

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

In re:	)	
	)	Chapter 11
Fleming Companies, Inc., et al. <sup>1</sup>	)	
	)	
	)	Case No. 03-10945 (MFW)
Debtors.	)	(Jointly Administered)
	)	

**ORDER APPROVING STIPULATION BETWEEN THE FRANCHISEES  
AND THE DEBTORS MODIFYING THE AUTOMATIC STAY  
TO EFFECT SETOFF PURSUANT TO 11 U.S.C. § 553**

Upon the Motion of the Franchisees for Entry of an Order Approving a Stipulation Modifying the Automatic Stay to Effect Setoff pursuant to 11 U.S.C. § 553 (the “Motion”), and it appearing that this proceeding is a core proceeding pursuant to §158(a); and it appearing that the venue of these Chapter 11 cases in this District is proper under 28 U.S.C. § 1408 and 1409; and it appearing that Notice of this Motion was good and sufficient in light of the emergency nature of the Motion and under the particular circumstances and that no other further notice need be given; and after due deliberation and cause appearing therefore; it is hereby:

ORDERED that the Motion is granted; and it is further,

ORDERED that the Stipulation entered into between the Franchisees and the Debtors, appended hereto, which was the subject of the Motion, is approved in all respects; and it is further

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<sup>1</sup> 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.

ORDERED that this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated this \_\_\_ day of April, 2003.

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The Honorable Mary F. Walrath  
United States Bankruptcy Judge

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