

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

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

**NOTICE OF MOTION FOR ORDER TO COMPEL COMPLIANCE WITH SECTION
365(d)(3) OF THE BANKRUPTCY CODE AND THE COURT'S ORDERS**

PLEASE TAKE NOTICE that on July 9, 2003, DEC Investments, LLC, and Shield Investment Company by and through its undersigned attorneys, did file an Emergency Motion for an Order to Compel the Debtors' Compliance with Section 365(d)(3) of the Bankruptcy Code and the Court's Orders (the "Motion") with the Court.

PLEASE TAKE FURTHER NOTICE that a hearing on this Motion will be held on July 17, 2003 at 3:00 p.m.

PLEASE TAKE FURTHER NOTICE THAT You are required to file a response to the attached Motion on or before July 14, 2003 at 4:00 p.m.

At the same time, you must also serve a copy of the response upon Movant's attorney:

Selinda A. Melnik, Esquire
Buchanan Ingersoll Professional Corporation
1201 North Market Street, Suite 1501
Wilmington, DE 19801

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER

NOTICE OR HEARING.

Dated: July 9, 2003

BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION

By: /s/ Selinda A. Melnik
Selinda A. Melnik, Esquire (No. 4183)
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