

Exhibit A

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.)
)
) Related Docket Nos.: 3666

STIPULATION AND ORDER BETWEEN BAIN & COMPANY, INC. AND THE
DEBTORS REGARDING MODIFICATION OF DEBTORS' MOTION FOR AN
ORDER PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE
AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY, PERSONAL PROPERTY LEASES AND
EXECUTORY CONTRACTS IN CONNECTION WITH
SALE ORDER (OCTOBER 17, 2003 MOTION)

WHEREAS, on October 17, 2003, the above-captioned Debtors and Debtors-In-Possession (collectively, the "Debtors") filed the Debtors' Motion for An Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property, Personal Property Leases and Executory Contracts in Connection with Sale Order (October 17, 2003 Motion) (the "Rejection Motion");

¹ The Debtors are the following entities: Fleming Companies, Inc.; FCI Corporation; 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.; E.A. Morris Distributors, Ltd.; 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-Wolsman 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.

WHEREAS, Exhibit A to the Rejection Motion inadvertently included an engagement letter and standard terms letter with Bain & Company, Inc. ("Bain") on the exhibit as contract number 1165 (the "Bain Engagement Letter") that should not have been included on the rejection list;

WHEREAS, the Debtors desire to withdraw the Rejection Motion as to the Bain Engagement Letter and Bain consents to such withdrawal without prejudice to (a) the Debtors' right to refile a rejection motion with respect to the Bain Engagement Letter on appropriate notice to parties in interest or (b) Bain's right to object or respond to any such motion and any relief sought therein;

NOW, THEREFORE, the Debtors and Bain, stipulate as follows:

1. The Recitals set forth above are incorporated as though fully set forth herein.
2. The Debtors and Bain stipulate that the Rejection Motion is hereby withdrawn as it relates to the Bain Engagement Letter and Bain consents to such withdrawal without prejudice to the Debtors' rights to refile a rejection motion with respect to the Bain Engagement Letter on appropriate notice to parties in interest. The Debtors also agree that Bain's consent to the withdrawal of the Rejection Motion shall not prejudice the rights of Bain to object or respond to any such motion and any relief sought therein.
3. This stipulation may be executed in counterparts, all of which when taken together, shall constitute the original.

Dated: _____, 2003


McDERMOTT, WILL & EMERY

Peter A. Clark

Jason J. DeJonker

27 West Monroe Street

Chicago, Illinois 60606-5096

Telephone: 312.372.2000

Facsimile: 312.984.7700

Counsel for Bain & Company, Inc.

KIRKLAND & ELLIS LLP

James H. M. Sprayregen, P.C. (ARDC No. 6190206)

Richard L. Wynne (CA Bar No. 120349)

Geoffrey A. Richards (ARDC No. 6230120)

Shirley Cho (CA Bar No. 192619)

Raymond I. Friedman (CA Bar No. 217912)

777 South Figueroa Street


Los Angeles, California 90017

Telephone: (213) 680-8400

Facsimile: (213) 680-8500

and

PACHULSKI, STANG, ZIEHL, YOUNG,
JONES & WEINTRAUB P.C.



Laura Davis Jones (Bar No. 2436)

Ira D. Kharasch (CA Bar No. 109084)

Scotta E. McFarland (Bar No. 4184)

Christopher J. Lhulier (Bar No. 3850)

919 North Market Street, Sixteenth Floor

Post Office Box 8705

Wilmington, Delaware 19899-8705 (Courier
No. 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in
Possession

IT IS SO ORDERED:

Dated: _____, 2003

United States Bankruptcy Judge