

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

In re

	Chapter 11
	Case No. 03-10945 (MFW)
FLEMING COMPANINES, INC., et al.,	: Jointly Administered
	:
Debtors.	: <b>Hearing Date: September 18, 2003 @ 2:00 p.m.</b>
	: <b>Objections Due September 11, 2003 @ 4:00 p.m.</b>
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	: <b>Related to Docket Items 1906, 1984, 2002, 3150, 3151,</b>
	: <b>3153, and 3142</b>

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**NOTICE OF MOTION**

TO: Parties on Attached Service List.

PLEASE TAKE NOTICE that Keil's Food Stores has filed a Motion For Order Granting Relief From the Court's August 15, 2003 "Order (A) Approving Asset Purchase Agreement by and Among Fleming Companies, Inc., C&S Wholesale Grocers, Inc., C&S Acquisition LLC, and the Other Parties Named Therein, (B) Authorizing (I) Sale of Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or its Designee(s), Free and Clear of all Liens, Claims, Encumbrances and Interests and (II) Process for Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases to Purchaser or its Designee(s) and Establishing the Maximum Cure Amount with Respect Thereto and (C) Granting Related Relief" [Docket No. 3142] on the Grounds that it Received No Notice of Motions and Additional Grounds and Reservation of Rights, which seeks the following relief:

To permit Keil's Food Stores to file a Response to the original Motion to Approve Sale of Assets to C&S on the grounds that Keil's Food Stores did not receive Notice thereof and to pursue reservation of all rights afforded other similarly-situated parties and for further relief as stated therein.

You are required to file a **RESPONSE** to the attached Motion ON OR BEFORE **SEPTEMBER 11, 2003 @ 4:00 P.M.**

At the same time, you must also serve a copy of the response upon Keil's Food Stores attorneys so as to be received no later than September 11, 2003 @ 4:00 p.m.:

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**HEARING ON THE MOTION WILL BE HELD ON SEPTEMBER, 18 2003 AT  
2:00 P.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.

**McCARTER & ENGLISH, LLP**

/s/ Thomas D. Walsh  
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