

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 GRANTING SECOND EXTENSION OF TIME TO ASSUME,
ASSUME AND ASSIGN, OR REJECT UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY PURSUANT TO
SECTION 365(D)(4) OF THE BANKRUPTCY CODE**

Upon the motion (the "Motion")², of the debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the "Debtors") seeking an entry of an Order pursuant to section 365(d)(4) of the Bankruptcy Code granting an extension of time to assume, assume and assign, or reject the Unexpired Leases through and including March 31, 2004; and it appearing that the relief requested is in the best interest of the Debtors' estates and creditors; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409; and it appearing that adequate notice of the Motion having been given and

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 used but not defined herein shall have the meanings ascribed to such terms in the Motion.

that no other notice need to be given; and after due deliberation and sufficient cause appearing therefor; it is hereby ORDERED THAT:

1. The Motion is granted.
2. The Debtors' time to elect to assume, assume and assign or reject the Unexpired Leases is extended pursuant to section 365(d)(4) of the Bankruptcy Court through and including March 31, 2004.
3. The entry of this Order shall be subject to and without prejudice to (a) the rights of the Debtors to request a further extension of time to assume, assume and assign or reject the Unexpired Leases, and (b) the rights of any lessor to request that the extension be shortened as to a particular Unexpired Lease.
4. By this Order, the Debtors have not waived any claims they may have against any of the counterparties to the Unexpired Leases, whether or not related to the Unexpired Leases.
5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge