IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	
FLEMING COMPANIES, INC., *et al.*[1]	Chapter 11
Debtors.	Case No. 03-10945 (MFW)
FLEMING COMPANIES, INC.,	(Jointly Administered)
Plaintiff,	Adv. No. 03-60186 (MFW)
vs.	
RLI INSURANCE COMPANY,	
Defendant.	

ORDER GRANTING DEBTORS' MOTION PURSUANT TO 11 U.S.C. §105(a) AND FED. R. BANKR. P. 9019 FOR APPROVAL OF COMPROMISE WITH RLI INSURANCE COMPANY

Upon consideration of the Debtors' Motion Pursuant To 11 U.S.C. § 105(a) And Fed. R. Bankr. P. 9019 For Approval Of Compromise With RLI Insurance Company (the "Motion"), the Court having found and concluded that it has jurisdiction over the Motion under 28 U.S.C. §§ 157(a) and 1334, that this is a core proceeding under § 157(b)(2)(A), (F) and (O), that adequate and sufficient notice of the Motion was provided, and that the relief requested in the Motion is in the best interests of the estates and their creditors, and good cause appearing:

1 The "Debtors" are the following entities: Core-Mark International, Inc.; Plaintiff 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.; Plaintiff Foods Management Co., LLC.; Plaintiff Foods of Texas, LP.; Plaintiff International, Ltd.; Plaintiff Supermarkets of Florida, Inc.; Plaintiff 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.

IT IS HEREBY ORDERED:

1. The Motion is granted.

2. The Settlement and Mutual Release Agreement (the "Settlement Agreement") between the Debtors and RLI Insurance Company ("RLI"), a true and correct copy of which is attached to the Motion, is approved and the Debtors are authorized to enter into the Settlement Agreement with RLI.

3. The Court retains jurisdiction to hear and determine all matters arising out of or concerning the interpretation, implementation and/or enforcement of the Settlement Agreement.

Dated: January ___, 2004

The Honorable Mary J. Walrath
Chief United States Bankruptcy Judge