

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

In re:	§	Chapter 11
	§	Case No. 03-10945 (MFW)
FLEMING COMPANIES, INC., <u>et al.</u>	§	(Jointly Administered)
	§	
Debtors.	§	

**ORDER GRANTING MOTION OF GRAND ISLAND PROPERTIES, LLC
TO COMPEL PAYMENT OF POST-PETITION LEASE OBLIGATIONS
AND FOR OTHER RELATED RELIEF**

Upon the motion dated October 2, 2003, of Grand Island Properties, L.L.C. ("Grand Island"), for an order, pursuant to 11 U.S.C. § 365(d)(3), compelling the Debtors to immediately pay post-petition tax obligations and to provide proof of insurance (the "Motion")¹; and it appearing that the Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334 and that this matter is a core matter pursuant to 28 U.S.C. § 157(b)(2); and it appearing that due notice of the Motion has been given to: (i) the United States Trustee for the District of Delaware, (ii) counsel for Debtors, (iii) counsel for the Committee, and (iv) all parties that have requested such notice pursuant to Bankruptcy Rule 2002, and that no further notice need be given; and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to Section 365(d)(3), the Debtors are hereby directed to immediately pay \$26,038.68, in taxes, plus and penalties or interest that has accrued thereon.

¹Unless otherwise defined herein, all capitalized terms shall have the same meanings ascribed to them in the Motion.

3. The Debtors are required to provide proof of insurance on the Property, with Grand Island and its mortgagee shown as additional insureds, within 3 business days.

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge