

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
)
Fleming Companies, Inc., et al.,¹) Case No. 03-10945 (MFW)
) (Jointly Administered)
Debtors.)

Proposed Objection Deadline: September 4, 2003 at the Hearing
Proposed Hearing Date: September 4, 2003 at 2:00 p.m. prevailing Eastern time

**MOTION TO SHORTEN NOTICE PERIOD WITH RESPECT TO EMERGENCY
MOTION FOR MODIFICATION OF MOTION FOR ORDER PURSUANT TO
SECTION 365(A) OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO
REJECT CERTAIN UNEXPIRED LEASES IN CONNECTION WITH SALE ORDER
(WITHDRAWAL OF CERTAIN LEASES)**

Fleming Companies, Inc., one of the above-captioned debtors and debtors in possession (the “Debtors”) hereby move the Court pursuant to Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Del. Bankr. LR 9004-1(e), and § 105 of title 11 of the United States Code for an Order shortening the notice period under Bankruptcy Rule 2002(a)(2), with respect to the “Emergency Motion For Modification Of Motion For Order Pursuant To Section 365(A) Of The Bankruptcy Code Authorizing The Debtors To Reject Certain Unexpired Leases Of Nonresidential Real Property in connection with Sale Order (Withdrawal of Certain Leases)” (the “Modification Motion”).

¹ The Debtors are the following entities: 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., L.L.C.; 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.

Del. Bankr. LR 9006-1(c) provides that unless the Federal Rules of Bankruptcy Procedure or the Local Rules state otherwise, "all motion papers shall be filed and served in accordance with Local Rule 2002-1(b) at least fifteen (15) days (eighteen (18) days if service is by mail) prior to the hearing date." Del. Bankr. LR 9006-1(e) provides in pertinent part that "no motion will be scheduled on less notice than required by these Rules or the Fed. R. Bankr. P. except by Order of the Court, on written motion . . . specifying the exigencies justifying shortened notice."

The Debtors are seeking shortened notice for the Modification Motion because 1) the Modification Motion relates to the Motion For Order Pursuant To Section 365(A) Of The Bankruptcy Code Authorizing The Debtors To Reject Certain Unexpired Leases Of Nonresidential Real Property in connection with Sale Order, which is scheduled to be heard on September 2, 2003 at 2:00 p.m. and 2) hearing the Modification Motion on shortened notice will not otherwise prejudice the rights of parties in interest.

The Debtors therefore seek an order from this Court approving the form, manner and sufficiency of the notice, attached hereto, proposed by the Debtors which provides that objections, if any, to the Modification Motion must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, and served so as to be received by the undersigned counsel by no later than **September 2, at the Hearing**, and provides that a hearing on the Modification Motion will be held on **September 2, 2003 at 2:00 p.m. prevailing Eastern Time.**

Given the nature of the relief requested in the Modification Motion, the Debtors respectfully submit that the notice period described above is sufficient to provide parties in interest an opportunity to review and, if necessary, respond to the Modification Motion. The Debtors submit that shortening the time to respond to the Modification Motion is in the best interest of the estates and the creditors of the above-entitled debtors and debtors in possession.

This Motion to Shorten Time along with the Notice of Motion and Modification Motion, have been served on the parties set forth in the Notice of Motion by hand delivery or Facsimile.

WHEREFORE, the Debtors respectfully request the entry of an Order shortening time and approving the form of the Notice.

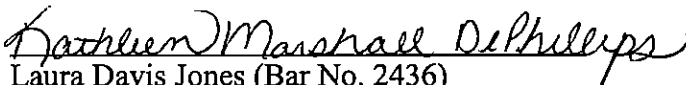
Dated: August 28, 2003

Respectfully submitted,

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Co-Counsel for the Debtors and Debtors in Possession

SO ORDERED this ___ day of
_____, 2003.

The Honorable Mary F. Walrath