

EXHIBIT 1

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.)	

Objection Deadline: August 28, 2003 at 4:00 p.m.
Hearing Date: September 4, 2003 at 2:00 p.m.

**NOTICE OF MOTION FOR ORDER PURSUANT TO SECTION 365(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO REJECT CERTAIN
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) counsel to the Indenture Trustees; (d) counsel to the Official Committee of Unsecured Creditors; (e) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and (f) counterparties to the Rejected Leases

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed with the United States Bankruptcy Court for the District of Delaware the annexed *Motion for Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property* (the "Motion").

Any objection or response to the relief requested in the Motion must be filed in writing with the United States Bankruptcy Court for the District of Delaware, Marine Midland

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, LP.; 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.

Plaza, 824 Market Street, 5th Floor, Wilmington, Delaware 19801 **no later than August 28, 2003.**

At the same time, you must also serve a copy of the objection or response upon:

(1) counsel to the Debtors, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Julie Compton, Esquire; and (4) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 1005, Attn: Dennis F. Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, Attn: I. William Cohen, Esquire, and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, Delaware, Attn: David M. Fournier, Esquire.

**A HEARING ON THE MOTION WILL BE HELD ON SEPTEMBER 4, 2003
AT 2:00 P.M. PREVAILING EASTERN TIME, BEFORE THE HONORABLE MARY F.
WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 824
MARKET STREET, 6TH FLOOR, WILMINGTON, DE 19801.**

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE
COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT
FURTHER NOTICE OR HEARING.

August 20, 2003

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**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.)	

**MOTION FOR ORDER PURSUANT TO SECTION 365(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO REJECT
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
IN CONNECTION WITH SALE ORDER**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submit this motion (the “Motion”) for 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 “Rejected Leases,” a list of which is attached hereto as Exhibit A). In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. This Court has jurisdiction to consider the Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (M) and (O).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

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.

3. The statutory bases for the relief requested herein are sections 105(a) and 365 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code").

Background

4. On April 1, 2003 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases. An official committee of unsecured creditors (the "Committee") was appointed on April 14, 2003.

5. As part of the Debtors' distribution business, Fleming Companies, Inc., Fleming Transportation Service, Inc., Piggly Wiggly Company, RFS Marketing Services, Inc., Fleming International, Ltd., Fleming Foods of Texas, L.P., and Fleming Foods Management Co., LLC (collectively, the "Selling Debtors") supplied a full line of grocery products to grocery stores, supercenters and specialty retailers (the "Wholesale Distribution Business"). In light of the Debtors' significant cash constraints, they were unable to service all of their Wholesale Distribution Business customers at consistent service levels historically achieved. After examining all of their alternatives, the Debtors concluded that the course of action most beneficial to their estates would be to offer a sale of substantially all of the Wholesale Distribution Business assets. Among the assets of the Wholesale Distribution Business, were certain executory contracts and unexpired leases relating to the Wholesale Distribution Business.

6. On August 15, 2003, the Court entered an order (the "Sale Order")²: (a) approving the Asset Purchase Agreement (as amended from time to time the "APA") by and among the Selling Debtors and C&S Wholesale Grocers, Inc. and C&S Acquisition LLC (the "Purchaser") and (b) authorizing (i) the sale of substantially all of the Selling Debtors' assets relating to the Wholesale Distribution Business to Purchaser or its designee(s), free and clear of all liens, claims, encumbrances, and interests and (ii) assumption and assignment of certain executory contracts, license agreements and unexpired leases.

7. The Sale Order granted the Debtors authorization to assume and assign to Purchaser certain executory contracts and unexpired leases of real and personal property associated with the Wholesale Distribution Business (the "Acquired Contracts"). In accordance with this Court's Order (A) Approving Bidding procedures and Bid Protection in Connection with the Sale of the Wholesale Distribution Business, (B) Approving Assignment Procedures for Affected Executory Contracts and Unexpired Leases, and (C) Setting Sale Hearing Dates [Docket No. 2034] (the "Bidding Procedures Order") entered on July 18, 2003, the Debtors on or about August 4, 2003, filed with the Court and served upon the relevant non-debtor counterparties and their counsel, a list of the executory contracts and unexpired leases (the "Initial Assignment List") to be assumed and assigned under the APA on the Initial Closing Date (as defined in the APA) to Purchaser or applicable third parties (the "Third Party Purchasers").

² The full title of the Sale Order is as follows:

Order (A) Approving Asset Purchase Agreement By and Among Fleming Companies, Inc., C&S Wholesale Grocers, Inc., C&S Acquisition LLC and the Other Parties Named Therein, (B) Authorizing (I) Sale of Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or Its Designee(s) Free and Clear of All Liens, Claims, Encumbrances and Interests and (II) Process for Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases to Purchaser or Its Designee(s) and Establishing the Maximum Cure Amount with Respect Thereto and (C) Granting Related Relief [Docket No. 1906].

8. In accordance with Sections 2.5 and 2.6 of the APA, Purchaser (or applicable Third Party Purchaser) may upon written notice during the six months following the Initial Closing Date (the "Option Period"), require Debtors to either (a) assume and assign to Purchaser or any Third Party Purchasers, any executory contracts or unexpired leases not included on the Initial Assignment List or (b) exclude the assignment of any executory contracts or unexpired leases to Purchaser. Purchaser and applicable Third Party Purchaser(s) have provided notice of their desire to exclude the Rejected Leases from assets acquired pursuant to the APA.

9. The Rejected Leases all relate to the Wholesale Distribution Business. Upon information and belief, the Debtors have little or no personal property remaining at any of the real property locations included as Rejected Leases. To the extent the Debtors have any property at any of the locations associated with the Rejected Leases, the Debtors either will promptly remove such property or, in the alternative, abandon such property as de minimis assets to the landlords of such Rejected Leases.

Relief Requested

10. The Debtors seek authority to reject the Rejected Leases, effective August 31, 2003, listed in the attached Exhibit A.

Basis for Relief

11. Section 365(a) of the Bankruptcy Code provides that a debtor in possession, "subject to the court's approval, may ... reject any executory contract or unexpired lease of the debtor." 11 U.S.C. § 365(a). "This provision allows a trustee to relieve the bankruptcy estate of burdensome agreements which have not been completely performed."

Stewart Title Guar. Co. v. Old Republic Nat'l Title Co., 83 F.3d 735, 741 (5th Cir. 1996 (citing In re Muereco Petroleum, Inc., 15 F.3d 60, 62 (5th Cir. 1994))).

12. The standard applied to determine whether the rejection of an executory contract or unexpired lease should be authorized is the “business judgment” standard. See NLRB v. Bildisco & Bildisco, 465 U.S. 513, 524 (1984); see In re Taylor, 913 F.2d 102 (3d Cir. 1990); Sharon Steel Corp. v. Nat'l Fuel Gas Distrib. Corp. (In re Sharon Steel Corp.), 872 F.2d 36 (3d. Cir. 1989). Rejection of any executory contract is appropriate where rejection of the contract would benefit the estate. Id. at 40. The standard for rejection is satisfied when a debtor has made a business determination that rejection will benefit the estate. See Commercial Fin. Ltd. v. Hawaii Dimensions, Inc. (In re Hawaii Dimensions, Inc.), 47 B.R. 425, 427 (Bankr. D. Haw. 1985) (“under the business judgment test, a court should approve a debtor’s proposed rejection if such rejection will benefit the estate.”).

13. If the debtor’s business judgment has been reasonably exercised, a court should approve the assumption or rejection of an unexpired lease or executory contract. See, e.g., NLRB v. Bildisco & Bildisco, 465 U.S. at 523; Group of Institutional Investors v. Chicago M. St. P. & P.R.R. Co., 318 U.S. 523 (1943); Sharon Steel Corp., 872 F.2d at 39-40.

