

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 ESTABLISHING DEADLINE FOR FILING REQUESTS FOR ALLOWANCE  
OF CERTAIN ADMINISTRATIVE EXPENSE CLAIMS, APPROVING FORM AND  
MANNER OF NOTICE THEREOF AND APPROVING PROOF OF  
ADMINISTRATIVE CLAIM FORM**

Upon consideration of the Motion of the above captioned debtors and debtors in possession (collectively, the "Debtors") for an Order Establishing Deadline for Filing Requests for Allowance of Certain Administrative Expense Claims, Approving Form and Manner of Notice Thereof and Approving Proof of Administrative Claim Form (the "Motion"); and the Court having considered the Motion and finding that the relief requested therein is in the best interest of the Debtors and their estates; and due and proper notice having been given with no other notice being required; and in light of the administrative nature of the relief requested in the Motion, no further notice or hearing on the Motion being required; and after due deliberation and

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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.

sufficient cause appearing therefore;

1. **IT IS HEREBY ORDERED THAT:**

2. Pursuant to Bankruptcy Rule 3003(c)(3), all entities, including individuals, partnerships, corporations, estates, trusts and governmental units holding a claim as defined in 11 U.S.C. § 101(5) against the Debtors that constitutes an Administrative Claim (hereinafter defined) arising on or after April 1, 2003, through and including October 31, 2003, except as excluded in paragraph 3 below, must file a request for allowance of such Administrative Claim on or before **January 15, 2004, at 4:00 p.m. Eastern Standard Time** (the "Administrative Claims Bar Date") with:

<b>Regular Mail</b>	<b>Overnight Mail or Hand Delivery</b>
Bankruptcy Management Corporation P.O. Box 900 El Segundo, CA 90245-0900 Telephone: 1-888-909-0100	Bankruptcy Management Corporation 1330 E. Franklin Ave. El Segundo, CA 90245 Telephone: 1-888-909-0100

3. For purposes of this Order, an Administrative Claim shall include any claim (as defined in 11 U.S.C. § 101(5)) with respect to which a holder intends to seek priority of payment pursuant to sections 503 and 507(a)(1) of the Bankruptcy Code, except that holders of the following types of administrative expense claims need not file requests for allowance of such claims by the Administrative Claims Bar Date: (i) administrative claims of professionals retained pursuant to sections 327 and 328 of the Bankruptcy Code, (ii) expenses of members of the Official Committee of Unsecured Creditors, (iii) all fees payable and unpaid under 28 U.S.C. § 1930, (iv) any fees or charges assessed against the estates of the Debtors under 28 U.S.C. § 123, and (v) intercompany claims between Debtors and their affiliates.

4. All entities required to file an Administrative Claim as provided by this Order, but that fail to do so on or before the Administrative Claims Bar Date, shall not, with respect to any such claim, be treated as a creditor of the Debtors for purposes of allowing such claim.

5. All Administrative Claims filed pursuant to this Order must be filed using a Proof of Administrative Claim Form, attached hereto as Exhibit A. Any party filing an Administrative Claim must attach to the Proof of Administrative Claim Form all documents establishing the alleged claimant's right to such Administrative Claim and corresponding documents proving the administrative nature of the claim. Any entity required to file an Administrative Claim as provided by this Order, but that fails to submit a properly completed Proof of Administrative Claim Form shall not, with respect to any such claim, be treated as a creditor of the Debtors for purposes of allowing such claim.

6. Any holder who is required to file a Proof of Administrative Claim and who fails to file a Proof of Administrative Claim on or before the Administrative Claims Bar Date shall be forever barred, estopped and enjoined from asserting any such Administrative Claim (or filing a Proof of Administrative Claim Form with respect to such Administrative Claim) against any of the Debtors, their property or their estates. If any such Administrative Claims are so barred, each of the Debtors and its property shall be forever discharged from all indebtedness and liabilities with respect to such Administrative Claims and the holders of such Administrative Claims shall not receive any distribution in these Chapter 11 cases on account of such claims or receive further notices regarding such claims or regarding these Chapter 11 cases.

7. All requests for allowance of Administrative Claims filed pursuant to this Order must be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court of the District of Delaware.

