

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

<hr/> In re: FLEMING COMPANIES, INC., et al., ¹ Debtors. <hr/>	: : : : : : : :	CHAPTER 11 CASE NO. 03-10945 (MFW) RE: DOCKET NO.:
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**ORDER APPROVING MOTION OF SOUTHPARK VILLAGE, L.L.C. FOR
ALLOWANCE AND IMMEDIATE PAYMENT OF AN ADMINISTRATIVE CLAIM**

Upon the motion (the "Motion") of Southpark Village, L.L.C. for Allowance and Immediate Payment of an Administrative Claim; and it appearing that this Court has jurisdiction to consider this Motion; and adequate notice of this Motion and the hearing thereon having been given; and sufficient cause appearing therefore; it is

ORDERED that the Motion is hereby granted.

Dated: _____, 2004

Mary F. Walrath
United States Bankruptcy Judge

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.; 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.