

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.) Related to Docket No. 4301
)

**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

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.

sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. 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:

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 Avenue El Segundo, CA 90245 Telephone: 1-888-909-0100

2. 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;

(v) intercompany claims between Debtors and their affiliates; (vi) Administrative Claims arising in the ordinary course of business relating to inventory, services or supplies provided by trade vendors or service providers which are paid or payable by the Debtors in the ordinary course of business; (vii) claims for reclamation asserted pursuant to section 546(c) of the Bankruptcy Code; (viii) Administrative Claims relating to executory contracts or unexpired leases that have neither been rejected nor assumed by the Debtors, as well as Administrative Claims relating to, or arising under, executory contracts or unexpired leases, regardless of whether such executory contracts or unexpired leases have been assumed or rejected, that are unknown to the claim holder; (ix) Administrative Claims that have previously been filed or for which any request for payment pursuant to section 503(a) of the Bankruptcy Code or adversary proceeding is pending; and (x) any claims of the Pre-Petition Agents and Pre-Petition Lenders as well as those of the Post-Petition Agents and Post-Petition Lenders arising under or in connection with the Pre-Petition Loan Documents, Post-Petition Loan Documents, and/or the Final DIP Order.

3. 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.

4. 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.

5. 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 this Court.

6. 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, no later than 7 calendar days following the date of this Order, 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.

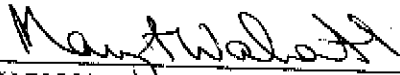
7. In order to provide notice of the Administrative Claims Bar Date to unknown creditors in accordance with Bankruptcy Rule 9008, the Debtors shall publish the Administrative Bar Date Notice, in substantially the same form as Exhibit B, once, at least 30

days before the expiration of the Administrative Claims Bar Date, in the publications listed on Exhibit C.

8. 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.

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

Dated: Dec 3, 2003



HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE