

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
Fleming Companies, Inc., <u>et al.</u> , ⁴) Case No. 03-10945 (MFW)
) (Jointly Administered)
)
Debtors.) [Related to Docket No. ____]
)

**ORDER GRANTING DEBTORS' MOTION PURSUANT TO 11 U.S.C. § 105(A) AND
FED. R. BANKR. P. 9019 FOR COURT APPROVAL OF SETTLEMENT AGREEMENT
WITH SAVE MART SUPERMARKETS AND C&S ACQUISITION LLC**

Upon consideration of the motion (the "Motion")⁵ of the captioned debtors and debtors in possession (the "Debtors") for an order pursuant to 11 U.S.C. §§ 105(a) and Fed. R. Bankr. P. 9019(b), for approval of a settlement (the "Settlement") with Save Mart Supermarkets (the "Settling Party"), and C&S Acquisition LLC ("Purchaser") (collectively, the "Parties"), regarding the Settlement of claims among the Parties; it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. § 1334 and that this matter is a core matter pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors and their creditors; and it appearing that due notice of the Motion has been given, and that no further notice need be given; and sufficient cause appearing therefore;

⁴ 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.

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized to enter into the Settlement Agreement.
3. The Settlement Agreement is hereby approved.
4. The Debtors are authorized to execute and deliver any documents or other instruments that may be reasonably necessary to consummate the resolution contemplated by the Settlement Agreement.
5. This Court retains jurisdiction (i) to interpret, implement and enforce the terms and provisions of the Settlement Agreement, and (ii) to interpret, implement and enforce the provisions of this Order.

Dated: _____, 2004

The Honorable Mary F. Walrath
United States Bankruptcy Judge