

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)
§
§

**ORDER APPROVING STIPULATION AND SETTLEMENT AGREEMENT ON
ADMINISTRATIVE EXPENSE CLAIM OF RESOURCES FOR LIVING, LTD.**

This stipulation (the "Stipulation") is made by and between Resources for Living, Ltd. ("Resources") and the above-captioned debtors and debtors in possession (the "Debtors"), by and through their undersigned counsel. The parties hereby stipulate as follows:

WHEREAS, on April 1, 2003 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code; and

WHEREAS, by order entered on or about April 3, 2003, the Court consolidated the captioned proceedings for administrative purposes only; and

WHEREAS, Resources and one of the Debtors in the captioned proceeding entered into a certain agreement ("Pre-petition Agreement") for the provision of certain services; and

WHEREAS, Resources has continued to provide services to one or more of the Debtors pursuant to the Pre-petition Agreement; and

WHEREAS, on or about July 31, 2003, Resources filed a certain Motion of Resources for Living, Ltd. for Allowance and Payment of an Administrative Expense Claim and to Compel Assumption or Rejection of Executory Contract (the "Motion"); and

WHEREAS, Resources has requested in the Motion, among other things, that the Court grant Resources an administrative expense claim in an amount of no less than \$76,304.00 for post-petition services and direct that Fleming immediately pay such administrative expense; and

WHEREAS, the parties wish to resolve and compromise the various issues raised in the Motion.

NOW, THEREFORE, in consideration of the foregoing, Resources and Fleming each acting by and through its undersigned counsel, hereby stipulate and agree as follows:

1. The Debtors shall pay to Resources, within ten (10) days following entry of the order approving this Stipulation, the sum of \$52,000.00 in complete payment and satisfaction of all of the administrative expense claims that are or could have been asserted in the Motion.

2. Upon receipt of the payment specified under paragraph 1 above, the Motion shall be deemed withdrawn, with prejudice and on the merits, but without costs to any party and without prejudice to the right of Resources to (a) file a general unsecured claim for damages arising from the rejection of the Pre-petition Agreement and (b) seek allowance and payment of any administrative expense claim arising from and after the date of the Court's approval of this Stipulation.

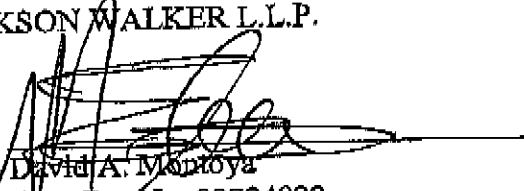
3. Upon this Court's approval of this Stipulation, Resources shall discontinue services to the Debtors, and the Pre-petition Agreement shall be deemed rejected.

4. This Stipulation shall be subject to approval by the Bankruptcy Court and Debtors' counsel agrees to promptly present this Stipulation to the Bankruptcy Court, which shall have exclusive jurisdiction to resolve any disputes arising out of or in connection with this Stipulation.

Respectfully submitted,

JACKSON WALKER L.L.P.

By:


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COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION

Signature page to Stipulation and
Settlement Agreement dated
August ____, 2003