

EXHIBIT B

Fleming

1945 Lakepointe Dr.
P.O. Box 299013
Lewisville, TX 75029
telephone 972.906.8000

August 7, 2000

Mr. William C. Mee
1604 Northwood Place
Oklahoma City, OK 73120

Dear Bill:

I am very pleased to extend to you the following offer of employment on behalf of Fleming. We are looking forward to having you join our Company on August 7, 2000.

Position: Vice President, Real Estate

Location: Shared Service Center
Oklahoma City, OK

Base Salary: \$150,000 per year paid in accordance with Fleming's normal payroll practices.

Aim High Incentive: Your target bonus potential is 32% of your base pay, and you will also be eligible to earn additional incentive through the real estate development incentive program.

Commission for Work Prior to Employment: Fully entitled to what has legally been earned as broker.

Commission for Work After Employment: Per separate agreement for continuing as managing broker of Progressive Realty, Inc., (or under development incentive program under development.)

Signing Bonus: You will receive a signing bonus of \$10,000 net to you after 30 days of employment.

Stock Options: A grant of 15,000 shares to be awarded to you pursuant to Fleming's existing stock option plans. Options for all shares will be granted upon date of hire with an exercise price equal to the fair market value of Fleming stock on the date of hire. The options will vest 25% per year over four years on grant anniversary dates.

Non-compete: Your stock option agreement will contain our standard non-compete and protection of business covenants.

License User Fee: You will paid a managing broker license fee in an amount negotiated with Chuck Hall, Lenore Graham and yourself.

Separation Agreement: The Company will provide you one year's base salary if you are involuntarily terminated for any reason other than cause during your first three years of employment with Fleming.

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Benefits: You will be afforded the opportunity to participate in our standard company-sponsored benefit programs upon completion of the three-month waiting period outlined in our plans.


During this waiting period for medical/dental benefits, the company will reimburse you for your self-employment premiums.

Vacation: During your first year of employment you will be eligible for three weeks vacation.

The above serves as our offer on your proposed compensation package but is not to be considered a contract of employment or a guarantee of employment.

Bill we hope you agree that this is an outstanding package. We believe Fleming has a tremendous future, and we are excited to have you on the team.

Very truly yours,


Chuck Hall
Senior Vice President,
Real Estate and Store Development

c: Scott Northcutt
Dee Jerome

Reviewed and accepted as specified above:



William C. Mee

8/14/00

Date

**Deal Stream Override Proposal for assigned projects
driven by self or subordinates:**

Property Disposition typical retail location:

\$1,000 per location when
contracts are fully signed by all
parties/deal closes

Warehouse Disposition/Acquisition:

\$5,000 per location when
contracts are fully signed by all
parties/deal closes

2000 PRI Transactions
RETAIL \$ 1,000/Per

LOCATION	SQUARE FOOTAGE
SEPTEMBER	
Barry Road, KC, MO (MO-113) LA/LT Hobby Lobby paid FLM \$100K LA fee Transaction value: \$5,146,000 PRI invoiced: \$50,808.57 admin fee for LA & LT	55,590 s.f.
OCTOBER	
Beloit, KS (KS-216) Property Sale Transaction value: \$125,000 PRI/Reiter Land invoiced: \$7,500.00 (PRI share \$3,750.00)	13,777 s.f.
Franklin, TN (TN-003) SLT/LT Transaction value: \$1,813,644 PRI/HFG invoiced: \$62,107.01 (PRI share \$24,568.69)	35,000 s.f.
Ravenna, OH (OH-208) LT Transaction value: \$981,333 PRI invoiced: \$0	31,575 s.f.
NOVEMBER	
Lawrence, KS (KS-141) SLT/LT Transaction value: \$78,833 PRI invoiced: \$3,500.00 admin fee	21,847 s.f.
Carthage, MO (MO-157) LT Transaction value: \$224,000 (LL paid FLM \$125K to term) PRI invoiced: \$13,458.18	28,506 s.f.
Viroqua, WI (WI-008) LT Transaction value: \$10,000 PRI invoiced: \$0	6,000 s.f.
2000 WHOLESALE PRI Participated in from 8/7/00 \$ 5,000/Per	
American Sales Sublease, Buffalo Sublease valued at: \$1,895,833.33 PRI/Cushman & Wakefield invoiced: \$62,562.50 (PRI share \$11,375.00)	245,000 s.f.
Perfect Fit Sublease, Buffalo Sublease valued at: \$927,270 PRI/Cushman & Wakefield invoiced: \$55,636.20 (PRI share \$11,127.24)	80,000 s.f.
Quality Floors Lease, York Lease valued at: \$10,855,150 PRI/Cushman & Wakefield/Cohen Total to be invoiced: \$240,000.00 (PRI share yet to be invoiced as of 1/18/01: \$30,000.00)	305,000 s.f.
Lease renewal for alternate warehouse space at 8371 Rovana Circle, Sacramento, CA PRI negotiated new rates, etc. Third party income to PRI: \$12,306.30	144,495 s.f.

All of the above transactions were completed during 2000.