

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

In re:)
) Chapter 11
Fleming Companies, Inc., *et al.*,)
) Case No. 03-10945 (MFW)
Debtors.) (Jointly Administered)
)
) **Objection Deadline: January 26, 2004 @ 4:00 p.m.**
) **Hearing Date: February 2, 2004 @ 2:00 p.m.**

NOTICE OF MOTION

TO: The Parties Listed on the Attached Service List

PLEASE TAKE NOTICE that on January 15, 2004, Clorox Sales Co., ConAgra Foods, Inc., Conopco, Inc., Del Monte Foods, General Mills, Inc., Kimberly-Clark Corp., Kraft Foods North America, Inc., Masterfoods USA, Nestle USA, Inc., Nestle Purina Pet Care Company, Nestle Prepared Foods Company, Nestle Waters North America Inc., Nestle Ice Cream Co. LLC, Sara Lee Corporation, Sara Lee Bakery Group, Inc., S.C. Johnson & Son, Inc., The Proctor & Gamble Distributing Co., Dial Corporation, Prairie Farms Dairy, Inc., Sunshine Mills, The Kroger Co., U.S. Smokeless Tobacco Brands, Inc., Del Monte Corporation, H.J. Heinz Company LP, GlaxoSmithKline, Swedish Match of North America, Inc., ISG Technology, John Middleton, Inc., Hershey Foods Corporation, and McKesson Corporation (collectively, the "Movants") filed the attached *Joint Motion for Appointment of Official Committee of Reclamation Claimants* (the "Motion").

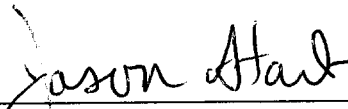
You are required to file a response to the Motion on or before **January 26, 2004 at 4:00 p.m.** At the same time, you must also serve a copy of the response upon counsel for the Movants listed below.

A HEARING ON THE MOTION WILL BE HELD ON FEBRUARY 2, 2004 AT 2:00 P.M.

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

Dated: January 15, 2004

BLANK ROME LLP



Jason W. Staib (DE No. 3779)
1201 Market Street, Suite 800
Wilmington, Delaware 19801
Telephone: (302) 425-6439
Facsimile: (302) 425-6464

- and -

PIPER RUDNICK LLP

Richard M. Kremen
Kathleen A. Ellis
6225 Smith Avenue
Baltimore, Maryland 21209-3600
Telephone: (410) 580-3000
Facsimile: (410) 580-3001

Daniel J. Carrigan
Deborah Meshulam
1200 19th Street, N.W.
Washington, D.C., 20036
Telephone: (202) 861-3900
Facsimile: (202) 223-2085

Janice L. Duban
William Choslovsky
203 North LaSalle Street
Chicago, Illinois 60601-1293
Telephone: (312) 368-4000
Facsimile: (312) 236-7516

*Counsel for Clorox Sales Co., ConAgra Foods, Inc.,
Conopco, Inc., Del Monte Foods, General Mills, Inc.,
Kimberly-Clark Corp., Kraft Foods North America, Inc.,
Masterfoods USA, Nestle USA, Inc., Nestle Purina Pet
Care Company, Nestle Prepared Foods Company,
Nestle Waters North America Inc., Nestle Ice Cream Co.
LLC, Sara Lee Corporation, Sara Lee Bakery Group,
Inc., S.C. Johnson & Son, Inc. and The Proctor &
Gamble Distributing Co.*

ASHBY & GEDDES

/s/ William P. Bowden

William P. Bowden (Del. No. 2553)
Ricardo Palacio (Del. No. 3765)
Joseph C. Handlon (Del. No. 3952)
222 Delaware Avenue, 17th Floor
Wilmington, Delaware 19801
Telephone: (302) 654-1888
Facsimile: (302) 654-2067

*Counsel for Dial Corporation, Prairie Farms
Dairy, Inc., Sunshine Mills, and The Kroger Co.,*

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

Kayalyn A. Marafioti
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000
Facsimile: (212) 735-2000

- and -

/s/ Robert A. Weber

Robert A. Weber (Del. No. 4013)
One Rodney Square
Wilmington, Delaware 19899
Telephone: (302) 651-3000
Facsimile: (302) 651-3001

Counsel for U.S. Smokeless Tobacco Brands, Inc.

REED SMITH

/s/ Kurt F. Gwynne

Kurt F. Gwynne (Del. No. 3951)
1201 Market Street, Suite 1500
Wilmington, Delaware 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575

*Counsel for Del Monte Corporation, H.J. Heinz
Company LP and GlaxoSmithKline*

COZEN O'CONNOR

/s/ Mark E. Felger

Mark E. Felger (Del. No. 3919)
1201 North Market Street, Suite 1400
Wilmington, Delaware 19801
Telephone: (302) 295-2087
Facsimile: (302) 295-2013

*Counsel for Swedish Match of North America Inc.,
ISG Technology and John Middleton, Inc.*

KLEHR, HARRISON, HARVEY, BRANZBURG
& ELLERS, LLP

/s/ Morton R. Branzburg

Morton R. Branzburg
Jennifer L. Scoliard (Del. No. 4147)
919 Market Street, Suite 1000
Wilmington, Delaware 19801-3062
Telephone: (302) 426-1189
Facsimile: (302) 426-9193

Counsel for Hershey Foods Corporation

BINGHAM McCUTCHEN

/s/ Mary DeNevi

Mary DeNevi
150 Federal Street
Boston, Massachusetts 02110-1726
Telephone: (617) 951-8000
Facsimile: (617) 951-8736

Counsel for McKesson Corporation

POTTER ANDERSON & CORROON LLP

/s/ William A. Hazeltine

William A. Hazeltine (#3294)
Elizabeth D. Power (#4135)
Hercules Plaza
1313 North Market Street
P.O. Box 951
Wilmington, Delaware 19899-0951
Telephone: (302) 984-6000
Facsimile: (302) 658-1192

- and -

GULLETT, SANFORD, ROBINSON &
MARTIN, PLLC

Linda W. Knight
230 Fourth Avenue North, Third Floor
P.O. Box 198888
Nashville, Tennessee 37219-8888
Telephone: (615) 244-4994
Facsimile: (615) 256-6339

Counsel for Odom's Tennessee Pride Sausage, Inc.