

**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: TBD</b>   |
|  | ) | <b>Objections Due: TBD</b> |

**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 an Emergency Motion for Expedited Hearing on, and Shortened Limited Notice of, Motion of AWG Acquisition, LLC 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 on 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  
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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  
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Associated Wholesale Grocers, Inc.