

**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

**EMERGENCY MOTION OF AWG ACQUISITION, LLC
FOR EXPEDITED TELEPHONIC HEARING ON,
AND SHORTENED AND LIMITED NOTICE OF,
MOTION OF AWG ACQUISITION, LLC TO COMPEL
PRODUCTION OF DOCUMENTS AND INFORMATION
BY GLN, INC. AND KIMBALL'S SUPER FOODS**

AWG Acquisition, LLC (“AWG”) hereby moves this Court pursuant to Rules 2002 and 9006(c) of the Federal Rules of Bankruptcy Procedure and Rules 2002-1(b) and 9006-1(c) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware for an expedited telephonic hearing on, and shortened and limited notice of, AWG’s Motion (the “Motion to Compel”) filed and served simultaneously herewith seeking to Compel Production of Documents and Information by GLN, Inc. (“GLN”) and Kimball’s Super Foods (“Kimball’s”), and in support therefor respectfully represents the following:

1. The Court has set aside February 5 and 6, 2004 for a hearing on the Debtors’ Motion to Assume and to Assign to AWG certain supply agreements between Fleming and GLN and Kimball’s and GLN and Kimball’s Objections to such Motion. In order for that hearing to be able to go forward as scheduled, it is imperative that AWG be enabled to complete expeditiously discovery duly commenced in November 2003 going to the heart of the issues raised by the Motion to Assume and Assign and the counter-

parties' Objections thereto. AWG will not be able to complete the discovery it has requested from GLN and Kimball's in time for the February 5 and 6, 2004 hearing unless the Court can immediately entertain AWG's Motion to Compel. Accordingly, by the within Motion, AWG respectfully requests that the Court hold an expedited telephonic hearing of the Motion to Compel on shortened and limited notice to the parties in interest.

2. On November 7, 2003, AWG, the Debtors, C&S Wholesale Grocers, Inc. and C&S Acquisition, LLC jointly served document requests and interrogatories on GLN and Kimball's, true and correct copies of which are annexed as Exhibits A through D to AWG's Motion to Compel, seeking, among other things, material and relevant documents and information central to the issues of whether, and to what extent, if any, GLN and Kimball's are entitled to recover their alleged "cure amounts" if Fleming's supply agreements with GLN and Kimball's are assumed and assigned to AWG.

3. As more fully explained in AWG's Motion to Compel, GLN and Kimball's continue to refuse to supply the material documents and information in a manner necessary to enable AWG to complete its discovery on objections raised by GLN and Kimball's and to timely conduct viable depositions of witnesses prior to the February 5 and 6, 2004 hearing.

4. AWG diligently has sought to reach a consensus with GLN and Kimball's to resolve their objections to the discovery production requested, unfortunately without success. Accordingly, AWG reluctantly is compelled to move this Court to intervene on an emergency and expedited basis.

5. AWG respectfully submits that sufficient cause exists for an expedited telephonic hearing and modification of Local Rule 9006-1(c) to allow for shortened

notice on the Motion to Compel, given the necessity of the documents and information sought to be discovered and timely conduct of critical depositions in light of the February 5 and 6, 2004 hearing dates.

6. AWG further respectfully asserts that the discrete nature of the underlying dispute justifies limiting the notice of the Motion and hearing thereon required by Local Rule 2002-1(b) to counsel for GLN and Kimball's, counsel for the Debtors, counsel for C&S, counsel for the lenders, Deutsche Bank Trust Company Americas as Administrative Agent and JP Morgan Chase Bank, counsel for the Official Committee of Unsecured Creditors of the Debtors, and to the United States Trustee.

7. AWG has this date served by fax transmission on the parties listed in paragraph 6 hereinabove true and correct copies of the within Motion to Expedite and Proposed Order, as well as the Motion to Compel, the Exhibits thereto, and the Notice of Motion to Compel.

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WHEREFORE, AWG respectfully requests the entry of an Order substantially in the form of the Proposed Order annexed hereto, (i) scheduling a telephonic hearing on the

Motion to Compel at the Court's earliest convenience; (ii) approving the form, manner, extent and sufficiency of notice of the Motion to Compel and the hearing thereon; and (iii) granting AWG such other and further relief as may be just and proper.

Dated: January 14, 2004
Wilmington, DE

Respectfully submitted,

BUCHANAN INGERSOLL PC

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