

**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)
)	
Debtors.)	Jointly Administered
)	
)	Ref. Nos. 3516 & 3640
)	
)	

**JOINDER OF C&S ACQUISITION, LLC IN DEBTORS’ OBJECTION TO THE
MOTION OF REGENCY CENTERS, LP TO COMPEL ASSUMPTION OR
REJECTION OF UNEXPIRED LEASE OF NON-RESIDENTIAL REAL PROPERTY
LOCATED IN SCOTTSDALE, ARIZONA AND FOR ORDER DENYING FURTHER
EXTENSION OF TIME UNDER SECTION 365(D)(4) TO ASSUME OR REJECT LEASE**

C&S Acquisition, LLC (“C&S”), hereby joins in the Debtors’ Objection to the Motion of Regency Centers, LP For An Order To Compel Assumption or Rejection of Unexpired Lease of Non-Residential Property Located in Scottsdale, Arizona And For Order Denying Further Extension of Time Under Section 365(d)(4) To Assume or Reject Lease, filed on September 11, 2003 (the “Objection”) to the Motion of Regency Centers, LP To Compel Assumption or Rejection of Unexpired Lease of Non-Residential Property Located in Scottsdale, Arizona And For Order Denying Further Extension of Time Under Section 365(d)(4) To Assume or Reject Lease, filed on September 3, 2003 (the “Motion”), and in support states the following:

¹ The “Debtors” are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCD Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; CIM Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favara Concepts, Ltd.; Fleming Foods Management Co., LLC.; 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.

1. C&S hereby joins in the Objection and the legal arguments set forth therein.

2. In particular, C&S agrees with Debtors that the equities in this matter weigh in favor of C&S and the Debtors because the harm purportedly being suffered by Regency is the product of the lease arrangements it negotiated with the Debtors and other tenants. Nothing in the lease appears to require the Debtors to maintain ongoing operations at all times on the property, and the fact that Regency's leases with other tenants are purportedly affected by that condition was entirely within Regency's control.

3. In other words, even absent a bankruptcy filing by the Debtors and absent a sale to C&S, Regency still would have been in a position where Fleming could cease operations and "go dark" under the terms of its contractual arrangements with Regency. If this has a potential negative effect on Regency's relations with other tenants, that is solely the result of the contractual arrangements Regency negotiated with its respective tenants. It is not the result of the sale to C&S.

4. Furthermore, contrary to the claims in the Motion, there have been indications of interest from at least one prospective replacement tenant, and C&S requires the additional time requested in the Objection to capitalize on such interest for the benefit of all parties concerned.

5. C&S reserves all rights to (a) be heard before this Court with respect to the Motion and the Objection, and (b) amend or supplement this Joinder.

WHEREFORE, C&S respectfully requests that this Court enter an Order extending the Deadline for the Lease until November 14, 2003, or that the Court set an evidentiary hearing on the Motion.

Dated: September 12, 2003

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