

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
Fleming Companies, Inc., *et al.*,<sup>2</sup> ) Case No. 03-10945 (MFW)  
 ) (Jointly Administered)  
Debtors. )  
 )

**ORDER APPROVING SETTLEMENT IN CONNECTION  
WITH TERMINATION OF FACILITY STANDBY AGREEMENT**

Upon the Motion<sup>3</sup> of the above captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order pursuant to Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure and Section 363 of Title 11 of the United States Code (the “Bankruptcy Code”), and approving a settlement in connection with Termination of Facility Standby Agreement; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that the relief requested by the Motion is warranted and in the best interests of the Debtors and their respective estates; and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted; and it is further

---

<sup>2</sup> The Debtors are the following entities: Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, 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>3</sup> All capitalized terms used in this Order have the meaning given to them in the Motion unless otherwise provided in this Order.

ORDERED that Termination of Facility Standby Agreement attached hereto as Exhibit A is approved; and it is further

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

Dated: \_\_\_\_\_, 2003

\_\_\_\_\_  
The Honorable Mary F. Walrath