

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
FLEMING COMPANIES, INC., *et al.*)
) Case No. 03-10945 (MFW)
)
Debtors.) Jointly Administered
) Related Docket No. 1458

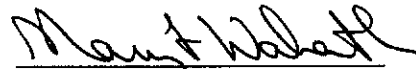
**ORDER AUTHORIZING DEBTORS' REJECTION AND TERMINATION
OF EXECUTORY CONTRACTS PURSUANT TO 11 U.S.C. § 365 [Docket No. 1458]**

UPON the Motion (the "Motion")¹ of S.Q.S. Family Foods, L.L.C., an Arizona Corporation ("SQS") dated June 12, 2003, To Compel the above-captioned debtors and debtors-in-possession (the "Debtors") To Immediately Assume Or Reject Executory Contracts Pursuant To 11 U.S.C. § 365; the Debtors having received a copy of the Motion and requested certain modifications to the Order which are contained herein; it appearing that no further notice of the relief requested in the Motion is required; and sufficient cause appearing therefor; it is hereby

ORDERED, that the Motion shall be, and hereby is, granted;² and it is further

ORDERED, that pursuant to 11 U.S.C. § 365, the Debtors' rejection and termination of the Agreements, effective May 30, 2003, is hereby approved.

Dated: This 25th day of June 2003


Mary F. Walrath
United States Bankruptcy Judge

¹ Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

² Notwithstanding entry of this Order, all of the parties' rights and claims under the Agreements shall be reserved and preserved, and nothing herein shall be construed to be a ruling on the underlying facts contained in the Motion.