

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)
	)	(Jointly Administered)
Debtors.	)	<b>Related to Docket No. 2489</b>
	)	

**ORDER APPROVING FOURTH STIPULATION BETWEEN THE DEBTORS AND  
MOVANT LARRY'S FOOD, INC. CONTINUING THE HEARING DATE AND  
DEBTORS' FILING DEADLINE ON MOVANTS' MOTION FOR RELIEF FROM  
AUTOMATIC STAY, OR IN THE ALTERNATIVE TO COMPEL REJECTION OF  
CERTAIN EXECUTORY CONTRACTS**

The Court, having considered the Fourth Stipulation between the Debtors and Movant Larry's Foods, Inc. Continuing the Hearing Date and Debtors' Filing Deadline on Movant's Motion for Relief from Automatic Stay, or in the Alternative Compel Rejection of Certain Executory Contracts (the "Fourth Stipulation"), a copy of which is attached hereto; and good cause appearing therefore,

IT IS HEREBY ORDERED that the Fourth Stipulation, and all of the terms of the Stipulation, are approved and ordered to have the force as an order of this Court.

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

\_\_\_\_\_  
THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY COURT JUDGE

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
FLEMING COMPANIES, INC., <i>et al.</i> <sup>1</sup>	)	Case No. 03-0945 (MFW)
Debtors.	)	(Jointly Administered)
	)	
	)	
	)	

**FOURTH STIPULATION BETWEEN THE DEBTORS AND MOVANT  
LARRY'S FOODS, INC. CONTINUING THE HEARING DATE AND  
DEBTORS' FILING DEADLINE ON MOVANTS' MOTION FOR RELIEF  
FROM AUTOMATIC STAY, OR IN THE ALTERNATIVE TO COMPEL  
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

The above-captioned debtors and debtors in possession (collectively, the "Debtors" or "Fleming") and Larry's Food, Inc. ("Movant"), by and through their undersigned counsel of record, hereby stipulate and agree as follows with respect to the Motion ("Motion") of the Movant for Relief from the Automatic Stay, or, in the Alternative, to Compel Rejection of Certain Executory Contracts and Brief in Support Thereof [Docket # 2194]:

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<sup>1</sup> The "Debtors" are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCD Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; CIM Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., LLC.; Fleming Foods of Texas, LP.; 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.

## BACKGROUND

A. On April 1, 2003, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in this Court.

B. Movant owns and operates a full service grocery store in Mustang, Oklahoma. For several years, Movant has used Fleming as their primary grocery store wholesaler pursuant to various agreements between the parties.

C. On July 25, 2003, Movant filed the Motion.

D. The hearing on the Motion was originally set for August 19, 2003. Debtors' deadline to file its objection was originally set for August 12, 2003.

E. The parties agreed in stipulations of August 8, 2003, August 28 and September 30 to extend discovery, the objection and the hearing date.

F. The parties now wish to further continue the hearing date and Debtors' filing deadline for filing this matter. By doing so, the parties intend to allow time for reasonable discovery and for settlement discussions in light of the recent sale to C&S.

NOW THEREFORE, intending to be legally bound, the parties hereby stipulate and agree as follows:

1. The Debtors and Movant agree to set the motion for hearing on February 4, 2004, or as soon thereafter as the Court can accommodate the parties.
2. The Debtors and Movant agree that the time to file Debtors' objection shall be January 28, 2004.
3. The Debtors and Movant agree to set the discovery cut-off deadline for written discovery for January 2, 2004.
4. The Debtors and Movant agree that the identities of witnesses who will testify at trial, discovery responses, responsive documents, and a privilege log (if applicable) shall be exchanged no later than January 13, 2003.


5. The Debtors and the Movant agree that they shall make their affirmative witnesses and other employees requested by the other side reasonably available for deposition between January 16 and January 23, 2004.

6. This Stipulation sets forth the entire agreement between the parties with respect to the Deadline and fully supercedes any and all prior agreements and understandings, written or oral, between the parties pertaining to the subject matter hereof. This Stipulation may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together constitute one and the same instrument. The parties agree that facsimile signatures shall be acceptable and binding as if original signatures.

Dated: November ~~21~~<sup>24</sup> 2003

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Dated: November \_\_, 2003

  
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