

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

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| In re: |) | Chapter 11 |
| |) | |
| Fleming Companies, Inc., <u>et al.</u> , |) | Case No. 03-10945 (MFW) |
| |) | (Jointly Administered) |
| |) | |
| Debtors. |) | Objection Deadline: May 28, 2003 |
| |) | Hearing Date: June 4, 2003 at 4:00 p.m. |

**OBJECTION OF LEARSI & CO. TO DEBTOR'S MOTION
FOR AN ORDER PURSUANT TO §365 OF THE BANKRUPTCY CODE
AUTHORIZING, BUT NOT DIRECTING, DEBTORS TO ASSUME AND
ASSIGN OR, ALTERNATIVELY, REJECT CERTAIN UNEXPIRED
NON-RESIDENTIAL REAL PROPERTY LEASES (DOCKET NO. 944)**

Learsi & Co., Inc. ("Learsi"), by its undersigned counsel, hereby objects to the May 17, 2003 Debtors' Motion for an Order Pursuant to §365 of the Bankruptcy Code Authorizing, but not Directing, Debtors to Assume and Assign, or Alternatively, Reject Certain Unexpired Non-Residential Real Property Leases (the "Motion"). The grounds for Learsi's Objection are as follows:

1. Learsi is the landlord party to a lease (the "Lease") of certain commercial premises located at 4275 South 76th Street, Greenfield, Wisconsin (the "Premises") with Fleming Companies, Inc. (the "Debtor").
2. Fleming, as tenant under said Lease, operates, directly or through a sub-lessee, a Rainbow Food Store (store No. 8909) on said Premises.
3. Pursuant to the Motion, the Debtor proposes to assign the Lease to an entity called QVS Food Group, LLC ("QVS").
4. The Debtor has not indicated in the Motion what, if any, adequate assurance of future performance may be provided with respect to QVS.

5. Exhibit 1 to the Motion indicates that the cure amount pertaining to the Lease is \$0.00. In fact, substantial amounts had accrued but not become payable as of the April 1, 2003 petition date in this case. Learsi will shortly file a supplement to this Objection, setting forth its calculation of the correct cure amount.

WHEREFORE, Learsi requests the Court enter an order denying the Motion for such other and further relief as the Court deems just and appropriate.

DUANE MORRIS LLP

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Dated: May 28, 2003

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