

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

|   |   |                          |
|---|---|--------------------------|
| In re:  | ) | Chapter 11               |
|   | ) |                          |
| Fleming Companies, Inc., et al., <sup>1</sup> | ) | Case No. 03-10945 (MFW)  |
|   | ) | (Jointly Administered)   |
| Debtors.                                      | ) | Related Docket No.: 3631 |
|   | ) |                          |

**ORDER PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE  
AUTHORIZING THE DEBTORS TO REJECT CERTAIN EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES IN CONNECTION WITH SALE ORDER**

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 reject certain executory contracts and unexpired leases of in connection with Sale Order (the "Motion")<sup>2</sup>, 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 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.
2. Each of the unexpired Rejected Contracts and Leases, listed on Exhibit A attached

hereto, shall be deemed rejected as of September 30, 2003.

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. The Debtors have authority to collect any personal property at any of the real property locations included in the Rejected Contracts and Leases before September 30, 2003. Any personal property of the Debtors remaining as of September 30, 2003 at any location covered by any real property lease that is on the list of Rejected Contracts and Leases shall be deemed abandoned to the landlord.

6. The deadline by which time the parties to the Rejected Contracts and Leases shall file proofs of claim for the rejection of the Rejected Contracts and Leases is thirty (30) days after entry of this order. If a proof of claim based upon rejection of the Rejected Contracts and Leases is not timely filed in accordance with this Order, such claim shall be barred forever.


7. The Debtors do not waive any claims that they may have against any of the counter-parties to the Rejected Contracts and Leases, whether or not related to the Rejected Contracts and Leases.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

9. 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.

10. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: Oct 27, 2003.

  
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The Honorable Mary F. Walrath  
Chief United States Bankruptcy Judge