

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF
DELAWARE**

In re:	: Chapter 11
	: :
FLEMING COMPANIES, INC., <i>et al.</i> ,	: Case No. 03-10945 (MFW)
	: :
	: Jointly Administered
Debtors.	: :
	: :
	: Hearing Date: October 20, 2003 at
	: 2:00 p.m.(ET)
	: Objection Deadline: October 13, 2003
	: by 4:00 p.m.(ET)

**ORDER ON
MOTION OF DANA B. GEYER, TRUSTEE, E.B. GEYER TESTAMENTARY TRUST,
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Upon consideration of the Motion of Dana B. Geyer Trustee, E.B. Geyer Testamentary Trust, ("Geyer"), For Allowance And Payment of Administrative Expense Claim (the "Motion") arising from post-petition services to the above-captioned debtors and debtors in possession (the "Debtors"); and it appearing that the Court has jurisdiction to consider the matter; and it appearing that good an sufficient notice of the Motion has been given, and sufficient cause appearing therefore at the hearing on the Motion (the "Hearing");

THE COURT FINDS THAT:

- A. This is a core proceeding under 28 U.S.C. §§ 157 (b)(2).
- B. Venue is proper in this District pursuant to 28 U.S.C. § 1409 because (1) the above-captioned Chapter 11 cases to which this action is related are pending in this District before this Court and (2) none of the exceptions set forth in 28 U.S.C. § 1409 applies to this action.
- C. Notice fo the Motion was adequate under the circumstances.

D. The legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein.

NOW, THEREFORE, based upon the foregoing and for other good and sufficient cause, **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED**.
2. Geyer is hereby allowed an administrative expense claim, pursuant to section 365 (d)(3) of the Bankruptcy Code, for Real Estate Taxes(as used in the Motion), under of Article 17 of the Lease, in the liquidated amount of \$39,574.93, plus accrued interest and penalties.
3. Geyer is hereby allowed an administrative expense claim, pursuant to section 365 (d)(3) of the Bankruptcy Code, for Maintenance Obligations (as used in the Motion), under Article 7 of the Lease, in an amount to be calculated and to be the subject of further order of this Court.
3. The Debtors are hereby directed to pay Geyer the full liquidated amount of the administrative expense claim within ten (10) days of the entry of this Order.
4. The Debtors are hereby directed to timely pay all future administrative expense claims arising from the Lease as they arise until the Lease is rejected or assumed pursuant to section 365 of the Bankruptcy Code.

The Honorable Mary F. Walrath
United States Bankruptcy Judge

DATE: October ____, 2003