

EXHIBIT B

[PROPOSED SANDER BROTHERS ORDER]

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.)
) **Re: Docket No. 4535**

**ORDER AUTHORIZING ASSUMPTION AND ASSIGNMENT
OF CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES TO SANDER BROTHERS, INC.**

Upon the certification of counsel, dated January 14, 2004 seeking authorization to assume and assign those agreements set forth on Schedule 1 hereto (collectively, the “Sander Brothers 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”)²; and

WHEREAS, reference is further made to the Affidavit of Stanley J. Sander Regarding Adequate Assurance Showing in Support of Assignment of Real Property Prime Lease to Sander Brothers, Inc., (the “Sander Brothers Affidavit”), by which proposed assignee Sander Brothers,

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.; Favara 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 used but not otherwise defined herein shall have the meanings ascribed to them in the SUPERVALU Instructed Order.

Inc. ("Sander Brothers") 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 Sander Brothers Agreements to Sander Brothers 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 Sander Brothers Agreements, and shall apply to the Sander Brothers 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
January __, 2004

The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge

SCHEDULE 1

RICHTER AGREEMENTS

ASSIGNEE	CONTRACT NUMBER/ LEASE ID	DESCRIPTION	CONTRACT COUNTERPARTY	CURE AMOUNT
Richter Foods, Inc.	6908/ WI-156	Real Estate Lease	Norman Richter and Lawrence Richter	\$0.00
Richter Foods, Inc.	7046/ WI-156.a	Real Estate Sublease	Richter Foods, Inc.	\$0.00