

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

In re:)	
)	Chapter 11
FLEMING COMPANIES, INC.,)	
et al,)	Case No. 03-10945 (MFW)
)	Jointly Administered
Debtors.)	Hearing Date: 5/19/03 at 12:30 p.m.
_____)	Obj. Deadline: 5/13/03 at 4:00 p.m.

**RESPONSE OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO
DEBTORS' MOTION FOR ORDER PURSUANT TO SECTION 365(A) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO REJECT CERTAIN
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
(SUBLEASED LOCATIONS)
(Re Docket No. 644)**

The Official Committee of Unsecured Creditors of Fleming Companies, Inc., (the "Committee"), by its attorneys, Pepper Hamilton LLP and Milbank Tweed Hadley & McCloy LLP, files this response to Debtors' Motion for Order Pursuant to Section 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property (the "Motion") filed on April 30, 2003. In support of its response, the Committee respectfully states as follows:

1. On April 1, 2003 (the "Petition Date"), each of the Debtors filed a voluntary petition for bankruptcy relief under Chapter 11 of the Bankruptcy Code. 11 U.S.C. §101, et. seq. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their business and manage their property as debtors-in-possession.

2. Subsequent to the Petition Date, the United States Trustee appointed the Committee pursuant to 11 U.S.C. § 1102(a)(1).

3. By way of the Motion, the Debtors request Court authorization to reject seventy-four (74) nonresidential real property leases and related subleases (collectively, the "Leases"), pursuant to section 365(a) of the Bankruptcy Code.

4. Based upon discussions between the Committee and the Debtors, the Committee understands that the Debtors will move forward with the Motion on May 19, 2003 with respect to only 35 of the 74 leases and that it will adjourn the Motion to a later hearing date with respect to the remaining leases (the "Adjourned Leases").

5. Based upon that understanding, the Committee has no objection at this time to the Motion. The Committee reserves all rights with respect to the Motion as it relates to the Adjourned Leases.

PEPPER HAMILTON, LLP

Dated: May 13, 2003

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