

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

In re:)	
)	Chapter 11
Fleming Companies, Inc., et al., ¹)	
)	Case No. 03-10945 (MFW)
Debtors.)	(Jointly Administered)
)	
)	Relates to Docket No. 3142

**NOTICE OF WITHDRAWAL OF “OPPOSITION OF KEIL’S FOOD STORES
TO DEBTOR’S MOTION FOR ORDER (A) APPROVING ASSET PURCHASE
AGREEMENT WITH C&S WHOLESALE GROCERS, INC. AND C&S ACQUISITION,
LLC, ETC., POTENTIAL ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS, ETC. ON THE GROUNDS THAT IT RECEIVED NO
NOTICE OF MOTIONS AND ADDITIONAL GROUNDS AND RESERVATIONS OF
RIGHTS” AND TWO DECLARATIONS FILED AUGUST 15, 2003 AS
D.I. 3150, 3151 AND 3253 (COLLECTIVELY, THE “OBJECTION”)**

Pursuant to a settlement agreement among, on the one hand, Keil’s Food Stores, a California corporation (“Keil’s”), and on the other hand, Fleming Companies, Inc. (and including certain of its subsidiaries, divisions and affiliates (the “Debtor”) and C&S Acquisition, LLC (“Purchaser”), which settlement has been consummated, Keil’s hereby withdraws its “Opposition Of Keil’s Food Stores To Debtor’s Motion For Order (A) Approving Asset Purchase Agreement With C&S Wholesale Grocers, Inc. And C&S Acquisition, LLC, etc., Potential Assumption and Assignment Of Certain Executory Contracts, etc. On The Grounds That It Received No Notice Of Motions and Additional Grounds and Reservations Of Rights” and two declarations filed

¹ The Debtors are the following entities: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc.

August 15, 2003 as D.I. 3150, 3151 and 3253 (Collectively, the “Objection”.) The Order to which the Objection was directed bears D.I. 3142.

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Dated: November 19, 2003

and

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