

ORIGINAL

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 Docket No. 5318

ORDER AUTHORIZING ARBITRATION OF CERTAIN SPECIFIED CLAIMS AND CAUSES OF ACTION ASSERTED BY OR AGAINST THE DEBTORS

Upon consideration of the motion of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), seeking entry of an Order authorizing and approving arbitration of certain specified claims and causes of action asserted by or against the Debtors (the "Motion");² and it appearing that the relief requested is in the best interests of the Debtors' estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Motion is granted, as modified hereby.

¹ The Debtors are the following entities: Fleming Companies, Inc.; FCI Corporation; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; E.A. Morris Distributors, Ltd.; 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. (collectively, the "Debtors").


² Capitalized terms not otherwise defined herein shall be as defined in the Motion.

2. The Debtors (or any of them) are authorized to take all actions necessary to institute an Arbitration Proceeding against Franklin Farms IGA, and Gigante USA, Inc. in accordance with the Court's order of December 11, 2003 (Docket No. 4948).

3. The Motion as it relates to the other specified retailers is continued to the hearing on February 2, 2004.

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Jan 21, 2004.



The Honorable Mary F. Walrath
United States Bankruptcy Judge