

## **EXHIBIT 1**

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>Fleming Companies, Inc., et al.,<sup>1</sup></b>	)	<b>Case No. 03-10945 (MFW)</b>
	)	<b>(Jointly Administered)</b>
	)	
<b>Debtors.</b>	)	

Objection Deadline: September 25, 2003 at 4:00 p.m. prevailing Eastern time  
Hearing Date: October 2, 2003 at 2:00 p.m. prevailing Eastern time

**NOTICE OF MOTION FOR ORDER ESTABLISHING AMOUNT  
OF ADEQUATE PROTECTION RESERVE PURSUANT TO THE SALE ORDER**

To: (a) the Office of the United States Trustee, (b) counsel to the Senior Secured Lenders, (c) counsel to the Indenture Trustees; (d) counsel to the Official Committee of Unsecured Creditors; (e) those persons who have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure and (f) counterparties to Facility Standby Agreements

The above-captioned debtors and debtors in possession (collectively, the "Debtors") have filed with the United States Bankruptcy Court for the District of Delaware the annexed Motion For Order Establishing Amount Of Adequate Protection Reserve Pursuant To The Sale Order (the "Motion").

Any objection or response to the relief requested in the Motion must be filed in writing with the United States Bankruptcy Court for the District of Delaware, Marine Midland

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<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

Plaza, 824 Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801 **no later than September 25, 2003.**

At the same time, you must also serve a copy of the objection or response upon:

(1) counsel to the Debtors, Kirkland & Ellis, 777 South Figueroa Street, Los Angeles, California 90017, Attn: Richard Wynne, Esquire and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esquire; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, Attn: Andrew P. DeNatale, Esquire and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, Attn: Scott D. Cousins, Esquire; (3) Office of the U. S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, Attn: Joseph McMahon, Esquire; and (4) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 1005, Attn: Dennis F. Dunne, Esquire, and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, Attn: I. William Cohen, Esquire, and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, Delaware, Attn: David M. Fournier, Esquire.

**A HEARING ON THE MOTION WILL BE HELD ON OCTOBER 2, 2003 AT 2:00 P.M. PREVAILING EASTERN TIME, BEFORE THE HONORABLE MARY F. WALRATH, UNITED STATES BANKRUPTCY COURT, MARINE MIDLAND PLAZA, 824 MARKET STREET, 6<sup>TH</sup> FLOOR, WILMINGTON, DE 19801. IF YOU FAIL TO RESPOND**

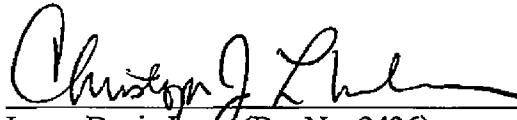
IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF  
DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: September 12, 2003

KIRKLAND & ELLIS LLP  
James H. M. Sprayregen, P.C. (ARDC No. 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
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Co-Counsel for the Debtors and Debtors in Possession

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

In re:	)	
	)	Chapter 11
Fleming Companies, Inc., et al., <sup>1</sup>	)	
	)	Case No. 03-10945 (MFW)
Debtors.	)	(Jointly Administered)
	)	
	)	Objections due by: September 25, 2003 at 4 p.m. EDT
	)	Hearing Date: October 2, 2003 at 2:00 p.m. EDT

**MOTION FOR ORDER ESTABLISHING AMOUNT OF ADEQUATE PROTECTION  
RESERVE PURSUANT TO THE SALE ORDER**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)<sup>2</sup> hereby move this Court for entry of an order establishing the amount of the required reserve pursuant to paragraph 6 of the Sale Order (the Motion”). In support of this Motion, the Debtors respectfully state as follows.

**Jurisdiction**

1. The Court has jurisdiction over the Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning given to such terms in the order approving the sale [Docket No. 3142] (the “Sale Order”).

3. The statutory predicates for the relief requested are 11 U.S.C. §§ 105(a), 364 and 365.

### **Background**

4. On April 1, 2003 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code and commenced the above-captioned Chapter 11 cases (the "Chapter 11 Cases"). The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. On April 14, 2003, the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in these Chapter 11 Cases.