14. In applying the business judgment standard, courts show great deference to the debtor’s decision to reject. See e.g., Summit Land Co. v. Allen (In re Summit Land Co.), 13 B.R. 310, 315 (Bankr. D. Utah 1981) (absent extraordinary circumstances, court approval of a debtor’s decision to assume or reject an executory contract “should be granted as a matter of course.”).

15. In the instant case, pursuant to section 365(a) of the Bankruptcy Code, the Debtors seek to reject the Rejected Leases with such rejection to be effective as of August 31, 2003. The Debtors, in the exercise of their sound business judgment, have determined that the Rejected Leases are not necessary for the Debtors' restructuring efforts -- indeed, retaining the Rejected Leases will hinder their restructuring efforts. In light of the fact that the Rejected Leases relate to the Wholesale Distribution Business and that substantially all of the assets of the Wholesale Distribution Business will be sold to Purchaser pursuant to the APA, the Debtors will derive no value from the Rejected Leases. Unless the Debtors are allowed to reject the Rejected Leases, the Debtors would continue to incur administrative expenses arising under the Rejected Leases, while deriving no value from the Rejected Leases. Furthermore, the Debtors have determined that attempting to market and assign the Rejected Leases would be significantly more costly than any potential value that might be realized by any future sale, assignment or sublease. Accordingly, the Debtors, in the exercise of their business judgment, have determined that it is in the best interests of the Debtors' estates and their creditors to reject all of the Rejected Leases.

16. The Debtors are entitled to an August 31, 2003 effective date of rejection as to all locations listed in attached Exhibit A because the Debtors are current on their obligations pursuant to section 365(d)(3) of the Bankruptcy Code, the Debtors have or will have surrendered the locations to the landlords on or before August 31, 2003, and the Debtors will not withdraw any of the locations from Exhibit A.

17. The Debtors may have a claim against a lease contract counter-party or lessor arising under, or independently of, the Rejected Leases. The Debtors do not waive such claims by filing of this Motion or the rejection of any such Rejected Leases.

18. The Debtors request that parties under the Rejected Leases file proofs of claim relating to the rejection of the Rejected Leases on or before the later of (a) September 15, 2003, the deadline set by this Court to file general unsecured claims, or (b) thirty (30) days after the effective date of such rejection as ordered by this Court, pursuant to the Order Pursuant to Sections 105(a), 502 and 1111(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a)(7), 3003(c)(3) and 5005(a) Establishing a Bar Date for Filing Proofs of Claim and Proofs of Interest and Approving Form and Manner of Notice Thereof, entered by this Court on June 27, 2003 [Docket No. 1695] (the "Bar Date Order"). The Debtors request that if a proof of claim based upon the rejection of the Rejected Leases is not timely filed, such claim shall be barred.

19. In light of the need to reject the Rejected Leases to avoid unnecessary administrative expenses, the Debtors request that the Court enter an Order approving the rejection of all of the Rejected Leases effective as of August 31, 2003.

Notice

20. Notice of this Motion has been given to: (a) the United States Trustee; (b) counsel to the senior secured lenders; (c) counsel to the Committee; (d) all parties who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure; and (e) the contract counterparty or landlord(s) with respect to each of the Rejected Leases.

No Prior Relief

21. No prior Motion for the relief requested herein for the Rejected Leases listed in Exhibit A has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court enter an order authorizing the Debtors to reject each of the Rejected Leases as provided herein and that this Court grant any such further relief as is necessary.

