

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

<b>In re:</b>	:	<b>Case No. 03-10945 (MFW)</b>
	:	<b>(Jointly Administered)</b>
<b>FLEMING COMPANIES, INC., et al.,</b>	:	<b>Chapter 11</b>
	:	
<b>Debtors.</b>	:	<b>Objection Deadline: October 28, 2003 at 4:00 p.m.</b>
_____	:	<b>Hearing Date: November 4, 2003 at 2:00 p.m.</b>

**NOTICE OF MOTION**

PLEASE TAKE NOTICE that on October 9, 2003, Rock Cod Village South LLC, by and through its undersigned attorney, did file a Motion for Allowance of Administrative Expense Claim Pursuant to § 503(b)(1)(A) (the "Motion") with the Court.

PLEASE TAKE FURTHER NOTICE that a hearing on this Motion will be held on November 4, 2003 at 2:00 p.m.

PLEASE TAKE FURTHER NOTICE THAT you are required to file a response to the attached Motion on or before October 28, 2003 at 4:00 p.m.

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

Margaret M. Manning, Esquire  
Buchanan Ingersoll PC  
1201 North Market Street, Suite 1501  
Wilmington, DE 19801

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: October 9, 2003  
Wilmington, Delaware

BUCHANAN INGERSOLL PC

By: /s/ Margaret M. Manning  
Margaret M. Manning (Bar I.D. # 4183)  
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Attorneys for Rock Cod Village South LLC