

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

In re:)	Chapter 11
)	
Fleming Companies, Inc., et al., ¹)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	Related Docket No: 4108

**ORDER PURSUANT TO SECTION 365(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO
REJECT AN UNEXPIRED SUBLEASE OF NONRESIDENTIAL REAL PROPERTY
(MN-153CS.a)**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), with respect to the unexpired sublease of nonresidential real property for the property located at 5229 Shoreline Drive, Mound, Minnesota, identified by the Debtors as Lease ID MN-153CS.a (the “Rejected Lease”), seeking entry of an Order pursuant to section 365(a) of the Bankruptcy Code authorizing the Debtors to reject the Rejected Lease, and it appearing that the objection filed by the owner of the Rejected Lease, Mark A. Saliterman, filed on October 28, 2003 [Docket No. 4211] has been resolved; and it appearing that the relief requested is in the best interests of the Debtors’ estates and creditors;

¹ 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.; 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 Debtors’ Motion for an Order Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property in Connection with Sale Order, filed on October 17, 2003 [Docket No. 4108].

and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due consideration and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted on the terms set forth herein.
2. The Rejected Lease shall be deemed rejected as of November 30, 2003.
3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
4. The deadline by which time the counterparties to the Rejected Lease shall file proofs of claim relating to the rejection of the Rejected Lease is thirty (30) days after the date of entry of this Order.
5. The Debtors do not waive any claims that they may have against any of the counterparties to the Rejected Lease, whether or not related to the Rejected Lease.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.
7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2004.

The Honorable Mary F. Walrath
United States Bankruptcy Judge