

# **EXHIBIT A**

**[PROPOSED QVS/FESTA ORDER]**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., et al., <sup>2</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Re: Docket Nos. 3252, 3293, 3314, 3419, 3420</b>

**ORDER RESOLVING OBJECTIONS OF QVS/FESTA TO ASSUMPTION AND  
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES TO SUPERVALU**

Upon the certification of counsel, dated December 18, 2003, seeking authorization to resolve the objections (Docket Nos. 3419 and 3420, collectively, the “QVS/Festa Objections”) of QVS Food Group, LLC and Festa Food Group, LLC (collectively, “QVS/Festa”) with respect to the agreements set forth on Schedule 1 hereto (collectively, the “QVS/Festa Agreements”), and

WHEREAS, reference is made to that certain Supplemental Order (I) Designating SUPERVALU As A Third Party Purchaser And (II) Approving Assumption And Assignment Of Certain Executory Contracts, License Agreements And Unexpired Leases To SUPERVALU, entered by this Court on September 9, 2003 (Docket No. 3613, the “SUPERVALU Order”)<sup>3</sup>; and

In consideration of the foregoing, IT IS HEREBY ORDERED, ADJUDGED AND DECREED, EFFECTIVE IMMEDIATELY, AS FOLLOWS:

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<sup>2</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.; 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>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the SUPERVALU Order.

1. The QVS/Festa Objections are hereby deemed withdrawn with respect to the QVS/Festa Agreements, subject to the assignment of such agreements to SUPERVALU INC. or its designated affiliates and performance of the terms of the settlement agreement among the parties.

2. The SUPERVALU Order is incorporated herein by reference as if set forth fully herein, including the Findings of Fact, Conclusions of Law and Orders contained therein, with respect to the QVS/Festa Agreements, and shall apply to the QVS/Festa Agreements as if such agreements were set forth on Exhibit A to the SUPERVALU Order.

3. This Court retains jurisdiction, even after the closing of these chapter 11 cases, to interpret, implement and enforce the terms and provisions of this Order.

Dated: Wilmington, Delaware  
December \_\_, 2003

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The Honorable Mary F. Walrath  
Chief United States Bankruptcy Judge