5. On July 11, 2003, Fleming Companies, Inc., Fleming transportation Service, Inc., Piggly Wiggly Company, RFS Marketing services, Inc., Fleming International, Ltd., Fleming Foods of Texas, L.P. and Fleming Foods Management Co., LLC (the "Selling Debtors") filed their motion seeking, among other things, to sell substantially all of the assets relating to their wholesale distribution business (the "Sale Motion").<sup>3</sup>

6. The hearing on the Sale Motion lasted several days and, relevant to the instant Motion, arguments were raised with respect to the extinguishment and/or preservation of the setoff rights, if any, of counter-parties to the Debtors' facility stand-by agreements ("FSA's").

7. Eventually, after hearing arguments of the parties on these and other sale-related issues, the Court approved the Sale Motion.

8. On August 15<sup>th</sup> this Court entered the Sale Order.

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<sup>3</sup> The Sale Motion is Docket No. 1906.

## Argument

9. The relevant portion of paragraph 6 of the Sale Order (“Paragraph 6”) provides as follows:

“Upon the Initial Closing Date, Acquired Assets shall be sold free and clear of any Offset Right, if any. With respect to alleged Offset Rights of counterparties to FSAs or supply agreements who (i) have asserted or joined in a demand for adequate protection in a pleading (by memorandum of law or objection) filed or placed on the record by the end of the Sale Hearing, (ii) are counterparties to an FSA or supply agreement that is rejected, and (iii) are parties to a Promissory Note or Forgiveness Note that the Court determines is not an executory contract or an integrated part of an executory contract, such alleged Offset Right, if any, shall attach . . . to the Fixed Component of Purchase Price subject to the terms of this paragraph 6. . . .Based on the rights of the holder of such Offset Rights, if any, (i) in and to the Fixed Component of Purchase Price and (ii) against the Debtors’ accounts receivable, the Offset Rights shall be deemed adequately protected, to the extent necessary. No portion of the Fixed Component of the Purchase Price shall be distributed absent further order of this Court.”

Sale Order at pp. 14-15.

10. Those parties which the Debtors believe may have preserved their Offset Rights<sup>4</sup> under Paragraph 6 (the “FSA Objectors”) are listed on Exhibit A attached hereto. Exhibit A lists (a) the name of the objecting creditor and (b) the amount of the potential Offset Right of such creditor. The aggregate total of all potential Offset Rights (“the Maximum Dollar Value of Offset Rights”) is also included on Exhibit A.

11. The Fixed Component of the Purchase Price<sup>5</sup>, as provided in section 3.1(c) of the APA is \$75 million. Due to Paragraph 6, the Debtors’ lenders have required the Debtors

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<sup>4</sup> The Debtors, by this Motion, are not taking the position as to whether those parties listed on Exhibit A do or do not possess Setoff Rights against the Debtors (only that such parties may possess such rights) and therefore reserve all rights to argue that such parties are not entitled to any Setoff Rights in these cases.

<sup>5</sup> As provided in the Sale Order, reference must be made to the Asset Purchase Agreement among C&S Acquisition LLC as purchaser, C&S Wholesale Grocers, Inc., as parent, and Fleming Companies, Inc. and The  
(Continued...)

to reserve \$75 million against their use of cash collateral pending further order of this Court in order to satisfy the Debtors' obligations under Paragraph 6, if any, in the event that Offset Rights are determined to exist and are recoverable from the sale proceeds (the "Fixed Component Reserve").

12. As can readily be seen from Exhibit A, the amount of the Fixed Component Reserve exceeds the Maximum Dollar Value of Offset Rights by in excess of \$40 million causing, in effect, for the Fixed Component Reserve to be over-funded.

13. A ruling from this Court providing that the maximum Dollar Value of Offset Rights for purposes of Paragraph 6 of the Sale Order is as provided on Exhibit A, will allow the Debtors to reduce the amount of the Fixed Component Reserve.

14. A reduction of the Fixed Component Reserve will benefit the estates by increasing the Debtors' borrowing base and use of cash collateral under their DIP facility.<sup>6</sup>

15. Given that the maximum amount of any Offset Rights pursuant to Paragraph 6 are slightly less than \$ 35 million , allowing a reduction in the Fixed Component Reserve by \$ 40 million will provide the benefits to the estates described above without reducing any protection afforded to creditors in Paragraph 6 and should, therefore, be approved.

#### **Relief Requested**

16. The Debtors request the entry of an order providing that (a) the maximum Dollar Value of Offset Rights for purposes of Paragraph 6 of the Sale Order is as provided on

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Other Entities Defined Herein, as sellers dated as of July 7, 2003 (the "APA") for the definition of the Fixed Component of the Sale Price.

<sup>6</sup> An increased borrowing base would provide availability for the Debtors under their DIP facility to, among other things and as appropriate, fund certain operating capital requirements of Coremark, fund certain expenses of the estates and also provide the necessary funding to pursue collection of other significant assets of the estates such as the collection of accounts receivable, preferences and vendor deductions - assets which are expected to have significant value to the estates but the pursuit of which will require an expenditure of funds by the Debtors.



Exhibit A and (b) that upon the Debtors' settlement with any creditor listed on Exhibit A which settlement provides for the extinguishment of all Setoff Rights, that the amount of the Fixed Component Reserve may be reduced by the amount of the maximum potential Offset Rights of such creditor listed on Exhibit A without further order of the court.

**Basis for Relief Requested**

17. The Sale Order provides that the Fixed Component of the Purchase Price is property of the Debtors, to the extent that no valid Offset Rights attach. As is evidenced in Exhibit A, the maximum value of valid Offset Rights is slightly less than \$35 million. Therefore, there is no adequate-protection-based need to include the additional \$40 million in the Fixed Component Reserve. A continued requirement to hold such funds in the Fixed Component Reserve will provide no additional benefit to creditors and will prevent the Debtors (and their estates and creditor constituencies) from realizing the benefits discussed above.

**Notice**

18. Notice of this Motion has been given to (a) the Office of the United States Trustee, (b) counsel for the Creditors' Committee, (c) counsel for the Debtors' postpetition lenders, (d) all counterparts to the Debtors' FSA's, and (e) those parties who requested notice in these Chapter 11 Cases pursuant to Fed. R. Bankr. P. 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is required.

**WHEREFORE**, the Debtors respectfully request that the Court enter an order, in the form attached hereto, and grant such further relief as this Court deems appropriate.

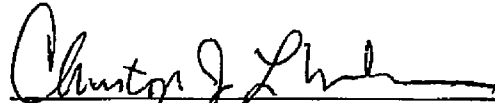
Dated: September 12, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP  
James H.M. Sprayregen, P.C. (ARDC No. 6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Geoffrey A. Richards (ARDC No. 6230120)  
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Co-Counsel for the Debtors and Debtors in Possession

**EXHIBIT A**

CREDITOR NAME	NAME ON RESPONSE	Promissory Note Balance	Forfeiture Note Balance	Total
Addon's Supermarket, Inc.	Addon's Supermarkets, Inc.	2,191,641		2,191,641
Ayers Enterprises, LLC dba Post Allegany Jubilee	Jubilee Group	291,098		291,098
Big Star of Mary, Inc.	Big Star	215,822		215,822
Bogatus Foods, LLC (P.W. Bogatus)	BR Foods LLC and Bogatus Foods, LLC	-	226,617	226,617
Bowman, Inc.	Shellie Curtis, Inc.		-	-
BR Foods, LLC	BR Foods LLC and Bogatus Foods, LLC	347,777	-	347,777
CJC Groceries, Inc.	CJC Groceries dba Mamma's Market	-	-	-
Dale's Food Store, Inc.	Dale's Food Store dba Piggly Wiggly	-	39,231	39,231
Dillon Companies, Inc.	Dillon Companies		-	-
EW James & Sons, Inc.	E.W. James & Sons, Inc.		50,506	50,506
Farnsworth, Inc.	Farnsworth, Inc.	125,152		125,152
Five Rivers Food Group, Inc.	Five Rivers Food Group		-	-
Food Giant of Paducah, Inc.	Food Giant, Inc.		7,566,190	7,566,190
Food Giant Supermarkets of Arkansas, Inc.	Food Giant, Inc.	-	-	-
Food Giant Supermarkets of Arkansas, Inc.	Food Giant, Inc.	-	-	-
Food Giant Supermarkets of Arkansas, Inc.	Food Giant, Inc.	-	-	-
Food Giant Supermarkets, Inc.	Food Giant, Inc.	-	-	-
Fox Valley Grocers, Inc.	DRR, LLC		-	-
Foxridge Health care, Inc.	Foxridge Healthcare, Inc.		-	-
Foxridge Health care, Inc.	Foxridge Healthcare, Inc.		-	-
Fresh N Savv of Corran, Inc.	Best Yet Market		207,692	207,692
Fresh N Savv of Corran, Inc.	Best Yet Market		-	-
FS Kids, LLC dba Budweys Food Market	Jubilee Group		-	-
GLN, Inc.	GLN, Inc.		4,484,342	4,484,342
H.N.A., Inc.	H.N.A. Inc.	52,366		52,366
Hegenberth & Sons I, LLC	Hegenberth Wisconsin Dealerships		194,536	194,536
Hegenberth & Sons II, LLC	Hegenberth Wisconsin Dealerships		-	-
Hegenberth & Sons III, LLC	Hegenberth Wisconsin Dealerships		-	-
Hamtown Grocery, Inc.	Hamtown Grocery of Athens, Inc.	155,810		155,810
Hamtown Grocery, Inc.	Hamtown Grocery of Athens, Inc.	229,182		229,182
Hamtown Grocery, Inc.	Hamtown Grocery of Athens, Inc.	-		-
Hamtown Market of Hartselle	Hamtown Market of Hartselle	459,612		459,612
JB Sullivan, Inc.	J.B. Sullivan, Inc.		-	-
JHJ, Inc.	JHJ, Inc., The Enterprises, LLC, The Enterprises, LLC	816,917		816,917
J&T Partnership	MAL Enterprises		-	-
K3RD, Inc.	K3RD, Inc. Corp.	3,206		3,206
K3RD, Inc.	K3RD, Inc. Corp.	-		-
Kayo Retail Group, Inc.	Kayo Retail Group, Inc.		-	-
Kimball's Super Foods	Kimball's Super Foods		29,769	29,769
Kronos Foods, Inc.	Kronos Foods, Inc.		267,692	267,692
L&K Foods, LLC	L&K Foods, LLC		99,099	99,099
L&L Food Center, Inc.	L&L Food Center and Levandowski, LLC		-	-
Lakeside Foods of Dahuh, Inc.	Lakeside Foods of Dahuh		-	-
Madison Foods, Inc.	Madison Foods	1,962,242		1,962,242