8. The Debtors shall cause a copy of the Notice of Deadline for Filing Certain Administrative Claims, in substantially the form attached hereto as Exhibit B (the "Administrative Bar Date Notice"), which form of Administrative Bar Date Notice is hereby approved, to be mailed by first class mail, postage prepaid, to: (i) all parties who have requested notice pursuant to Bankruptcy Rule 2002, (ii) the United States Trustee, (iii) counsel for the Committee, (iv) counsel to the senior secured lenders, (v) all of the Debtors' lessors, (vi) any party who, upon reasonable investigation by the Debtors, has provided post-petition goods or services to the Debtors and who has not been paid for such goods or services, and (vii) all other parties known by the Debtors that may hold Administrative Claims.

9. In order to provide notice of the Administrative Claims Bar Date to unknown creditors in accordance with Bankruptcy Rule 9008, the Debtors shall publish the Notice of Deadline for Filing Certain Administrative Claims, in substantially the same form as Exhibit B, once, at least 30 days before the expiration of the Administrative Claims Bar Date, in the publications listed on Exhibit C.

10. In accordance with Bankruptcy Rule 2002(a)(7), service and publication of the Administrative Bar Date Notice as provided herein and other documents described in the Motion constitute good and sufficient notice of the Administrative Bar Date to known creditors.

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

Dated: \_\_\_\_\_, 2003

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MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**Proof of Administrative Claim**

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		<b>PROOF OF ADMINISTRATIVE CLAIM</b>	
In re: <b>Fleming Companies, Inc., et al</b> † Debtors		Chapter 11, Case No. 03-10945 (MFW) (Jointly Administered)	
NOTE: This form should only be used to make a claim for an administrative expense arising on or after April 1, 2003 through and including October 31, 2003. <b>IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO APRIL 1, 2003.</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement given particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.	
Name of Creditor and Address:			
Creditor Telephone Number ( )			
CREDITOR TAX ID #:	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:	Check here If this claim	<input type="checkbox"/> replaces or amends a previously filed claim dated: _____
<b>1. BASIS FOR ADMINISTRATIVE CLAIM</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death/property damage <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (describe briefly)                      Your social security number _____ <input type="checkbox"/> Contractual or lease obligations                      Unpaid compensation for services performed from _____ to _____ <div style="text-align: right;">(date)                      (date)</div>			
<b>2. DATE DEBT WAS INCURRED</b>		<b>3. IF COURT JUDGMENT, DATE OBTAINED:</b>	
<b>4. TOTAL AMOUNT OF ADMINISTRATIVE CLAIM:</b>		\$ _____ (Total)	
If all or part of your claim is secured, also complete Item 5 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
<b>5. SECURED CLAIM</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of set off) Brief description of collateral: _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other _____ Value of collateral: \$ _____		<b>7. Offsets, Credits and Setoffs:</b> <input type="checkbox"/> All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein. <input type="checkbox"/> This claim is not subject to any setoff or counterclaim. <input type="checkbox"/> This claim is subject to setoff or counter claim as follows: _____	
<b>6. Please identify the Debtor against whom you claim is asserted†:</b> _____		<b>8. This Administrative Proof of Claim:</b> <input type="checkbox"/> is the first filed proof of claim evidencing the claim asserted herein <input type="checkbox"/> amends/supplements a proof of claim filed on _____, or <input type="checkbox"/> replaces/suspends a proof of claim filed on _____	
<b>9. Assignment:</b> <input type="checkbox"/> If the claimant has obtained this claim by Assignment, a copy is attached hereto.		<b>THIS SPACE FOR COURT USE ONLY</b>	
DATE SIGNED:		SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach power of attorney, if any)	

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

† Please refer to instructions on reverse side for a complete list of Debtors.

**INSTRUCTIONS FOR FILING PROOF OF ADMINISTRATIVE CLAIM**

1. Please read this proof of administrative claim form carefully and fill it in completely and accurately.
2. Print legibly. Your claim may be disallowed if it cannot be read and understood.
3. The proof of claim must be completed in English. The amount of any claims identified on the form must be as of October 31 2003, and must be denominated in United States currency.
4. Attach additional pages if more space is required to complete this proof of administrative claim form.
5. **THIS FORM SHOULD ONLY BE USED TO MAKE A CLAIM FOR AN ADMINISTRATIVE EXPENSE, AS DEFINED IN 11 U.S.C. § 503, THAT WAS INCURRED ON OR AFTER APRIL 1, 2003 THROUGH AND INCLUDING OCTOBER 31, 2003. THIS FORM IS NOT FOR FILING CLAIMS ARISING PRIOR TO APRIL 1, 2003 OR AFTER OCTOBER 31, 2003.**
6. This proof of claim form should be sent by messenger, or overnight courier to:

**For Overnight Mail or Hand Delivery:**  
 Bankruptcy Management Corp. ("BMC")  
 1330 E. Franklin Ave.  
 El Segundo, CA 90245

**For Regular Mail:**  
 Bankruptcy Management Corp. ("BMC")  
 P.O. Box 900  
 El Segundo, CA 90245-0900

BMC is not permitted to accept claims sent by facsimile, telecopy or other electronic submission.

