

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

FLEMING COMPANIES, INC., *et al.*,

Debtors.

Chapter 11

Case No. 03-10945 (MFW)  
(Jointly Administered)

Related Docket Nos. 1817 and 1885

**STIPULATION RESOLVING OBJECTION OF BENT TREE SHOPPING CENTER,  
LTD. TO MOTION AUTHORIZING DEBTORS TO REJECT CERTAIN UNEXPIRED  
LEASES OF NON-RESIDENTIAL REAL PROPERTY (July 2, 2003 Motion)**

This stipulation (the "Stipulation") is made by and between Fleming Companies, Inc. and its related debtors and debtors-in-possession (collectively, the "Debtors" or "Fleming") and creditor Bent Tree Hills Shopping Center, Ltd. ("Bent Tree") by and through their undersigned counsel. The parties hereby stipulate as follows:

WHEREAS, Bent Tree owns, and Fleming leases from Bent Tree, certain real property located at 3419 Trinity Mills, Dallas, Texas, also known as the Rainbow Foods Store No. 388 ("Premises") pursuant to the Lease Between Richmar Foods, Inc. and Cypress/FC Dallas I, L.P., dated May 2, 2002 ("Lease");

WHEREAS, certain underground fuel storage tank systems, including all tanks and associated piping and mechanical equipment and any residual fuel contained therein ("USTs") are present at the Premises;

WHEREAS, on or about July 2, 2003, Debtors filed a Motion For Order Pursuant To Section 365(a) Of The Bankruptcy Code Authorizing The Debtors To Reject Certain Unexpired Leases Of Nonresidential Real Property (July 2, 2003 Motion), which requested authorization to reject the lease for the Premises, effective as of June 30, 2003;

WHEREAS, on or about July 10, 2003, Bent Tree filed a Response Of Creditor Bent Tree Shopping Center, Ltd. to such July 2, 2003 Motion, whereby Bent Tree objected to such Motion and sought an order requiring Debtors to remove the USTs from the Premises ("Objection");

WHEREAS, Fleming and Bent Tree desire to resolve the Objection and their respective claims, to the extent and manner set forth below, by entering into this Stipulation;

NOW THEREFORE, in consideration of the foregoing, and subject to Court approval, it is hereby STIPULATED AND AGREED BY AND BETWEEN THE DEBTORS AND BENT TREE THAT:

1. Effective as of the Lease rejection date, June 30, 2003, Bent Tree shall assume title to the USTs at the Premises and shall be the owner/operator of record with all associated rights and obligations with respect thereto;

2. Effective as of the Lease rejection date, June 30, 2003, Bent Tree shall assume full responsibility for all regulatory compliance obligations and other liabilities associated with the USTs at the Premises;

3. Without limiting the foregoing, within 30 days of the date hereof, Bent Tree agrees to and shall file the applicable registration notice with the appropriate Texas authorities registering itself as the owner and operator of the USTs at the Premises, and shall otherwise comply with all applicable requirements found in Title 30 of the Texas Administrative Code, Chapter 334;

4. Fleming agrees to and shall, within 14 days of the date hereof: (a) secure the pumps associated with the USTs with pad locks or other appropriate means, if necessary, and provide Bent Tree with the keys to any such pad locks that are installed by Fleming; and (b)

provide Bent Tree a description of the current status of any fuel remaining in the UST's, to the best of Fleming's knowledge based on existing information;

5. Bent Tree agrees to withdraw its Objection to the above referenced Motion of Debtors seeking to reject the Lease;

6. Except as otherwise provided herein, Bent Tree and Fleming agree to and shall waive and release each other from any and all claims with regard to all rights and obligations arising from or associated with the USTs at the Premises.

Dated: August 25th 2003

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