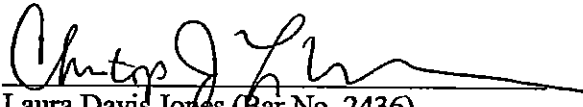
Dated: August 20, 2003

Respectfully submitted,

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Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Rejected Leases

EXHIBIT A

#	Contract Counter Party	File ID#	Contract #	Location	Address	City	State	Description
1	1. L. James Newman, Trustee of the L. James Newman Revocable Trust dated 8/5/96; 2. American Community Stores Corporation	IA-001	6322	Council Bluffs Jubilee Foods	2801 West Broadway	Council Bluffs	IA	Real Estate Lease
2	William Way	IA-001a	7258	Council Bluffs Jubilee Foods	2801 West Broadway	Council Bluffs	IA	Real Estate Sublease
3	Wichita Associates	KS-095	7252	Checker's - Clasen's	245 East 47th Street	Wichita	KS	Real Estate Lease
4	C-L Foods, Inc.	KS-095a	6715	Checker's - Clasen's	245 East 47th Street	Wichita	KS	Real Estate Sublease
5	Thomas Floersch and Linda Floersch	KS-162	7185	Ray's IGA	807 N. Second	Fredonia	KS	Real Estate Lease
6	True's IGA, LLC	KS-162a		Ray's IGA	807 N. Second	Fredonia	KS	Real Estate Sublease
7	Wanamaker Twenty-Nine, L.C.	KS-167	7236	Bauersfeld	2919 SW Wanamaker	Topeka	KS	Real Estate Lease
8	Bauersfeld Enterprises, Inc.	KS-167a	6365	Bauersfeld	2919 SW Wanamaker	Topeka	KS	Real Estate Sublease
9	Ted A. Morris	KS-200	7063	Closed Store (Fossil IGA)	8th & Fossil Streets	Russell	KS	Real Estate Lease
10	Forbes Industrial Park, LLC	KS-209	6601	GMD Topeka Bldg. 5 and 7	Forbes Field, Box 1817	Topeka	KS	Real Estate Lease
11	Forbes Industrial Park, LLC	KS-209(A)		GMD Topeka Bldg. 6	Forbes Field, Section B	Topeka	KS	Real Estate Lease
12	Timothy D. Harris	MO-011	7191	Platte Woods IGA	7613 Northwest Prairie View Road	Kansas City	MO	Real Estate Sublease
13	Joyce Paul Bresete, III and Stacey Ann Bresette	MO-011a	6417	Platte Woods IGA	7613 Northwest Prairie View Road	Kansas City	MO	Real Estate Sublease
14	Wheeler Enterprises, Inc.	MO-171	7248	Danny's IGA (Former Consumer's #6)	601 South Jefferson	Lebanon	MO	Real Estate Lease
15	Pollock Investments, Inc.	MO-171a	6984	Danny's IGA (Former Consumer's #6)	601 South Jefferson	Lebanon	MO	Real Estate Sublease
16	Allen Supermarket, LLC	MO-181a		Closed Store & marked as rejected	530 Maiden Lane	Joplin	MO	Real Estate Sublease
17	L. J. Spicer, Trustee under a Revocable Living Trust Agreement Dated 8/16/83, or his Successor Trustee	MO-181CS		Closed Store and marked as rejected	530 Maiden Lane	Joplin	MO	Real Estate Lease

