

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

In re:)	Chapter 11
)	
Fleming Companies, Inc., et al., ²)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	

**ORDER PURSUANT TO SECTION 365(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO
REJECT CERTAIN UNEXPIRED LEASES AND SUBLEASES OF NONRESIDENTIAL REAL
PROPERTY (AUGUST 29, 2003 MOTION)**

Upon consideration of the motion of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), seeking entry of an Order pursuant to 365(a) of the Bankruptcy Code authorizing the Debtors to retroactively reject certain unexpired leases and subleases of nonresidential real property, listed on Exhibit A attached hereto (the "Motion")³, and it appearing that no objections have been filed by the lessors and/or subtenants, listed on the attached Exhibit A, to the relief sought in the Motion; and it appearing that the relief requested is in the best interests of the Debtors' estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this

² The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, 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.


³ Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

proceeding is a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due consideration and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted on the terms set herein.
2. Each of the Rejected Leases listed on the attached Exhibit A shall be deemed rejected as of August 31, 2003.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
4. The Debtors have authority to collect or abandon any property at any of the real property locations included in the Rejected Leases.
5. The deadline by which time the parties to the Rejected Leases shall file proofs of claim for the rejection of the Rejected Leases is the later of (i) September 15, 2003, or (ii) thirty (30) days after the ~~effective date of such rejection, pursuant to the Bar Date Order~~ ^{this Order}. If a proof of claim based upon rejection of the Rejected Leases is not timely filed in accordance with this Order, such claim shall be barred forever.
6. The Debtors do not waive any claims that they may have against any of the counter-parties to the Rejected Leases, whether or not related to the Rejected Leases.
7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

8. 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: Oct. 2, 2003.



The Honorable Mary F. Walrath
United States Bankruptcy Judge