

EXHIBIT B

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

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

**ORDER ON STIPULATION REQUESTING APPROVAL OF: (I) HEARING DATE,
(II) DISCOVERY AGREEMENT, AND (III) RESPONSE DEADLINE**

Upon review and consideration of the Stipulation Requesting Approval of: (I) Hearing Date, (II) Discovery Agreement, and (III) Response Deadline (the "Stipulation") with regard to the Motion of Albertson's Inc. for an Order: (A) Lifting the Automatic Stay to Allow Albertson's, Inc. to Terminate the Facility Standby Agreements; or Alternatively (B) Compelling Fleming Companies, Inc. to Reject Such Agreement Immediately (the "Lift Stay Motion"), and the Court having jurisdiction to consider the Stipulation and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having determined that the relief requested in the Stipulation is in the best interests of the Debtors and their estates and other parties in interest; and sufficient cause appearing therefor;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. A final evidentiary hearing regarding the Lift Stay Motion will be held on August 13, 2003 at 1:00 p.m.
2. All other terms and conditions set forth in the Stipulation are approved.
3. The parties to the Stipulation hereby are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

4. This Court shall retain jurisdiction to interpret, implement, and enforce the provisions of this Order.

Dated: _____, 2003

The Honorable Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT 1

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

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

**STIPULATION REQUESTING APPROVAL OF: (I) HEARING DATE,
(II) DISCOVERY AGREEMENT, AND (III) RESPONSE DEADLINE**

WHEREAS, on June 12, 2003, Albertson's, Inc. ("Albertson's") filed the Motion of Albertson's Inc. to Shorten Notice Period and Approve the Form and Manner of Notice [Docket No. 1453] (the "Motion to Shorten") with regard to the Motion of Albertson's, Inc. for an Order: (A) Lifting the Automatic Stay to Allow Albertson's, Inc. to Terminate the Facility Standby Agreements; or Alternatively (B) Compelling Fleming Companies, Inc. to Reject Such Agreement Immediately (the "Lift Stay Motion");

WHEREAS, on June 13, 2003 [Docket No. 1586] the Court entered an order (the "Order") granting the Motion to Shorten and setting the Lift Stay Motion for hearing on June 25, 2003 at 2:00 p.m.;

WHEREAS, the Court held a preliminary hearing on the Lift Stay Motion on June 25, 2003, and subsequently established August 13, 2003 at 1:00 p.m. as the date the Court would hold a final evidentiary hearing on the Lift Stay Motion;

WHEREAS, the parties have agreed to a discovery schedule and a response deadline for Albertson's;

NOW THEREFORE, the above-captioned debtors and debtors in possession (collectively, the "Debtors") and Albertson's hereby stipulate and agree as follows:

1. A final evidentiary hearing on the Lift Stay Motion will be held on August

13, 2003 at 1:00 p.m. before the Honorable Mary F. Walrath.


2. The Debtors and Albertson's shall respond to any and all discovery requests within ten days of service of such discovery.

3. The Debtors and Albertson's will work to agree upon a list of parties to be deposed and the date, time and location of such depositions.

4. Albertson's shall have until August 8, 2003 to file a response to Debtors' objection to the Lift Stay Motion.

5. This Stipulation may be executed in several counterparts, each of which shall be an original, and all of which shall constitute one agreement.

6. This Stipulation will not be effective unless it is approved by the Court.



Daniel J. DeFranceschi (No. 2732)
Kimberly D. Newmarch (No. 4340)
RICHARDS LAYTON & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington, Delaware 19899
Telephone: (302) 651-7700
Facsimile: (302) 651-7701



Laura Davis Jones (No. 2436)
Ira D. Kharasch (CA No. 109084)
Scotta E. McFarland (No. 4184)
Christopher J. Lhulier (No. 3850)
PACHULSKI, STANG, ZIEHL, YOUNG,
JONES & WEINTRAUB P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

-and-

-and-

Richard A. Chesley (IL 6240877)
Paul E. Harner (IL 6276961)
Ray C. Schrock (IL 6257005)
JONES DAY
77 West Wacker Drive
Chicago, Illinois 60601
Telephone: (312) 782-3939
Facsimile: (312) 782-8585

Attorneys for Albertson's, Inc.

James H.M. Sprayregen, P.C. (ARDC No.
6190206)
Richard L. Wynne (CA No. 120349)
Geoffrey A. Richards (ARDC No. 6230120)
Shirley Cho (CA No. 192619)
Marjon Ghasemi (CA No. 211551)
KIRKLAND & ELLIS
777 South Figueroa Street
Los Angeles, CA 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500

Attorneys for the Debtors and Debtors in
Possession