

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

In re:	)	Chapter 11
	)	
FLEMING COMPANIES, INC. <i>et al.</i> ,	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Hearing Date: Nov. 25, 2003 at 9:30 a.m.</b>
	)	<b>Objection Deadline: Nov. 10, 2003 at 4:00 p.m.</b>

**NOTICE OF MOTION**

TO: All parties on the attached list

PLEASE TAKE NOTICE that The St. Paul Pioneer Press ("Pioneer") has today filed the attached **Motion of The St. Paul Pioneer Press for Allowance of Administrative Priority Claim** (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801 (the "Court").

PLEASE TAKE FURTHER NOTICE that you are required to file a response to the Motion on or before **November 10, 2003 at 4:00 p.m.** with the Court.

PLEASE TAKE FURTHER NOTICE that at the same time you file a response to the Motion, you must also serve a copy of the response upon Pioneer's attorneys so that it is received on or before **November 10, 2003 at 4:00 p.m.** by the following persons at the following addresses:

Karen C. Bifferato, Esq.  
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The Nemours Building  
1007 North Orange Street  
Wilmington, DE 19801

Joseph D. Frank, Esq.  
Matthew M. Martin, Esq.  
Neal, Gerber & Eisenberg LLP  
Two North LaSalle Street, Suite 2200  
Chicago, IL 60602

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held at the Court on **November 25, 2003 at 9:30 a.m.**

PLEASE TAKE FURTHER NOTICE that 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 22, 2003  
Wilmington, Delaware

/s/ Karen C. Bifferato

Karen C. Bifferato (No. 3279)  
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-and-

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