

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>FLEMING COMPANIES., <u>et al.</u>,</b>	)	<b>Case No. 03-10945 (MFW)</b>
	)	
<b>Debtors.</b>	)	<b>Objection Deadline: September 11, 2003 at 4:00 p.m.</b>
	)	<b>Hearing Date: September 18, 2003 at 2:00 p.m.</b>
	)	
	)	

**NOTICE OF MOTION OF SCOZIO'S WEXFORD FOODS, LLC; PENN  
SUPERMARKETS, LLC; AND SCOZIO'S PETERS TWP FOODS, LLC  
FOR RELIEF FROM STAY UNDER SECTION 362 OF THE BANKRUPTCY CODE**

To: Laura Davis Jones  
Christopher J. Lhulier  
Pachulski, Stang, Ziehl, Young,  
Jones & Weintraub P.C.  
919 N. Market Street  
16th Floor  
Wilmington, DE 19899

Ira K. Kharasch  
Pachulski, Stang, Ziehl, Young,  
Jones & Weintraub P.C.  
10100 Santa Monica Blvd., #1100  
Los Angeles, CA 90067

Joseph McMahan  
J. Caleb Boggs Federal Building  
844 N. King Street, Suite 2313  
Lockbox 35  
Wilmington, DE 19801

Fleming Companies, Inc.  
1945 Lakepoint Drive  
P.O. Box 299013  
Lewisville, TX 75029

David M. Fournier  
Aaron A. Garber  
1201 Market Street  
Pepper Hamilton, LLP  
Suite 1600  
Wilmington, DE 19899

Paul S. Aronson  
Milbank, Tweed, Hadley  
& McCloy LLP  
601 South Figueroa Street  
Los Angeles, CA 90017

I. William Cohen  
Pepper Hamilton, LLP  
100 Renaissance Center, Suite 3600  
Detroit, MI 48243-1157

Dennis F. Dunne  
Milbank, Tweed, Hadley & McCloy LLP  
1 Chase Manhattan Plaza  
New York, NY 10005

Scozio's Wexford Foods, LLC; Penn Supermarkets, LLC ("Penn Supermarkets"), and Scozio's Peters Twp Foods, LLC ("Scozio's Peters") has filed the Motion of Scozio's Wexford Foods, LLC; Penn Supermarkets, LLC; and Scozio's Peters Twp Foods, LLC for Relief from the Automatic Stay, or in the Alternative, to Compel Rejection of Certain Executory Contracts.

Hearing on the Motion will be Held on September 18, 2003 at 2:00 p.m.

You are required to file a response (and the supporting documentation required by Local Rule 4001-1(d)) to the attached motion at least five business days before the above hearing date.

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


Daniel J. DeFranceschi (No. 2732)  
Kimberly D. Newmarch (No. 4340)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, Delaware 19899  
Phone: (302) 651-7700

Daniel Austin (PA No. 71545)  
23<sup>rd</sup> Floor, Dominion Tower  
635 Liberty Avenue  
Pittsburgh, PA 15222  
Phone: (412) 667-6000

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 such as value of the property and the extent and validity of any security instrument.

By:



Daniel J. DeFranceschi (No. 2732)  
Kimberly D. Newmarch (No. 4340)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, Delaware 19899  
(302) 651-7700

-and-

Daniel Austin (PA No. 71545)  
23rd Floor, Dominion Tower  
625 Liberty Tower  
Pittsburgh, PA 15222

Counsel to Scozio's Wexford Foods, LLC;  
Penn Supermarkets, LLC; and Scozio's  
Peters Twp Foods, LLC