

**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.	)	
	)	

**ORDER PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY  
CODE AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED  
PERSONAL PROPERTY LEASES AND EXECUTORY CONTRACTS  
ASSOCIATED WITH THE DEBTORS' CONVENIENCE BUSINESS  
(DECEMBER 8, 2003 HEARING)**

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 unexpired personal property leases and executory contracts associated with the Debtors' Convenience Business (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

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<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.

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 listed on Exhibit A to this Order shall be deemed rejected as of the date set forth on such Exhibit A.
3. The deadline by which time the parties to the Rejected Contracts shall file proofs of claim for any claim related to or arising from the rejection of the Rejected Contracts is as follows:
  - (a) with respect to Rejected Contracts with effective dates of rejection that are subsequent to the date of entry of this Order: thirty (30) days after the effective date of rejection.
  - (b) with respect to Rejected Contracts with effective dates of rejection that are prior to the date of entry of this Order: thirty (30) days after the date of entry of this Order.
4. If a proof of claim based upon rejection of the Rejected Contracts is not timely filed in accordance with this Order, such claim shall be forever barred.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
6. The Debtors do not waive any claims that they may have against any of the counter-parties to the Rejected Contracts, whether or not related to the Rejected Contracts.
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.

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

Dated: \_\_\_\_\_, 2003.

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The Honorable Mary F. Walrath  
United States Bankruptcy Judge