7. To obtain verification that your proof of claim was received by BMC, include a copy of the completed form and a self-addressed, postage prepaid return envelope when you file this form with BMC.
8. **THE CLAIMANT MUST ATTACH COPIES OF ANY AND ALL SUPPORTING DOCUMENTS THAT PROVE THAT THIS CLAIM IS FOR AN OBLIGATION INCURRED ON OR AFTER APRIL 1, 2003 THROUGH AND INCLUDING OCTOBER 31, 2003, SUCH AS PROMISSORY NOTES, PURCHASE ORDERS, INVOICES ITEMIZED STATEMENTS OF ACCOUNTS, CONTRACTS COURT JUDGMENTS, OR EVIDENCE OF A SECURITY INTEREST. IF THE DOCUMENTS ARE NOT ATTACHED, THE DEBTOR MAY SEEK DISALLOWANCE OF YOUR CLAIM.**
9. To be considered timely filed, the proof of claim form must be actually received by BMC by January 15, 2004, at 4:00 p.m. Eastern Standard Time and must include appropriate materials establishing THE ADMINISTRATIVE NATURE OF THE CLAIM and the amount of the asserted claim.

**NAME AND CASE NUMBER OF THE DEBTOR ENTITY**

Fleming Companies, Inc. (03-10945)	Fleming Transportation Service, Inc. (03-10945)
Core-Mark International, Inc. (03-10945)	Food 4 Less Beverage Company, Inc. (03-10945)
ABCO Food Group, Inc. (03-10945)	Fuelserv, Inc. (03-10945)
ABCO Markets, Inc. (03-10945)	General Acceptance Corporation (03-10945)
ABCO Realty Corp. (03-10945)	Head Distributing Company (03-10945)
ASI Office Automation, Inc. (03-10945)	Marquise Ventures Company, Inc. (03-10945)
C/M Products, Inc. (03-10945)	Minter-Weisman Co. (03-10945)
Core-Mark Interrelated Companies, Inc. (03-10945)	Piggly Wiggly Company (03-10945)
Core-Mark Mid-Continent, Inc. (03-10945)	Progressive Realty, Inc. (03-10945)
Dunigan Fuels, Inc. (03-10945)	Rainbow Food Group, Inc. (03-10945)
Favar Concepts, Ltd. (03-10945)	Retail Investments, Inc. (03-10945)
Fleming Foods Management Co., L.L.C. (03-10945)	Retail Supermarkets, Inc. (03-10945)
Fleming Foods of Texas, L.P. (03-10945)	RFS Marketing Services, Inc. (03-10945)
Fleming International, Ltd. (03-10945)	Richmar Foods, Inc. (03-10945)
Fleming Supermarkets of Florida, Inc. (03-10945)	

*See other side for Proof of Administrative Claim Form*



**EXHIBIT B**

Administrative Bar Date Notice

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. )  
 )

**NOTICE OF DEADLINE FOR FILING CERTAIN ADMINISTRATIVE CLAIMS**

NOTICE IS HEREBY GIVEN THAT:

1. The Court has fixed **January 15, 2004, at 4:00 p.m. Eastern Standard Time** as the deadline (the "Administrative Claims Bar Date") by which all **Administrative Claims** (as defined below) against the Debtors **that arose on or after April 1, 2003, through and including October 31, 2003**, must be filed. **IF YOUR CLAIM AROSE PRIOR TO APRIL 1, 2003, THIS NOTICE DOES NOT AFFECT YOU, AND YOU SHOULD NOT FILE A PROOF OF ADMINISTRATIVE CLAIM.**

2. An Administrative Claim is any Claim (as hereinafter defined), that **arose on or after April 1, 2003 through and including October 31, 2003**, which entitles the claimant

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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.; Favarr 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.

to priority of payment pursuant to sections 503 and 507(a)(1) of the Bankruptcy Code, except that holders of the following types of administrative claims need not file such Claims by the Administrative Claims Bar Date: (i) administrative claims of professionals retained pursuant to sections 327 and 328 of the Bankruptcy Code, (ii) expenses of members of the Official Committee of Unsecured Creditors, (iii) all fees payable and unpaid under 28 U.S.C. § 1930, (iv) any fees or charges assessed against the estates of the Debtors under 28 U.S.C. § 123, and (v) any intercompany claims between the Debtors and their affiliates.

