

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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

**ORDER GRANTING MOTION OF AWG ACQUISITION, LLC
AND ASSOCIATED WHOLESALE GROCERS, INC. TO
COMPEL PRODUCTION OF DOCUMENTS AND
INFORMATION BY GLN, INC. AND KIMBALL'S SUPER FOODS**

This matter comes before the Court pursuant to the Motion of AWG Acquisition, LLC and Associated Wholesale Grocers, Inc. to Compel Production of Documents and Information by GLN, Inc. and Kimball's Super Foods, filed January 14, 2004. The Court, having read the briefs and heard arguments of counsel, grants the motion and issues the following ORDERS:

1. GLN, Inc. and Kimball's Super Foods shall immediately produce all requested documents and information regarding sales, profits, costs and losses for stores previously supplied by Fleming, as more specifically identified and requested in the discovery requests which were jointly served by the Debtors, AWG Acquisition, LLC, Associated Wholesale Grocers, Inc., C&S Wholesale Grocers, Inc., and C&S Acquisition, LLC on or about November 7, 2003;
2. AWG Acquisition, LLC and Associated Wholesale Grocers, Inc. shall be prohibited from disclosing any documents and information produced by GLN, Inc. and/or Kimball's Super Foods and marked "confidential" to any person involved in the management and operation of Homeland[®] grocery stores;

3. AWG Acquisition, LLC and Associated Wholesale Grocers, Inc. shall be prohibited from disclosing any documents and information produced by GLN and/or Kimball's and marked "confidential" to any other person unless (a) AWG Acquisition, LLC or Associated Wholesale Grocers, Inc. reasonably believes such person can assist in the present litigation involving GLN, Inc. and Kimball's Super Foods; and (b) such person agrees not to disclose such documents and information to any person involved in the management and operation of Homeland[®] stores; and

4. The parties shall schedule all remaining depositions in this matter within one week after GLN, Inc. and Kimball's Super Foods produce the requested information and documents.

IT IS SO ORDERED this _____ day of January, 2004.

HONORABLE MARY J. WALRATH, CHIEF JUDGE
UNITED STATES BANKRUPTCY COURT