

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., <u>et al.</u> , <sup>1</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Related Docket No. 4011</b>
	)	<b><u>Hearing Date</u>: November 25, 2003 at 9:30 a.m.</b>
	)	<b>prevailing Eastern Time</b>

**MOTION TO FILE SUPPLEMENTAL REPLY OF THE PRE-PETITION  
AGENTS TO OBJECTIONS TO JOINT MOTION OF DEBTORS AND  
PRE-PETITION AGENTS FOR AUTHORIZATION TO PAY AMOUNTS  
TO THE PRE-PETITION AGENTS ON BEHALF OF  
THE PRE-PETITION LENDERS**

Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent (in such capacity, the “**Administrative Agent**”) and Collateral Agent (“**Collateral Agent**”) and JPMorgan Chase Bank, 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**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby move this Court, pursuant to Del. Bankr. LR 9006-1(d), for leave to file their supplemental

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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.

reply (the **“Reply”**) to certain of the objections filed against the joint motion of the Debtors and the Pre-Petition Agents requesting authorization, 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 million in funds now held by the Debtors to the Pre-Petition Agents for the benefit of the Pre-Petition Lenders (the **“Motion”**)<sup>2</sup>. The Motion is currently scheduled for hearing before the Court on November 25, 2003 at 9:30 a.m. (the **“Hearing”**).

1. A hearing on the Motion was held on November 4, 2003. At the conclusion of the November 4<sup>th</sup> hearing, the Debtors and the Pre-Petition Agents determined to continue the hearing on the Motion to November 25, 2003 so that they could have time to adequately respond to certain statements made by the Court at the November 4<sup>th</sup> hearing. The Reply is designed merely to respond the statements made by the Court and to further set forth the Pre-Petition Agents positions on the outstanding objections to the Motion.

2. The Pre-Petition Agents submit that the Reply will help to narrow the issues that need to be addressed at the Hearing related to the Motion and will assist the Court in making a final determination with respect to the underlying Motion.

3. The Pre-Petition Agents have served a copy of this Motion on all parties on the regular service list in the Debtors’ Chapter 11 cases and on all parties that have filed objections.

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<sup>2</sup> Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Motion.

WHEREFORE, the Pre-Petition Agents respectfully request the entry of an Order granting it authority to file the Reply, a copy of which is attached hereto as Exhibit A.

Dated: November 20, 2003

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JPMorgan Chase Bank, as Collateral Agent

and Syndication Agent

## EXHIBIT A

[SUPPLEMENTAL REPLY OF THE PRE-PETITION AGENTS  
TO OBJECTIONS TO JOINT MOTION OF DEBTORS AND PRE-  
PETITION AGENTS FOR AUTHORIZATION TO PAY AMOUNTS TO  
THE PRE-PETITION AGENTS ON BEHALF OF THE PRE-PETITION LENDERS]

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., <u>et al.</u> , <sup>3</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	Related Docket No. 4011
	)	

**ORDER APPROVING THE FILING OF SUPPLEMENTAL REPLY OF  
THE PRE-PETITION AGENTS TO OBJECTIONS TO JOINT MOTION OF  
DEBTORS AND PRE-PETITION AGENTS FOR AUTHORIZATION TO  
PAY AMOUNTS TO THE PRE-PETITION AGENTS ON BEHALF OF  
THE PRE-PETITION LENDERS**

Upon the motion (the “**Motion for Leave**”) of Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent (in such capacity, the “**Administrative Agent**”) and Collateral Agent (“**Collateral Agent**”) and JPMorgan Chase Bank, 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**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), for leave to file, pursuant to Del. Bankr. LR 9006-1(d),

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<sup>3</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.

their supplemental reply (the **“Reply”**) to certain of the objections filed against the joint motion of the Debtors and the Pre-Petition Agents requesting authorization, 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 million in funds now held by the Debtors to the Pre-Petition Agents for the benefit of the Pre-Petition Lenders (the **“Motion”**); and the Court having scheduled a hearing with respect to the Motion for November 25, 2003 at 9:30 a.m. (the **“Hearing”**); and after due deliberation thereon; and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. Pursuant to Del. Bankr. LR 9006-1(d), the Motion for Leave is granted and the Reply shall be considered at the Hearing.
2. The Pre-Petition Agents are granted leave to file the Reply.

Dated: November \_\_\_, 2003.

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The Honorable Mary F. Walrath  
United States Bankruptcy Judge