

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

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

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**MOTION FOR EXPEDITED HEARING ON HEGENBARTH FOOD GROUP INC. AND  
RELATED ENTITIES' MOTION FOR ORDER DEEMING DEALERSHIP  
AGREEMENTS WITH THE DEBTORS REJECTED AND TERMINATED**

Hegenbarth Food Group, Inc. and related entities (collectively "Hegenbarth") respectfully request that a hearing (in court or by teleconference) on Hegenbarth Food Group Inc. and Related Entities' Motion for Order Deeming Dealership Agreements with the Debtors Rejected and Terminated (docket no. 3662)(the "Motion") be scheduled in advance of the October 2, 2003 omnibus hearing date. In support of this motion, Hegenbarth states as follows:

1. On September 12, 2003, Hegenbarth filed the Motion. The Motion sought to deem the Dealership Agreements between the Hegenbarth and Fleming rejected and terminated, based, in part, on the fact that on September 8, 2003, Hegenbarth was informed by telephone that, effective September 11, 2003, Fleming (and C&S) would no longer be fulfilling their obligations under the Facility Standby Agreements and certain other agreements between Fleming and Hegenbarth, and that Hegenbarth should look elsewhere for the source of supply they need to stay in business. Motion, p. 3. Additionally, Hegenbarth was informed the warehouse from which they were supplied, after being sold or assigned to C&S, would be closed as of September 11, 2003.

2. Because of the urgency associated with the relief sought in the Motion, and the devastating effect of the Debtors' decision on Hegenbarth, also on September 12, 2003, Hegenbarth filed a Motion to Shorten Notice Period and Approve Form and Manner of Notice with Respect to Motion to Deem Dealership Agreements Rejected and Terminated ("Motion to Shorten")(docket no. 3662). The Motion to shorten requested that the Motion be heard on the next scheduled hearing date of September 18, 2003 and set an objection deadline of September 16, 2003. The Motion to Shorten was granted on September 16, 2003 (docket no. 3729).

3. On September 17, 2003 the Debtors filed Debtors' Response to Hegenbarth's (I) Motion to Shorten Notice Period and Approve Form and Manner of Notice with Respect to Motion to Deem Dealership Agreements Rejected and Terminated, and (II) Motion for Order Deeming Dealership Agreements with the Debtors Rejected and Terminated (docket no. 3699). Also on September 17, 2003, the Official Committee of Unsecured Creditors filed a Joinder (docket no. 3701).

4. On September 18, 2003, Hegenbarth filed the Affidavit of David Hegenbarth in support of the Motion (docket no. 3718).

5. Due to weather conditions, the Court was closed on September 18, 2003. Counsel was informed that the matters scheduled for September 18 were continued to the October 2, 2003 omnibus hearing date.

6. Hegenbarth continues to be harmed by the Debtors' decision not to service the Dealership Agreements and the closing of warehouse facility. Accordingly, Hegenbarth hereby requests an emergency hearing (in court or by teleconference) on the Motion at the Court's earliest opportunity to address legal arguments and any scheduling issues, if necessary.

WHEREFORE, Hegenbarth requests that the Court set a hearing date on the Motion at the Court's earliest convenience.

Dated: September 24, 2003

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