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U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

May 23, 2003

To: The Honorable Judge Mary F. Walrath

Concerning: Fleming Foods Retail Store Sites in Utah & Arizona Case number 03-10945

I plead for your indulgence in consideration of the recent protracted effort made by myself in procuring from Fleming the opportunity to purchase and operate 9 of their retail sites.

To be brief, since November of this year I have been in negotiations with Fleming through Food Partners to purchase these sites inventory and equipment with the intent of making them the successful retail grocery stores they have every potential of being. I have the backing of some fine individuals who have been willing to support me with the use of properties they own as collateral in this venture. Unfortunately, though Fleming has been either incapable or unwilling or both to provide the information which would satisfy the expectations of our lender until only a few weeks back. Now we have some information that should prove adequate but no window of time to work in which to complete this effort. As well, due to the current turmoil, we can get no answers to questions to even have a sure footing from which to proceed which would bring comfort to our lender that this is even doable.

A moment more please, I am not myself any more than the common working man, having been in the grocery industry since 1976, the last ten years with Fleming. As Fleming sought to slow it's decline my position was eliminated in November of 2002. My impetus in acquiring the stores is the hope that somehow I might be able to preserve the jobs and livelihoods of my friends and acquaintances, by revitalizing these neglected stores. Additionally, I want to do something that has the potential to impact and benefit the lives of many people in ways that brings a sense of stability and hope.

I do not know the laws or what power you can wield in this instance. But, I have worked on this too long, and too hard, and put out too much blood, sweat, and tears hoping, against the odds perhaps, that somehow this could come together. People from the stores are emailing me daily wanting to know if this is going to come together, what should they do, what will they do if this effort fails. I remain positive that this can happen.

To close, I have the skills and a great crew of people to help me make this work. I have the heart and the desire, and I believe the resources, to fashion a deal that can buy these stores from their bankrupt condition. I have other grocery wholesalers who are ready and willing to supply these stores. Two things I lack; the ability to quit even when things aren't looking very hopeful and the means of slowing down this fast moving train, to complete this effort. I look to you to determine if there is any possibility to make this happen. I realize I may be outside of the rules of proper interaction with your Honor, but I must make the effort.

Four weeks and a note from the court which would bring comfort to our lender that the equipment will not be sold and the leases will not be rejected would, I believe, be sufficient to make this work. Also, a definitive point person to work through, instead of the many "cooks in the kitchen" we have been dealing with. I will instruct my attorney as per any instructions you would offer if there does indeed exist a venue for this inquiry.

Regardless, thank you at least for reading this request. If it is outside the bounds of propriety, I apologize, and hope you understand, there are too many people at these stores looking for somewhere to place their hope for me not to try. I will fax a copy of this letter as well as mail a copy in the event one or the other is missed.

Sincerely, and thank you,

Brock Lenox
1-801-444-9220
2269 North 2100 East
Layton Utah 84040

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