EXHIBIT A

#	Contract Counter Party	File ID#	Contract #	Location	Address	City	State	Description
18	L. J. Spicer, Trustee under a Revocable Living Trust Agreement Dated 8/16/83, or his Successor Trustee	MO-181GL	6548	Consumers No. 20B Land (closed store)	530 Maiden Lane	Joplin	MO	Real Estate Lease
19	High Point Shopping Center, Inc.	MO-194CS	6695	CLOSED Store (Former Market Place IGA)	US Hwy 54 & Links Road	Osage Beach	MO	Real Estate Lease
20	Pickering Investments, Inc.	MS-065	6854	Piggly Wiggly #24	422 Frontage Road / Hwy 49 South	Collins	MS	Real Estate Lease
21	Food Giant Supermarkets, Inc.	MS-065a	6966	Piggly Wiggly #24	422 Frontage Road / Hwy 49 South	Collins	MS	Real Estate Sublease
22	Phil E. Pinstein and Maslin L. Pinstein	MS-085a	7290	Closed Store (Big Star Allen's)	7131 N. Cockrum Street	Olive Branch	MS	Real Estate Sublease
23	Allen's Big Store #142	MS-085CS	7291	Closed Store (Big Star Allen's)	7131 N. Cockrum Street	Olive Branch	MS	Real Estate Lease
24	C&S Joint Venture	OK-044	6435	Snyders #1	10 West Main	Yukon	OK	Real Estate Lease
25	Yukon LLC	OK-044a	7271	Snyders #1	10 West Main	Yukon	OK	Real Estate Sublease
26	Rock Cod Village South Center, LLC	OK-058	7058	Village IGA	10121 South Sheridan Road	Tulsa	OK	Real Estate Lease
27	Elyeck, Inc. and Richard A. and Debra F. Eck	OK-058a	6552	Village IGA	10121 South Sheridan Road	Tulsa	OK	Real Estate Sublease
28	Lawrenceco, LLC and Elizabeth J. & Charles A. Lawrence	OK-066	6795	Beachler's IGA	210 West Elm Street	El Reno	OK	Real Estate Lease
29	Lawrenceco, LLC and Elizabeth J. & Charles A. Lawrence	OK-066(A)	6796	Beachler's IGA #7 (Fuel Facility)	210 West Elm	El Reno	OK	Real Estate Lease
30	Prague IGA Grocery, Inc. and Keith Beachler and Harlene Beachler	OK-066a	6988	Beachler's IGA	210 West Elm Street	El Reno	OK	Real Estate Sublease
31	Lawrenceco, LLC and Elizabeth J. & Charles A. Lawrence and KB Land LLC	OK-066b(A)	6774	Beachler's IGA #7 (Fuel Facility)	210 West Elm	El Reno	OK	Real Estate Sublease
32	John A. Henry & Co., Ltd.	OK-067	6759	Beachler's Community IGA	3713 S. Western	Oklahoma City	OK	Real Estate Lease
33	BHB Grocery Corp.	OK-067a	6389	Beachler's Community IGA	3713 S. Western	Oklahoma City	OK	Real Estate Sublease

EXHIBIT A

#	Contract Counter Party	File ID#	Contract #	Location	Address	City	State	Description
34	C. B. B. Management Corp.	OK-208	7177	Marvin's Food Saver (FKA Admiral & Lewis)	2415 East Admiral Place	Tulsa	OK	Real Estate Lease
35	C. B. B. Management Corp.	OK-208a	6845	Marvin's Food Saver (FKA Admiral & Lewis St Mkt)	2415 East Admiral Place	Tulsa	OK	Real Estate Sublease
36	Grocery (OK) QRS 15-5, Inc.	OK-267	6672	Tulsa Warehouse	Southwest Corner 145th & Admiral Place	Tulsa	OK	Real Estate Lease
37	Park Place MHP, Ltd.	TN-158	6942	Mega Foods	4500 Summer Avenue	Memphis	TN	Real Estate Lease
38	Sewell's Big Star No. 187, Inc.	TN-158a	7090	Mega Foods	4500 Summer Avenue	Memphis	TN	Real Estate Sublease
39	John O. Lagatta	TN-287	6613	Position Closed Store/Sewell Allen Office	5252 Winchester	Memphis	TN	Real Estate Lease
40	Piggly Wiggly Memphis, Inc.	TN-287a & b	6869 & 7150	Position Closed Store/Sewell Allen Office	5252 Winchester	Memphis	TN	Real Estate Sublease
41	Holmes Road Associates	TN-306	6706	Holmes Road Warehouse	823 Holmes Road	Memphis	TN	Real Estate Lease

