

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

In re)	Chapter 11
)	
FLEMING COMPANIES, INC. et al.,)	Case No. 03-10945 (MFW)
)	
Debtors.)	Jointly Administered
_____)	

**ORDER DIRECTING DEFENDANT TO PAY
ADMINISTRATIVE LEASE OBLIGATIONS**

Upon the motion dated April 21, 2003, (the “Motion”), of Phoenix Foodco Investors, LLC (the “Phoenix Landlord”) and SLC Foodco Investors, LLC (the “SLC Landlord” and, together with Phoenix Landlord, the “Landlords”), as supplemented by the Landlords on September 22, 2003, for an order under Bankruptcy Code sections 165, 365(d)(3) and 503(b) directing the Debtors to pay unpaid and administrative lease obligations owing to the Landlords; and it appearing that proper and adequate notice having been given and that no other or further notice is necessary; and upon the record in these chapter 11 cases; and after due deliberation thereon; and, good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted.
2. The Debtors are directed to pay (a) \$24,340 to the SLC Landlord and (b) \$465,093 to the Phoenix Landlord – representing late charges, real estate taxes and sales tax on rent payments that the Debtors either were obligated to pay under the leases with the Landlords during the postpetition, prerejection period or were incurred during such period – within three business days of the date hereof and give written confirmation of such payment(s) to counsel for the Landlords.

Dated: Wilmington, Delaware
October ____, 2003

The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge