

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

In re	:	Chapter 11
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	:	
FLEMING COMPANIES, INC., <i>et al.</i> ,	:	
	:	Case Nos. 03-10945 (MFW)
	:	(Jointly Administered)
Debtors.	:	Hearing Date: May 6, 2003 at 12:30 p.m.
	:	
	:	
	:	
	:	[Relates to Docket # 298]

**NOTICE BY PRIM FLEMING WAREHOUSE, LLC OF JOINDER TO LIMITED
OBJECTION OF NEW PLAN EXCEL REALTY TRUST, INC., GIBBSTOWN
ASSOCIATES, LP, NEW HOPE CENTERS, A PENNSYLVANIA LIMITED
PARTNERSHIP AND QUAKERTOWN ASSOCIATES, L.P. TO DEBTORS'
EMERGENCY MOTION FOR INTERIM AND FINAL APPROVAL OF POST-
PETITION FINANCING UNDER 11 U.S.C. §§ 105, 361, 362, 363 AND 364 AND
FED. R. BANKR. P. 2002, 4001(B), 4001(C) AND 9014 AND DEL. BANKR. LR
4001-2, AND FOR RELATED RELIEF**

PRIM Fleming Warehouse, LLC (“PRIM”), by and through its undersigned counsel, hereby joins in *the Limited Objection of New Plan Excel Realty Trust, Inc., Gibbstown Associates, LP, New Hope Centers, A Pennsylvania Limited Partnership and Quakertown Associates, L.P. to Debtors’ Emergency Motion for Interim and Final Approval of Post-Petition Financing under 11 U.S.C. §§ 105, 361, 362, 363, and 364 and Fed. R. Bankr. P. 2002, 4001(B), 4001(C) and 9014 and Del. Bankr. LR 4001-2, and for Related Relief* (the “Limited Objection”).

Background

1. On August 19, 2002, PRIM purchased the property located at 3400 NW 74th Avenue, Miami, Florida, and all buildings and improvements thereon (the “Purchase”) from Miami Foodco Investors, LLC (“Foodco”). In connection with the

Purchase, Foodco assumed and assigned its rights under that certain lease entitled, “Lease Agreement between Fleming Companies, Inc., as Tenant, and Miami Foodco Investors, LLC, as Landlord, dated June 28, 2002” (together with all amendments and supplements, the “Lease”). Accordingly, PRIM is one of the current landlords of Fleming Companies, Inc., one of the debtors and debtors-in-possession in the above-captioned, jointly administered bankruptcy case (the “Debtor”).

2. Section 10 of the Lease provides:

Liens. Tenant shall not, directly or indirectly, create or permit to be created or to remain, and shall promptly discharge, any lien on any of the Leased Premises, on the Basic Rent, Additional Rent or on any sums payable by Tenant under this Lease

Thus, PRIM is similarly situated with respect to the Objecting Landlords insofar as their leases provide similar provisions prohibiting the granting of security interests in their leases.

Limited Objection

3. The Debtors’ Motion¹ impacts the Lease in the same manner as that of the other Objecting Landlords. By this Joinder, PRIM incorporates herein by reference each of the objections and prayers for relief set forth in the Limited Objection, supports the arguments made therein, and believes the relief sought in the Limited Objection should be granted. In particular, PRIM joins in the objection set forth in the Limited Objection that the Debtors have failed to provide a copy of any proposed “access agreement,” and also objects to the condition requiring entry into such agreement unless the proposed agreement is reasonably acceptable to PRIM.

¹ Capitalized terms not defined herein have their meanings given them in the Limited Objection.

WHEREFORE, PRIM respectfully requests that this Court enter an order (a) granting the relief sought in the Debtors' Motion subject to excising any requirement that the Objecting Landlords or PRIM enter into access agreements with the lenders unless such access agreements are reasonably acceptable to the Objecting Landlords and PRIM; and (b) granting such other and further relief as may be just and proper in the circumstances.

Dated: May 2, 2003

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