

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

In re:) **Chapter 11**
)
FLEMING COMPANIES, INC., et al.) **Case No. 03-10945 (MFW)**
)
Debtor.) **Objections Due: August 12, 2003 @ 4:00 p.m.**
) **Hearing Date: August 19, 2003 @ 11:30 a.m.**

NOTICE OF MOTION

TO: Counsel to the Debtors and Debtors-in-Possession
Counsel to the Official Committee of Unsecured Creditors
Counsel to the Postpetition Lenders
United States Trustee
All parties requesting notice

Sherwood Food Distributors (“Movant”) has filed the attached Motion for an Order (A) Allowing Recoupment; and/or (B) Modifying the Automatic Stay to Allow Setoff of Mutual Debts (the “Motion”).

You are required to file a response to the Motion on or before **4:00 p.m. on August 12, 2003**.

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

Mark E. Felger, Esquire
Cozen O’Connor
Chase Manhattan Centre, Suite 1400
1201 N. Market Street
Wilmington, DE 19801-1147
Telephone (302) 295-2000
Facsimile (302) 295-2013

IF OBJECTIONS ARE FILED, A HEARING ON THE MOTION WILL BE HELD ON AUGUST 19, 2003 AT 11:30 A.M.

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.

July 28, 2003

/s/ Mark E. Felger

Mark E. Felger
Counsel for Movant