

**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)
)	
)	
)	Hearing Date: November 25, 2003²
)	
)	

**NOTICE OF WITHDRAWAL OF “MOTION OF KEIL’S FOOD STORES FOR
AN ORDER GRANTING RELIEF FROM THE COURT’S AUGUST 15, 2003 ‘ORDER
(A) APPROVING ASSET PURCHASE AGREEMENT BY AND AMONG FLEMING
COMPANIES, INC., C&S WHOLESALE GROCERS, INC. C&S ACQUISITION LLC,
AND THE OTHER PARTIES NAMED THEREIN, (B) AUTHORIZING (I) SALE OF
SUBSTANTIALLY ALL OF SELLING DEBTORS’ ASSETS RELATING TO THE
WHOLESALE DISTRIBUTION BUSINESS TO PURCHASER OR ITS DESIGNEE(S),
FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS
AND (II) PROCESS FOR ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS, LICENSE AGREEMENTS AND UNEXPIRED LEASES
TO PURCHASER OR ITS DESIGNEE(S) AND ESTABLISHING THE MAXIMUM
CURE AMOUNT WITH RESPECT THERETO AND (C) GRANTING RELATED
RELIEF’ [D.I. 3142] ON THE GROUNDS THAT IT RECEIVED NO NOTICE OF
MOTIONS AND ADDITIONAL GROUNDS AND RESERVATION OF RIGHTS”**

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,

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.

² The parties have continued the hearing to January 5, 2004 due to an agreement pending documentation.

LLC ("Purchaser"), which settlement has been consummated, Keil's hereby withdraws and takes off calendar its "Motion of Keil's Food Stores for an Order Granting Relief From the Court's August 15, 2003 "Order (A) Approving Asset Purchase Agreement by and Among Fleming Companies, Inc., C&S Wholesale Grocers, Inc. C&S Acquisition LLC, and the Other Parties Named Therein, (B) Authorizing (I) Sale of Substantially All of Selling Debtors' Assets Relating to the Wholesale Distribution Business to Purchaser or its designee(S), Free and Clear of All Liens, Claims, Encumbrances and Interests and (II) Process for Assumption and Assignment of Certain Executory Contracts, License Agreements and Unexpired Leases to Purchaser or its Designee(s) and Establishing the Maximum Cure Amount with Respect Thereto and (C) Granting Related Relief [D.I. 3142] on the Grounds That it Received No Notice of Motions and Additional Grounds and Reservation of Rights" (the "Motion"). The Motion was originally scheduled for hearing on September 18, 2003. The briefing schedule and hearing has been continued to November 25, 2003 and is in the process of being continued to January 5, 2004, by Stipulation of the parties and order of the Court. The settlement having been consummated, Keil's withdraws and takes off calendar the Motion.

Dated: November 19, 2003

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