

**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.)	

**ORDER AUTHORIZING DEBTORS TO ASSUME AND ASSIGN CERTAIN UNEXPIRED
NON-RESIDENTIAL REAL PROPERTY LEASE PURSUANT TO THE ASSET PURCHASE
AGREEMENT BETWEEN THE DEBTORS AND BASHAS' INC.**

Upon the motion (the "Motion")², of the debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the "Debtors") seeking an entry of an Order pursuant to sections 363 and 365 of the Bankruptcy Code authorizing the Debtors to assume and assign the Tucson Lease pursuant to the Purchase Agreement between the Debtors and Bashas' Inc.; and it appearing that the relief requested is in the best interest of the Debtors' estates and creditors; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409; and it appearing that adequate notice of the Motion having been given and that no other notice need to be given; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED THAT:

1. The Motion is granted.

¹ The Debtors are the following entities: Fleming Companies, Inc.; 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.; Favara 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.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

2. The Assignment Agreement is approved, the Debtors are authorized to assume and assign the Tucson Lease pursuant to the terms of the Assignment Agreement and there are no outstanding defaults under the Tucson Lease.

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

4. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 6006(d), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge