

EXHIBIT B

[BLA AFFIDAVIT]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
FLEMING COMPANIES, INC., et al) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)
)
)
) Hearing Date:
) Objection Date:

**AFFIDAVIT OF WILLIAM J. ANTHONY REGARDING ADEQUATE ASSURANCE
SHOWING IN SUPPORT OF ASSIGNMENT OF REAL PROPERTY PRIME LEASE
TO BLA INVESTMENTS, INC.**

STATE OF OHIO)
) SS.
COUNTY OF SUMMIT)

William J. Anthony declares as follows:

1. I am Secretary - Treasurer of BLA Investments, Inc., an Ohio corporation ("Retailer"). Retailer operates a location at 4045 South Main Street, Akron, Ohio 44319. Retailer operates two grocery stores in Northeastern Ohio. Unless otherwise stated in this Affidavit, I have personal knowledge of the facts as set forth herein.

2. I submit this Affidavit in support of Fleming's proposed assumption and assignment of the Build and Lease Agreement, dated July 7, 1987, between South Main Centre Limited Partnership, successor in interest to South Main Centre, Inc., as Lessor, and Fleming Companies, Inc., successor in interest to the McLain Grocery Company, as Lessee, as amended May 26, 1988, and January 13, 1997, (the "Lease") to Retailer. Specifically, I submit this

Affidavit as evidence of Retailer's ability to adequately assure the landlord of Retailer's capacity to perform its obligations as tenant under the Lease.

3. It is my understanding that Fleming entered into the Lease with South Main Centre Limited Partnership on approximately July 7, 1987. Subsequently, Retailer entered into the Sublease Agreement, dated as of April 1, 1999, between Fleming Companies, Inc., as Sublessor, and BLA Investments, Inc., as Sublessee, a copy of which is attached to this affidavit and incorporated herein by this reference, and is currently the subtenant in possession of the premises.

4. Retailer operates a successful business. Retailer earned income in excess of \$14,000 in 2002, based on gross sales in excess of \$7 million. Retailer had total assets of approximately \$900,000 and total liabilities of approximately \$700,000 as of December 28, 2002. Retailer has been operating profitably since April, 1999. A copy of the following financial statements of Retailer are attached to this Affidavit and incorporated herein by this reference: Income Statement and Balance Sheet as of December 28, 2002.

5. I am familiar with the financial condition of Retailer. Based on this familiarity, it is my understanding that Retailer will have sufficient cash flow to pay the obligations on the Lease as they arise.

6. Retailer also has a demonstrated history of being able to meet its lease obligations. As indicated above, Retailer has been operating as the subtenant of the location covered by the Lease since April 1, 1999. As subtenant, Retailer has timely paid all of its lease

obligations for the term of the Sublease, and it is current on all outstanding lease obligations. Retailer's obligations under the Sublease are greater than its obligations will be under the Lease.

7. The same management team that has brought success to Retailer will also bring sufficient know-how and business acumen to perform successfully under the Lease. The Retailer will continue to operate the business at the leased premises under the Lease as a retail grocery store. Retailer has taken significant steps to prepare for the assignment of the Lease, including reviewing the Lease, understanding its obligations under the Lease, and ensuring that the terms of the Lease are consistent with Retailer's business needs and financial wherewithal.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of November, 2003.

William J. Anthony
William J. Anthony

Sworn to and subscribed
before me this 17th day
of November, 2003.

James K. Brooker
Notary Public

(SEAL)  JAMES K. BROOKER, Notary Public State of Georgia
My Commission Has No Expiration Date
147.03 R.C.

h:\15638\supervalu\affidavit.doc[11/6/03:jpb]