Count	File ID	Division	Location	Address
#1	LA-188	Lafayette	Lafayette Div Admin Building	108 Kol Drive
#2	AL-212	Geneva	Geneva Warehouse	2001 West Magnolia
#3	AL-213	Geneva	Geneva Warehouse	1015 W. Magnolia Avenue
#4	AL-213.a	Geneva	Geneva Warehouse	1015 W. Magnolia Avenue
#5	NY-313	KOP GMD	KOP Specialty Foods Warehouse/JEM	55 Central Drive
#6	NY-313.a	KOP GMD	KOP Specialty Foods Warehouse/JEM	56 Central Drive
#7	TX-309	Lubbock	Davidson's IGA	2912 College
#8	TX-309.a	Lubbock	Davidson's IGA	2912 College
#9	TX-343	Lubbock	El Paso Office	3 Butterfield Trail
#10	NY-315F	Massillon	Innsbruck Offices	60 Innsbruck
#11	DE-123	Northeast	Pencador Warehouse	600 Pencador Dr.
#12	DE-123.a	Northeast	Pencador Warehouse	601 Pencador Dr.
#13	MD-891	Northeast	North East Grocery Warehouse	4 Canter Drive
#14	MD-891(B)	Northeast	North East Grocery Warehouse	5 Center Drive
#15	AZ-048	Phoenix	B&G Fresh Foods IGA (former ABCO #422)	5521 North 7th Street
#16	AZ-048.b	Phoenix	B&G Fresh Foods IGA (former ABCO #422)	5521 North 7th Street
#17	AZ-059	Phoenix	Sun Foods IGA #3 (former ABCO #434)	710 E. Union Hills
#18	AZ-059.c	Phoenix	Sun Foods IGA #3 (former ABCO #434)	710 E. Union Hills
#19	AZ-068	Phoenix	Garrett's IGA #7 (former ABCO #453)	6310 North Oracle Rd.
#20	AZ-068.b	Phoenix	Garrett's IGA #7 (former ABCO #453)	6310 North Oracle Rd.
#21	AZ-070	Phoenix	Garrett's IGA #8 (former ABCO #455)	5555 E. River Road
#22	AZ-070.b	Phoenix	Garrett's IGA #8 (former ABCO #455)	5555 E. River Road
#23	AZ-078	Phoenix	Tempe IGA Market (former ABCO #702)	725 West Baseline
#24	AZ-078.a	Phoenix	Tempe IGA Market (former ABCO #702)	725 West Baseline
#25	AZ-116	Phoenix	Garrett's IGA #4 (former ABCO #458)	3925 E. Grant Road
#26	AZ-116.a	Phoenix	Garrett's IGA #4 (former ABCO #458)	3925 E. Grant Road
#27	AZ-135	Phoenix	Phoenix Warehouse	624 South 25th Avenue
#28	UT-052	Salt Lake City	Salt Lake City Warehouse	2455 West 1500 South
#29	WY-034	Salt Lake City	Evanston Jubilee	624 Front Street

Count	File ID	Division	Location	Address
#30	WY-034.a	Salt Lake City	Evanston Jubilee	624 Front Street
#31	WY-037	Salt Lake City	Access Sidewalk & Dock	Adjacent to WY-034
#32	MN-047	Superior	Jamboree	317 N. Main Street
#33	MN-051	Superior	Jubilee Foods	170 Evergreen Square
#34	MN-051.a	Superior	Jubilee Foods	170 Evergreen Square
#35	WI-922	Superior	Twin Ports Warehouse	1230 Poplar Ave.
#36	TX-334	Dallas GMD	Closed Facility - Former GMD-Dallas Warehouse	3400 Dan Morton Dr.
#37	TX-334GL	Dallas GMD	Closed Facility - Former GMD-Dallas Warehouse	3400 Dan Morton Dr.
#38	TX-358	Garland	Northwood Executive Building	1550 NE Loop
#39	NY-036	Massillon	Budwey's Food Market	535 Division Street
#40	NY-036.a	Massillon	Budwey's Food Market	535 Division Street
#41	OH-216	Massillon	2700 Gilchrist Road	2700 Gilchrist Road
#42	WI-320	Milwaukee	Brodhead Sentry	1604 1st Center Avenue
#43	WI-320.a	Milwaukee	Brodhead Sentry	1604 1st Center Avenue
#44	WI-910	Milwaukee	Hilldale Sentry #702	726 North Midvale Blvd
#45	MN-223	Minneapolis	Lunds, Inc	2128 Ford Parkway
#46	TX-377	Misc	Dunigan Fuels Office	500 Chestnut Street
#47	IN-174	Nashville	Dietel's Inc.	514 College Mail Road
#48	IN-174.a	Nashville	Dietel's Inc.	515 College Mail Road
#49	KY-192GL	Nashville	Vacant Land .01706 Acres (Brice Lease)	Hwy 31 East By-Pass
#50	PA-839CS	Northeast	North Broad Foods (formerly Thriftway)	Broad and Wingoocking Streets
#51	AZ-133	Phoenix	Partially Closed Facility/Superstition Trailers	435 South 59th Avenue
#52	CA-229	Phoenix	Cook's Market #58 IGA	1653 West Main St.
#53	CA-288(A)	Phoenix	Phoenix Sales Office In CA	30021 Tomas Street
#54	CA-288(B)	Phoenix	Phoenix Sales Office In CA	30022 Tomas Street
#55	ID-024	Salt Lake City	McFarlane's Jubilee	1530 East 17th Street
#56	ID-024.a	Salt Lake City	McFarlane's Jubilee	1530 East 17th Street
#57	UT-048	Salt Lake City	Partially Closed Facility	2250 West Bridger Road
#58	UT-048.a	Salt Lake City	Partially Closed Facility	2250 West Bridger Road