MAL Enterprises, Inc.	MAL Enterprises	4,577,107	41,539	4,618,645
Marktest, Inc.	Skogen's Wisconsin Dealerships			-
Marsomun, Inc.	Piggly Wiggly Kinder/Markville/Kaplan		74,058	74,058
Meaards (4C), Inc.	Meaards	165,741		165,741
Meaards, Inc.	Meaards			-
Millennium Operations II, Inc.	Millennium Operations, Inc.			-
Millennium Operations, Inc.	Millennium Operations, Inc.			-
Millennium Operations, Inc.	Millennium Operations, Inc.			-
Miner, Inc.	Miner's Incorporated ("Super One Foods")			-
Penn Mart Supermarkets, Inc.	Penn Mart Supermarkets, Inc.		351,975	351,975
Penn Mart Supermarkets, Inc.	Penn Mart Supermarkets, Inc.			-
Penn Supermarkets, LLC	Penn Supermarkets, LLC			-
Piggly Wiggly District, Inc.	Food Giant, Inc.			-
Piggly Wiggly Mid-South, Inc.	Food Giant, Inc.			-
Pine City Foods, Inc.	Pine City Foods	315,315		315,315
Ponchartraine Fresh Foods, LLC	Ponchartraine Fresh Foods, LLC		153,750	153,750
Price Chopper Foods, LLC	Price Chopper Foods, LLC	438,093		438,093
Produce Market, Inc.	Best Yet Market			-
Produce Warehouse of Carle Place, Inc.	Best Yet Market		46,875	46,875
Produce Warehouse of Riverhead, Inc.	Best Yet Market			-
Provenzano, LLC	Provenzano's, L.L.C.			-
RJ Turner & Sons, Inc.	R.J. Turner & Sons			-
RJ Turner & Sons, Inc.	R.J. Turner & Sons			-
Scazio's Peter TWP Foods, LLC	Scazio's	933,391		933,391
Scazio's Westford Foods, LLC	Scazio's	1,639,241		1,639,241
Seutter Food Corporation	Seutter Food Corporation			-
Salmco, Inc.	Salmco, Inc.	1,453,747		1,453,747
Salmco, Inc.	Salmco, Inc.	1,278,784		1,278,784
Something More, LLC	Something More LLC	275,799		275,799
Stepherson, Inc.	Stepherson's Inc.		534,070	534,070
Stepherson, Inc.	Stepherson's Inc.			-
T&K Foods, LLC	T&K Foods, LLC	720,000		720,000
T&K Foods, LLC	T&K Foods, LLC			-
T&K Foods, LLC	T&K Foods, LLC			-
T&K Foods, LLC	T&K Foods, LLC			-
T&K Foods, LLC	T&K Foods, LLC			-
T&K Foods, LLC	T&K Foods, LLC			-
T&K Foods, LLC	T&K Foods, LLC			-
Theodoris, Inc.	Theodoris, Inc.			-
THG Enterprises, LLC	J-H-J, Inc., The Enterprises, LLC, The Enterprises, LLC	337,275	138,901	138,901
Thurston, Inc.	Skogen's Wisconsin Dealerships			337,275
Transbill, Inc.	Transbill			-
V&K Foods, Inc.	Vinson Foods, Inc.			-
Village Plaza Foods, LLC dba Village Plaza TGA	Jubilee Group	417,212		417,212
Vinson Foods, Inc.	Vinson Foods, Inc.			-
W.H. Koch Company, Inc.	W.H. Koch Company, Inc.	212,397		212,397
Waukegan Grocery Company	Jubilee Group	145,243		145,243
West Valley Food Corporation	Davis/Burkett Food Corporation d/b/s/ Davis Jubilee			-
WK Corporation	WK Corporation		191,906	191,906
	Total:	19,780,169	14,698,748	34,478,917

This list is net of those PSA's that have been cured or a settlement has been reached.

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

In re:	)	
	)	Chapter 11
Fleming Companies, Inc., et al., <sup>7</sup>	)	
	)	Case No. 03-10945 (MFW)
Debtors.	)	(Jointly Administered)
	)	
	)	

**ORDER ESTABLISHING AMOUNT OF ADEQUATE PROTECTION RESERVE  
PURSUANT TO THE SALE ORDER**

Upon the Motion<sup>8</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order Establishing Amount of Adequate Protection Reserve Pursuant to the Sale Order; and the Court having reviewed the Motion and any responses thereto; and sufficient cause appearing therefor; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 158(a); and after due deliberation and cause appearing therefor; it is hereby ORDERED that:

19. The Motion is granted.

20. The maximum dollar value of Offset Rights for purposes of Paragraph 6 of the Sale Order is as provided on Exhibit A to the Motion.

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<sup>7</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

<sup>8</sup> Capitalized terms used but not defined herein are as defined in the Motion.

21. Upon the Debtors' settlement with any creditor listed on Exhibit A to the Motion which settlement provides for the extinguishment of all Setoff Rights, the Fixed Component Reserve may be reduced by the amount of the maximum potential Offset Rights of such creditor listed on Exhibit A to the Motion without further order of the Court.

22. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

23. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

24. All time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure.

Wilmington, Delaware

Dated: \_\_\_\_\_

\_\_\_\_\_  
United States Bankruptcy Judge