

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

)	Chapter 11
)	
In re)	Case No. 03-10945 (MFW)
)	
Fleming Companies, Inc., et. al.)	(Jointly administered)
)	
Debtors.)	Objection Date: February 4, 2004 @4:00 pm
)	Hearing Date: March 3, 2004 @10:30 am

**NOTICE OF MOTION FOR ALLOWANCE
AND PAYMENT OF ADMINISTRATIVE CLAIM**

TO: All Persons on the Attached Service List

On January 15, 2004, Landlord Southbridge Plaza Limited Partnership (“Southbridge”) by and through its undersigned counsel in the above-referenced case filed its Motion for Allowance and Payment of Administrative Claim Pursuant to 11 U.S.C. §§ 365(d)(3), 503(b)(1)(A) and 507(a)(1) (the “Motion”).

Copies of the Motion can be obtained from the undersigned counsel or from the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Wilmington, Delaware, (302) 252-2900 (the “Bankruptcy Court”).

You are required to file a response to the Motion on or before February 4, 2004.

A HEARING ON THE APPLICATION WILL BE HELD ON March 3, 2004 at 10:30 AM before the Honorable Mary F. Walrath, Chief United States Bankruptcy Judge for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 15, 2004

McCARTER & ENGLISH, LLP

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