IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
FLEMING COMPANIES, INC., et. al.,[3]	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	
	)	

ORDER APPROVING COMPROMISE AND SETTLEMENT
BY AND BETWEEN FLEMING COMPANIES AND GORTON'S, INC.

Upon consideration of the motion (the "Motion")[4] of the captioned debtors and debtors in possession (the "Debtors") for entry of an order (the "Order"), pursuant to section 105(a) of the Bankruptcy Code and Fed. R. Bankr. P. 9019(a), approving the Settlement Agreement by and between the Debtors and Gorton's, Inc. ("Gorton's"); it appearing that the relief requested is in the best interest of the Debtors' estates, and may be authorized pursuant to section 105(a) of the Bankruptcy Code and Fed. R. Bankr. P. 9019(a); it appearing that notice is proper and that no further notice of the relief requested in the Motion is required; and after due deliberation; and sufficient cause appearing therefore; it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Settlement Agreement attached to the Motion as Exhibit A

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[3] 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.; Favor Concepts, Ltd.; Fleming Foods Management Co., O.K., Fleeting Foods of Texas, L.P.; Fleeting 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. (collectively, the "Debtors").

[4] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

is approved and the Debtors are authorized to enter into the Settlement Agreement; and it is further

ORDERED, that this Court retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

Dated: Oct 2, 2003

Mary F. Walrath
United States Bankruptcy Judge