3. **Section 503** of the Bankruptcy Code defines administrative expense claims, in part, as “**all necessary costs and expenses of preserving the debtor’s estate, including wages, salaries, and commissions** (and any taxes withheld from such wages, salaries or commissions).” If you: (a) supplied goods or services to any of the Debtors, (b) during the period from April 1, 2003 through and including October 31, 2003, and (c) have not been paid for those goods or services, then you may have an administrative claim. **If you provided goods or services prior to April 1, 2003, then you do not have an administrative claim for those goods or services.** Please consult your legal adviser if you have any uncertainty whether your proposed claim may constitute an Administrative Claim. The preceding explanation is solely intended to provide guidance, not to serve as legal advice

4. Any person who asserts an Administrative Claim and wishes to have such Administrative Claim allowed by the Court and paid by the Debtors must file a request for such Administrative Claim so that it is received by Bankruptcy Management Corporation (“BMC”),

the Debtors' claims agent, at or before 4:00 p.m. Eastern Standard Time on January 15, 2004 at the following address:

Regular Mail	Overnight Mail or Hand Delivery
Bankruptcy Management Corporation P.O. Box 900 El Segundo, CA 90245-0900 Telephone: 1-888-909-0100	Bankruptcy Management Corporation 1330 E. Franklin Ave. El Segundo, CA 90245 Telephone: 1-888-909-0100

5. All Administrative Claims must be submitted using the Proof of Administrative Claim Form approved by the Court, **along with documents establishing the alleged claimant's right to such Administrative Claim and corresponding documents proving the administrative nature of the claim**, and in accordance with the Bankruptcy Code, the Bankruptcy Rules and the local rules of the United States Bankruptcy Court for the District of Delaware. Copies of the Proof of Administrative Claim Form can be obtained by calling BMC, the Debtors' Claims Agent, at 1-888-909-0100 or via download from BMC's website at [www.bmccorp.net/Fleming](http://www.bmccorp.net/Fleming). A copy of the Proof of Administrative Claim Form is also enclosed with this Notice. **SHOULD YOU FAIL TO FILE A TIMELY ADMINISTRATIVE CLAIM IN THE FORM REQUIRED HEREUNDER WITH APPROPRIATE DOCUMENTATION, SUCH CLAIM MAY NOT BE ALLOWED BY THE COURT OR PAID BY THE DEBTORS.**

6. ANY HOLDER WHO IS REQUIRED TO FILE A PROOF OF ADMINISTRATIVE CLAIM AND WHO FAILS TO FILE A PROOF OF ADMINISTRATIVE CLAIM ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING ANY SUCH ADMINISTRATIVE CLAIM (OR FILING A PROOF OF ADMINISTRATIVE CLAIM FORM WITH RESPECT TO SUCH ADMINISTRATIVE CLAIM) AGAINST ANY OF THE DEBTORS, THEIR PROPERTY OR THEIR ESTATES. IF ANY SUCH ADMINISTRATIVE CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH ADMINISTRATIVE CLAIMS AND THE HOLDERS OF SUCH ADMINISTRATIVE CLAIMS SHALL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES.

7. For purposes of this Notice, a Claim means: (a) a right to payment whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, mature, unmatured (including potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, legal, equitable, secured or unsecured or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to receive payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured (including

potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, secured or unsecured.

8. Any questions regarding this Notice or the Administrative Claims Bar

Date may be directed to BMC at 1-888-909-0100.

Dated: \_\_\_\_\_, 2003

Fleming Companies, Inc: 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.

Debtors and Debtors in Possession

**EXHIBIT C**

**Publications**

**Domestic**

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- (a) *USA Today*
- (b) *The Wall Street Journal*
- (c) *The New York Times*

**International**

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**Canada**

- (a) *The Toronto Globe and Mail*

**Worldwide**

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- (a) *USA Today - Global Edition*
- (b) *The International Herald Tribune*