

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

)	Chapter 11
)	
In re)	Case No. 03-10945 (MFW)
)	
Fleming Companies, Inc., et. al.)	(Jointly administered)
)	
Debtors.)	Objection Date: February 4, 2004 @4:00 pm
)	Hearing Date: March 3, 2004 @10:30 am

**ORDER AUTHORIZING FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE CLAIM**

This matter having come before the Court upon the Motion by Landlord Southbridge Plaza Limited Partnership for Allowance and Payment of Administrative Claim Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1)(A) and 507(a)(1) (the “Motion”) by and through its undersigned counsel for Landlord Southbridge Plaza Limited Partnership (“Southbridge”), any objections being heard and considered, and this Court being otherwise sufficiently advised, it is hereby

ORDERED that the Motion is approved, subject to the terms of this Order; and it is further

ORDERED that Southbridge’s administrative expense claim for the post-petition rent and taxes owed in the amount of \$63,396.14 and the attorneys’ fees and costs incurred by Southbridge in obtaining the allowance and payment of Southbridge’s administrative claim and granting Southbridge such other and further relief as deemed just and proper; and it is further

ORDERED that the approved expenses in the amount of \$63,396.14 are now payable to Southbridge; and it is further

ORDERED that Debtors are directed to pay \$63,396.14; and it is further

ORDERED, that Counsel for Southbridge shall submit an application for attorneys fees within twenty (20) days of this ORDER and if there are no objections, counsel for Southbridge shall file and deliver to the Court a Certificate of No Objection and an Order for the amount of the fees

sought. If there is an objection filed prior the expiration of the twenty (20) days, the Court will entertain the application for attorney's fees at the next available hearing in this case.

DATED: _____, 2004
Wilmington, Delaware

The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge