

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

In re:	:	Chapter 11
	:	
	:	Case No. 03-10945 (MFW)
FLEMING COMPANIES, INC., <i>et al.</i> ,	:	
	:	Jointly Administered
	:	
Debtors.	:	Objection Date: October 13, 2003 at 4:00 p.m. (ET)
	:	Hearing Date: October 20, 2003 at 2:00 p.m. (ET)

NOTICE OF MOTION

TO: The Debtors, counsel for the Debtors, the United States Trustee, counsel to the Official Committee of Unsecured Creditors and all parties requesting notice pursuant to Bankruptcy Rule 2002:

Berger-Epstein & Associates, Inc. ("Berger-Epstein") by and through its undersigned counsel, has filed a **Motion of Berger-Epstein & Associates, Inc. to Compel Debtor to Assume or Reject Lease** (the "Motion").

You are required to file a response to the Motion, if any, on or before **October 13, 2003 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of the response upon:

Raymond H. Lemisch, Esquire
Adelman Lavine Gold and Levin,
A Professional Corporation
919 North Market Street, Suite 710
Wilmington, DE 19801

A HEARING ON THE MOTION WILL BE HELD BEFORE THE HONORABLE MARY F. WALRATH AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, WILMINGTON, DELAWARE 19801 ON **OCTOBER 20, 2003 AT 2:00 P. M. (ET)**.

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.

Dated: September 18, 2003

ADELMAN LAVINE GOLD AND LEVIN,
A Professional Corporation

By: /s/ Raymond H. Lemisch
Raymond H. Lemisch, Esquire (No. 4204)
919 North Market Street, Suite 710
Wilmington, DE 19801
(302) 654-8200

Counsel for Berger-Epstein & Associates,
Inc.