

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

In re:)	Chapter 11
Fleming Companies, Inc., et al.,²)	Case No. 03-10945 (MFW)
Debtors.)	(Jointly Administered)
)	

**ORDER APPROVING STIPULATION BETWEEN WALTON ABILENE RETAIL INVESTORS
III, LP AND THE DEBTORS REGARDING REMOVAL OF LEASES TX-003 AND TX-003A
FROM THE MOTION TO REJECT CERTAIN REAL PROPERTY LEASES
[DOCKET NO. 4275]**

It is hereby ordered that the Stipulation³ between Walton Abilene Retail Investors III, LP and the Debtors, a copy of which is attached hereto, is approved and the Debtors are authorized to take all actions necessary to remove Leases from the Rejection Motion and effectuate the relief granted pursuant to this Order.

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge

¹ The Debtors are the following entities: Fleming Companies, Inc.; 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.; 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.

² Capitalized terms not otherwise defined herein have the meanings given to them in the attached Stipulation.