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**
	)	**(Jointly Administered)**
Debtors.	)	
	)	**[Related Docket No. 3281]**
	)	

Objection Deadline: August 22, 2003

ORDER AUTHORIZING AND APPROVING THE SALE OF REAL ESTATE AND PERSONAL PROPERTY LOCATED THEREIN (LEAWOOD PROPERTY)

In accordance with the terms of the order pursuant to sections 363(b), 363(f), and 1146(c) of the Bankruptcy Code authorizing and approving expedited procedures for the sale of real estate and personal property located therein[2] entered by this Court on May 21, 2003 [Docket No. 1016] (the "Order"), the Debtors have entered into a purchase agreement (the "Agreement") for the proposed sale (the "Sale") of certain real estate located at Kenneth Parkway and Highway 101, Leawood, Kansas (the "Leawood Property") with Spartan Real Estate LLC (the "Buyer"). Pursuant to the Order, the Debtors have given written notice (the "Notice") of the proposed Sale

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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.; 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 defined herein shall have the same meaning ascribed to them in the Motion of the Debtors for Entry of an Order (i) establishing procedures for the sale of real estate and personal property located therein and (ii) authorizing the sale of real estate and personal property therein pursuant to Sections 363(b), 363(f), and 1146(c) of the Bankruptcy Code [Docket No. 624].

to the following parties: (i) the United States Trustee; (ii) any known affected creditor(s) asserting a Lien on or secured status with respect to the Leawood Property; (iii) counsel to the Committee; (iv) any party who has previously expressed any interest in purchasing the Leawood Property; and (v) counsel to the senior secured lenders (collectively, the "Notice Parties"). As required by the terms of the Order, the Notice contained a general description of the Leawood Property, the marketing efforts undertaken to sell the Leawood Property, the proposed purchase price, the basis for the Debtors' conclusion that the sale is in the best interests of the estates, the identity of the proposed purchaser and any connections, if any, such proposed purchaser has to the Debtors' estates. The Debtors provided the Notice Parties with the Notice seven (7) business days (excluding the date of service) prior to the closing of such proposed Sale and no objections have been filed to the Sale prior to the date hereof. Accordingly, the Debtors have filed a Certificate of No Objections and this proposed order with the Court proposing to immediately consummate the Sale upon the Court's entering of this order. It appearing that adequate notice of the Sale 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 the Debtors are authorized under section 363(b) of the Bankruptcy Code to consummate the Sale pursuant to the terms of the Agreement without further order of the Court; and it is further

ORDERED, that the Sale shall be free and clear of all liens, claims and encumbrances under section 363(f) of the Bankruptcy Code; and it is further

ORDERED, that the Buyer is hereby granted and is entitled to the protections provided to a good-faith buyer under section 363(m) of the Bankruptcy Code; and it is further

ORDERED, that 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.

Dated: _____, 2003
Wilmington, Delaware

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Honorable Mary F. Walrath
United States Bankruptcy Judge