

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

IN RE:)	Chapter 11
)	
FLEMING COMPANIES, INC., <u>et al.</u> ,)	Case No. 03-10945 (MFW)
)	
)	Jointly Administered
Debtors.)	

**ORDER GRANTING MARIGOLD FOODS, LLC RELIEF FROM THE
AUTOMATIC STAY TO PROVIDE NOTICE OF AND TO TERMINATE
SUPPLY AGREEMENT WITH RAINBOW FOOD GROUP, INC.**

Upon consideration of the *Motion of Marigold Foods, LLC for Relief from the Automatic Stay to Terminate Supply Agreement with Rainbow Food Group, Inc. or in the Alternative Compelling Immediate Assumption or Rejection of Supply Agreement* (the “Motion”), and any opposition thereto, and after notice and a hearing;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED; and
2. The automatic stay is hereby modified to the extent necessary to permit Marigold Foods, LLC (“Marigold”) to provide notice to Debtor Rainbow Food Group, Inc. (“Rainbow”), in accordance with paragraph 5 of the Supply Agreement (as defined in the Motion), of its intent to terminate the Supply Agreement and, absent Rainbow’s cure of any existing default or breach, to terminate the Supply Agreement without further relief from this Court;
3. The automatic stay is hereby modified to the extent necessary to permit Marigold to provide notice to Rainbow, in accordance with paragraph 2 of the Supply Agreement that the term of the Supply Agreement shall not be extended.

4. The requisite notices required by paragraphs 2 and 5 of the Supply Agreement are hereby deemed to have been given on August 15, 2003, the date of filing and service of the underlying Motion.

IT IS SO ORDERED this ___ day of _____, 2003.

The Honorable Mary F. Walrath
United States Bankruptcy Court Judge