UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

ORDER RESOLVING OBJECTIONS OF STEARNS & BAGLEY PLAZA ASSOCIATES, LLC TO ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO HIRRI FOODS, INC.

Upon the certification of counsel, dated December 23, 2003, seeking authorization to resolve the objections of Stearns & Bagley Plaza Associates, LLC (Docket Nos. 2616 and 4654, the "Stearns & Bagley Objections") with respect to the agreements set forth on Schedule 1 hereto (collectively, the "Stearns & Bagley 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")[1]; and

WHEREAS, reference is further made to the E-mail from Stearns & Bagley Plaza Associates, LLC, dated December 18, 2003, by which Stearns & Bagley Plaza Associates, LLC

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

withdrew the Stearns & Bagley Objections with respect to the Stearns & Bagley Agreements, conditioned upon payment of all accrued lease obligations as provided herein; and

WHEREAS, reference is further made to that Affidavit of Phillip Moody Regarding Adequate Assurance Showing in Support of Assignment of Real Property Prime Lease to Hirri Foods/Moody, previously filed with this Court, by which proposed assignee Hirri Foods, Inc. provided adequate assurance of its future performance under the Stearns & Bagley Agreements; and

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

a. The Stearns & Bagley Objections are hereby deemed withdrawn, subject to the assignment of the Stearns & Bagley Agreements to Hirri Foods, Inc. and payment of the cure amount by Hirri Foods, Inc. as listed in Schedule 1 hereto.

b. 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 Stearns & Bagley Agreements, and shall apply to the Stearns & Bagley Agreements as if such agreements were set forth on Schedule 1 to the SUPERVALU Instructed Order.

c. 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: Jan. 6, 2004

UNITED STATES BANKRUPTCY JUDGE