

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

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In re:	:	
	:	CHAPTER 11
FLEMING COMPANIES, INC., <u>et al.</u> , <sup>1</sup>	:	
	:	CASE NO. 03-10945 (MFW)
Debtors.	:	
	:	Hearing Date: August 19, 2003 at 11:30 a.m. (EST)
	:	Objection Deadline: August 12, 2003 at 4:00 p.m. (EST)

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**NOTICE OF MOTION OF JAMES E. SPENSER, NEWCASTLE GROCERY, L.L.C.  
AND BLANCHARD GROCERY, L.L.C. FOR RELIEF FROM THE AUTOMATIC  
STAY, OR IN THE ALTERNATIVE, TO COMPEL REJECTION OF CERTAIN  
EXECUTORY CONTRACTS AND BRIEF IN SUPPORT THEREOF**

To: All Entities Identified on the Attached Service List

James E. Spencer, Newcastle Grocery, L.L.C., and Blanchard Grocery, L.L.C. have filed a Motion for Relief from Stay (the "Motion") seeking an Order modifying the automatic stay pursuant to 11 U.S.C. §362(d) to permit Movants to terminate a certain facility standby agreement based upon certain incurable defaults by debtor Fleming Companies, Inc. *et al.*

HEARING ON THE MOTION WILL BE HELD ON **August 19, 2003, at 11:30 a.m. (Eastern)** at the United States Bankruptcy Court For the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, before the Honorable Mary F. Walrath, United States Bankruptcy Judge.

You are required to file a response (and the supporting documentation required by Local Rule 4001-1(d)) to the attached motion **by August 12, 2003 at 4:00 p.m. (Eastern)**.

At the same time, you must also serve a copy of the responses upon the movants' attorneys:

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<sup>1</sup> The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc. ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc. Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming 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.

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(302) 252-4465

The hearing date specified above may be a preliminary hearing or may be consolidated with the final hearing, as determined by the Court.

The attorneys for the parties shall confer with respect to the issues raised by the motion in advance for the purpose of determining whether a consent judgment may be entered and/or for the purpose of stipulating to relevant facts.

Dated: July 28, 2003

BALLARD SPAHR ANDREWS & INGERSOLL, LLP

By: /s/ William M. Kelleher  
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and

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ATTORNEYS FOR MOVANTS

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	:	

**CERTIFICATE OF SERVICE**

I, William M. Kelleher, Esquire, certify that on this 28<sup>th</sup> day of July, 2003, I caused a true and correct copy of the Motion for Relief From the Automatic Stay, or in the Alternative, to Compel Rejection Certain Executory Contracts and Brief in Support Thereof to be served on the attached service list in the manner indicated.

BALLARD SPAHR ANDREWS &  
INGERSOLL, LLP

By: /s/ William M. Kelleher  
William M. Kelleher (No. 3961)