

# ORIGINAL

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. 13]

**ORDER PURSUANT TO SECTION 365(A) OF THE BANKRUPTCY CODE  
AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF  
NONRESIDENTIAL REAL PROPERTY (SUBLEASED LOCATIONS)**

Upon consideration of the motion of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an Order pursuant to section 365(a) of the Bankruptcy Code authorizing the Debtors to reject certain unexpired leases of nonresidential real property (the "Motion")<sup>2</sup>; and it appearing that the relief requested is essential to the continued operation of the Debtors' businesses and 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:

<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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall be as defined in the Motion.

The Motion is granted, *in part as follows:*

1. Each of the Rejected Contracts and Leases listed on Exhibit A attached ~~to~~ ~~the Motion and again~~ hereto, shall be deemed rejected as of May 19, 2003.
2. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
3. The Debtors have authority to collect or abandon any property at any of the real property locations included in the Rejected Leases.
4. The deadline by which time parties shall file proofs of claims for the rejection of the Rejected Leases is the later of August 30, 2003 or the deadline set by this Court to file general unsecured claims. If a proof of claim based upon the rejection of the Rejected Leases is not timely filed in accordance with this Order, such claim shall be barred forever.
5. The Debtors do not waive any claims that they may have against any of the counter-parties to the Rejected Leases, whether or not related to the Rejected Leases.
6. Upon entry of this Order and immediately subsequent thereto, this Order (the "Notice") shall be provided to each of the landlords and subtenants with respect to each of the Rejected Leases. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.
7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: June 4, 2003

  
The Honorable Mary F. Walrath  
United States Bankruptcy Judge

# Exhibit A

LEASE REJECTIONS REGARDING SUBLEASED LOCATIONS EFFECTIVE MAY 19, 2003

	Property Address	City	State	Subtenant Name	Landlord Name
AR-123	Hwy #65	Dumas	AR	Mad Butcher	William Buchsbaum
AR-230	5430 Landers Rd.	North Little Rock	AR	Big Sur Waterbeds	NAROB, LLC
AZ-028	2626 S. 7th Street	Phoenix	AZ	Jacobsen Warehouse Company, Inc.	Emerick Properties Corp.
AZ-100	5426 East Brown Road	Mesa	AZ	Broadway Palm Dinner Theater West, LLC	Arizona ACV VI, LLC
AZ-133	435 South 59th Avenue	Phoenix	AZ	Superstition Trailers, L.L.C	Berendo Property
FL-020	300 E. State Rd. 434	Winter Springs	FL	W. S. Badcock Corporation	Aggarwal Pension Trust Fund
FL-025	Route 85 & Hospital Drive N.E.	Crestview	FL	Consolidated Stores Corporation	RAMCO-Gershenson Properties, LP
FL-512	201 Bouganvillea Drive	Rockledge	FL	Richard Harris and Jamie Harris	The Kroger Co.
FL-587	1944 Highway A1A	Satellite Beach	FL	ABC Liquor	The Kroger Co.
IL-030	1600 West Jackson St.	Macomb	IL	Modern Floors	Cote St. Luc Realty Associates, L.P.
KS-085	1900 East Santa Fe	Olathe	KS	TAP Enterprise, Inc. and Bob Cimmins	Allen Family Partnership
KS-099	530 N. Andover Road	Andover	KS	T & T Foods, Inc.	Tramco, Inc.
MO-181	530 Maiden Lane	Joplin	MO	Allen Supermarket, LLC	Steven N. Spicer
NE-024	7865 South 83rd Street	LaVista	NE	Hobby Lobby	Brentwood Crossing Associates
OK-079	10908 N. May Avenue	Oklahoma City	OK	May & Hefner, LLC	Morris Enterprises
OK-115	2220 East Main Street	Cushing	OK	L. Harrison Escott	Parkview Corporation
OK-210	5124 S. Peoria	Tulsa	OK	Sutherlands Building Material of Peoria, LLC	Moyer, Duane K. & Kenneth M., Trustees and Tulsa Venture, LLC
OK-259	800 West Danforth Road	Edmond	OK	Danforth and Kelly, LLC	Jackson Land II, LLC c/o Grubb & Ellis
OR-012	2000 S. E. Queen	Albany	OR	B & E 3, LLC Charles Blake Barton and Bobby Joe Ellis	Lyon Associates
OR-018	11623 Island Ave	La Grande	OR	Kromwall Thomason Enterprises, Inc.	Donald & Joan Maltzman Family Trust
PA-012	River Street / P.O. Box 430	Clearfield	PA	Jefferson Wholesale Grocery Company	Atlantic & Pacific Tea Company, Inc.
PA-020	Old Route 22 and S. R. 3005	Mifflintown	PA	Family Dollar Stores of Pennsylvania, Inc. #2284	Max N. Manbeck Jr.
PA-049	3437 Simpson Ferry Road	Camp Hill	PA	Consolidated Stores Corporation	Sanndrel of Pennsylvania Inc.
PA-211	Route 7 Box 39	Bedford	PA	Ronjoe Corporation	Wyndhill Family Limited Partnership
PA-241	3625 William Penn Hwy.	Monroeville	PA	Big Lots Stores, Inc.	F.F. Monroeville Associates
TN-002	US Highway 31 East	Gallatin	TN	Goody's Family Clothing, Inc.	Gallatin Square Company
TN-004	1515 North Gallatin Pike	Madison	TN	Gregg Appliances, Inc.	J.D. Eatherly
TN-111	1660 Memorial	Murfreesboro	TN	Hastings Entertainment, Inc.	Northfield Crossing Partners
TX-256	2601 Cartwright Rd.	Missouri City	TX	Cox's Foodarama, Inc. and Carrol D. Cox	Quail Valley Retail, Inc
TX-330	650 South 23rd St.	Beaumont	TX	Diamond L. Transportation, Inc.	John Lagatta Et AL
UT-048	2250 West Bridger Road	Salt Lake City	UT	Kenco Logistics, Inc.	State Investment Company
WI-624	6243 South Packard Avenue	Cudahy	WI	Howell Avenue Foods, Inc.	Steven Ventures, Ltd.
WV-021	135 Burgess Drive	Daniels	WV	N/A	Burgess Pic Pac, Inc.