Count	File ID	Division	Location	Address
#59	NC-013CS	Staff	Closed Store	Highway 211
#60	NY-057	Staff	Closed Store	3930 North Buffalo Road
#61	WI-700PL.CL	Staff	Metcalfe Foods (Former Sentry #700)	6700 W. State Street
#62	NC-007	Warsaw/North Carolina	IGA Foodliner	2991 Wendell Blvd.
#63	MO-181GL	Tulsa	Consumers No. 20B Land (closed store)	530 Maiden Lane
#64	WI-624	Milwaukee	Closed Store (Sentry #624)	6243 South Packard Avenue
#65	OH-002CS	Massillon	New Boston Festival Foods "Transition Store"	4050 Rhodes Ave.
#66	PA-237	Massillon	Festival Foods	10688 Perry Highway
#67	PA-237.a	Massillon	Festival Foods	10688 Perry Highway
#68	WI-065	Milwaukee	RML Foods (Former Sentry #65)	4140 West Greenfield Avenue
#69	WI-065.a	Milwaukee	RML Foods (Former Sentry #65)	4140 West Greenfield Avenue
#70	WI-065.b	Milwaukee	RML Foods (Former Sentry #65)	4140 West Greenfield Avenue
#71	WI-418	Milwaukee	RML Foods	1805 Prairie Avenue
#72	WI-418.a	Milwaukee	RML Foods	1805 Prairie Avenue
#73	WI-418.b	Milwaukee	RML Foods	1805 Prairie Avenue
#74	WI-901	Milwaukee	RML Foods	2151 Royal Avenue
#75	WI-901.a	Milwaukee	RML Foods	2151 Royal Avenue
#76	WI-901.b	Milwaukee	RML Foods	2151 Royal Avenue

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

Upon consideration of the motion of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), seeking entry of an Order pursuant to 365(a) of the Bankruptcy Code authorizing the Debtors to reject certain unexpired leases of nonresidential real property (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 consideration and sufficient cause appearing therefor, it is hereby ORDERED THAT:

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.

² Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

1. The Motion is granted.
2. Each of the unexpired Rejected Leases shall be deemed rejected as of August 31, 2003.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. The Debtors have authority to collect or abandon any property at any of the real property locations included in the Rejected Leases.
6. The deadline by which time the parties to the Rejected Leases shall file proofs of claim for the rejection of the Rejected Leases is the later of (i) September 15, 2003, or (ii) thirty (30) days after the effective date of such rejection, pursuant to the Bar Date Order. If a proof of claim based upon rejection of the Rejected Leases is not timely filed in accordance with this Order, such claim shall be barred forever.
7. 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.
8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.
9. 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.

10. 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