

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

In re:	:	Chapter 11
	:	
FLEMING COMPANIES, INC., <i>et al.</i> ,	:	Case No. 03-10945 (MFW)
	:	(Jointly Administered)
Debtors.	:	
	:	Related Pleading: D.I. _____

**ORDER GRANTING MOTION OF THE PICTSWEET COMPANY
FOR RELIEF FROM THE AUTOMATIC STAY**

AND NOW, this ____ day of _____, 2003, having considered the Motion of The Pictsweet Company (“Pictsweet”) for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) (the “Motion”); and having considered any response or objection thereto, and the argument of counsel, if any; and having found that due and sufficient notice of the Motion has been given; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that the Motion is granted and approved in its entirety; and it is further

ORDERED, that the automatic stay of 11 U.S.C. § 362(a) is modified to allow Pictsweet to immediately terminate the Hawaii Agreement¹.

Alternatively, it is ORDERED, that the date of the filing of the Motion shall serve and be deemed as the date on which written notice of Pictsweet’s desire and intent to terminate the Hawaii Agreement was provided to Fleming under paragraph 11 of the Contract such that Pictsweet is permitted to terminate the Hawaii Agreement on August 17, 2003; and it is further

ORDERED, that prior to the effective date of termination, the Debtor shall maintain an adequate stock of Pictsweet products and immediately provide Pictsweet with an updated fill-rate report and continue to provide Pictsweet with regular weekly fill-rate reports; and it is further

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, that prior to the effective date of termination, Pictsweet shall be entitled to use additional distributors; and it is further

ORDERED, that this Order is effective immediately and the ten (10) day stay under Federal Rule of Bankruptcy Procedure 4001(a)(3) is hereby waived.

Mary F. Walrath
United States Bankruptcy Judge