

EXHIBIT B

[PROPOSED GRAY'S ORDER]

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)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. 4535

ORDER APPROVING ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO GRAY'S FOODS, INC.

Upon the certification of counsel, dated December 19, 2003, seeking authorization to assume and assign those agreements set forth on Schedule 1 hereto (collectively, the "Gray's Agreements"), and

WHEREAS, reference is made to that certain Order Approving Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases Pursuant to Instruction from SUPERVALU INC., entered by this Court on December 11, 2003 (Dkt. No. 4907, the "SUPERVALU Instructed Order")³; and

WHEREAS, reference is further made to the Affidavit of Cliff Gray Regarding Adequate Assurance Showing in Support of Assignment of Real Property Prime Lease to Gray's Foods, Inc. (the "Gray's Affidavit"), by which proposed assignee Gray's Foods, Inc. ("Gray's")

² 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.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the SUPERVALU Instructed Order.

provides adequate assurance of its future performance under those certain agreements set forth on Schedule 1 hereto; and

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

1. The assumption and assignment of the Gray's Agreements to Gray's is hereby approved.
2. The SUPERVALU Instructed 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 Gray's Agreements, and shall apply to the Gray's Agreements as if such agreements were set forth on Schedule 1 to the SUPERVALU Instructed 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

The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge

SCHEDULE 1

GRAY'S AGREEMENTS

ASSIGNEE	CONTRACT NUMBER/ LEASE ID	DESCRIPTION	CONTRACT COUNTERPARTY	CURE AMOUNT
Gray's Foods, Inc.	6328/ IL-007	Real Estate Lease	ARB Properties	\$0.00
Gray's Foods, Inc.	6668/ IL-007.a	Real Estate Sublease	Gray's Foods, Inc.	\$0.00