

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. ) Related Docket No: 4011

Hearing Date: November 25, 2003 at 9:30 a.m. prevailing Eastern Time

**MOTION FOR LEAVE TO FILE DEBTORS' MEMORANDUM IN SUPPORT  
OF 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 above-captioned debtors and debtors-in-possession (the "Debtors"), hereby request pursuant to Del.Bankr. LR 9006-1(d) authority to file the *Debtors' Memorandum In Support Of 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 "Memorandum"), in further support of 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 "Motion") which is currently scheduled for hearing before the Court on November 25, 2003 at 9:30 a.m. (the "Hearing"). Several parties have filed objections to the relief sought in the Motion (the "Objections"). The Debtors seek to file the Memorandum

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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.

because the Objections raise certain issues to which the Debtors believe a response is appropriate before the Court rules on the Motion. Further, the Debtors believe that the Memorandum may help to narrow the issues that need to be addressed at the Hearing.

WHEREFORE, the Debtors respectfully request the entry of an Order granting the Debtors authority to file the Memorandum, a copy of which is attached hereto as Exhibit A.

Dated: November 21, 2003

KIRKLAND & ELLIS LLP  
James H. M. Sprayregen, P.C. (ARDC No. 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Geoffrey A. Richards (ARDC No. 6230120)  
Shirley S. Cho (CA Bar No. 192616)  
777 South Figueroa Street  
Los Angeles, CA 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500

and

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



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Laura Davis Jones (Bar No. 2436)  
Ira D. Kharasch (CA Bar No. 109084)  
Scotta E. McFarland (Bar No. 4184)  
Christopher J. Lhulier (Bar No. 3850)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier No. 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400  
Co-Counsel for the Debtors and Debtors in Possession

SO ORDERED this \_\_\_ day  
of \_\_\_\_\_, 2003

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The Honorable Mary F. Walrath  
Chief United States Bankruptcy Judge