inc.; or (ii) the Debtors file a plan of reorganization that is not supported by a majority the Committee. Upon the occurrence of (i) or (ii), the Committee shall be entitled to file a competing plan of reorganization only if a supermajority of the Committee vote in favor of filing a separate plan of reorganization. For purposes of this Stipulation, a supermajority of the Committee shall mean 5 of the 8 (or at least 62.5%) current members of the Committee, which supermajority will increase or decrease should the aggregate number of Committee members increase or decrease, provided that at least 62.5% of the existing members of the Committee vote in favor of filing a separate plan of reorganization.

3. Should the Committee elect to file a competing plan of reorganization under the terms of this Stipulation, the Debtors and Committee shall support the Court's setting of such plan on the same timeline for solicitation, voting, and confirmation as the Debtors' plan.

4. The Committee agrees to support the 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 Lender (the "Joint Motion"), which motion has been filed on or about October 10, 2003, to pay down the prepetition debt of the Pre-Petition Agents (as defined in the Joint Motion) in the amount of \$325

million. The Committee further consents to the First Amendment to the Credit Agreement entered into by the Debtors and the secured lenders.

5. This Stipulation may be executed in counterparts, all of which when taken together, shall constitute the original.

Dated: October 27, 2003

MILBANK, TWEED, HADLEY & McCLOY
LLP

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Co-Counsel to the Official Committee of
Unsecured Creditors

Co-Counsel to the Debtors and Debtors in
Possession

**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.)	

**ORDER EXTENDING DEBTORS' EXCLUSIVE
PERIODS FOR FILING A PLAN AND SOLICITING VOTES AND APPROVING
STIPULATION THEREON**

Upon consideration of the motion (the "Motion")² of the captioned debtors and debtors in possession (the "Debtors") for an Order, pursuant to section 1121(d) of the Bankruptcy Code, extending the Debtors' exclusive periods within which to file a chapter 11 plan and to solicit acceptances thereof (the "Exclusive Periods"); and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334 and that this matter is a core matter pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, and their creditors; and it appearing that due notice of the Motion has been given, and that no further notice need be given; and sufficient cause appearing therefor;

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.

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtors' exclusive period for filing a chapter 11 plan is hereby extended through and including January 30, 2004. The Debtors' exclusive period for soliciting acceptances thereof is hereby extended through and including March 30, 2004.
3. The Stipulation attached to the Motion is approved.
4. This Order is without prejudice to the Debtors' rights to request any further extensions of the Exclusive Periods.
5. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2003

The Honorable Mary F. Walrath