

**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.)	Hearing Date: TBD
)	Objections Due: TBD

NOTICE OF MOTION

PLEASE TAKE NOTICE that on January 14, 2003, AWG Acquisition, LLC and Associated Wholesale Grocers, Inc. (collectively "AWG"), by and through their undersigned counsel, did file a Motion to Compel Production of Documents and Information by GLN, Inc. and Kimball's Super Foods (the "Motion") with the Court.

PLEASE TAKE FURTHER NOTICE that a hearing on this Motion will be held at a date and time to be determined by the Court.

PLEASE TAKE FURTHER NOTICE THAT you are required to file a response to the attached Motion on a date and time to be determined by the Court.

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

Selinda A. Melnik, Esquire
Buchanan Ingersoll PC
1201 North Market Street, Suite 1501
Wilmington, DE 19801

James D. Griffin
Jeffrey A. Kennard
Blackwell Sanders Peper Martin LLP
Two Pershing Square
2300 Main Street, Suite 1000
Kansas City, Missouri 64108

Mark T. Benedict
Scott Welman
Marcus Helt
Husch & Eppenberger, LLC
1200 Main Street, Suite 1700
Kansas City, Missouri 64105

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: January 14, 2004
Wilmington, Delaware

BUCHANAN INGERSOLL PC

By: /s/ Selinda A. Melnik
Selinda A. Melnik (Bar I.D. # 4032)
1201 N. Market Street, Suite 1501
Wilmington, Delaware 19801
(302) 428-5554
(302) 428-3996 (fax)

Attorneys for AWG Acquisition, LLC and
Associated Wholesale Grocers, Inc.