

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

In re:)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
FLEMING COMPANIES, INC., et al.)	Chapter 11
)	
Debtors.)	Related Docket No.'s 3452& 3655
)	Hearing Date: 9/18/2003 at 2:00 p.m.
)	Objections Due: 9/12/2003 at 4:00 pm

**JOINDER OF ASSOCIATED WHOLESALE
GROCERS, INC. AND AWG ACQUISITION, LLC TO DEBTORS' OBJECTION
TO OMNIBUS MOTION OF CERTAIN RETAILERS FOR AN ORDER
(A) DETERMINING THAT THE NOTES AND NOTE AMENDMENTS ARE
EXECUTORY CONTRACTS AND (B) TO COMPEL THE DEBTOR TO (1)
REJECT CERTAIN FACILITY STANDBY AGREEMENTS, NOTES AND NOTE
AMENDMENTS PURSUANT TO 11 U.S.C. § 365(d)(2), OR (2) IN THE
ALTERNATIVE, TO ESTABLISH A DEADLINE BY WHICH THE
DEBTORS MUST ASSUME OR REJECT THE AGREEMENTS**

Associated Wholesale Grocers, Inc. ("AWG") and AWG Acquisition LLC ("AWG Acquisition") hereby join in the Debtors' Objection to the Omnibus Motion of Certain Retailers for an Order (A) Determining That the Notes and Note Amendments Are Executory Contracts and (B) to Compel the Debtor to (1) Reject Certain Facility Standby Agreements, Notes and Note Amendments ("the Agreements") Pursuant to 11 U.S.C. § 365(d)(2), or (2) in the Alternative, to Establish a Deadline by Which the Debtors Must Assume or Reject the Agreements (Docket No. 3452) (Docket No. 3455) (hereinafter "Retailers' Omnibus Motion"), and in support thereof state as follows:

AWG and AWG Acquisition have acquired and presently hold certain rights with respect to certain notes and contracts of movants GLN, Inc. (and the subsidiaries of GLN, Inc.), Something More LLC and Kimball's Super Foods. Hence, AWG and AWG Acquisition have an interest in the Retailers' Omnibus Motion.

AWG and AWG Acquisition adopt, incorporate by reference and join in the Debtors' response and objection to the Retailers' Omnibus Motion dated September 12, 2003.

Dated: September 15, 2003

Respectfully submitted,

/s/ Margaret M. Manning

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