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) Jointly Administered
Debtors.	:	**Objection Deadline: June 2, 2003 at 12:00 p.m. EST** **Hearing Date: June 4, 2003 at 4:00 p.m.**

SUPPLEMENTAL OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. §§327(a), 328(a) AND FED.R.BANKR.P. 2014(a) AUTHORIZING THE EMPLOYMENT AND RETENTION OF BLACKSTONE GROUP L.P. AS FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS IN POSSESSION
(re Docket No. 926)

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 supplemental objection (the "Supplemental Objection") to the Application of the Debtors for Entry of an Order Pursuant to 11 U.S.C. §§327(a), 328(a) and Fed.R.Bankr.P. 2014(a) Authorizing the Employment and Retention of Blackstone Group L.P. as Financial Advisor to the Debtors and Debtors In Possession (the "Application") filed on May 16, 2003. In support of its Supplemental Objection, the Committee respectfully states as follows:

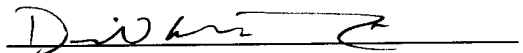
On June 2, 2003, the Committee filed its objection to the retention of Blackstone Group L.P. ("Blackstone") as Financial Advisor ("Financial Advisor") to the Debtors. In addition to the objections contained therein, the Committee also objects to the approval under 11 U.S.C. §328(a) of the success fee structure set forth in the Application. The Committee requests that any order approving the employment and retention of Blackstone incorporate language which would require Blackstone to file a fee application in accordance with 11 U.S.C. §330 setting forth the justification for any success fees contained therein and allow parties in interest an opportunity to

object on additional bases other than the limited "unforeseen circumstances" provision defined in 11 U.S.C. §328 (e.g., the success fee should be related to the ultimate distribution to unsecured creditors).

WHEREFORE, the Committee respectfully requests that the Court deny the Application of the Debtors for Entry of an Order Pursuant to 11 U.S.C. §§327(a), 328(a) and Fed.R.Bankr.P. 2014(a) Authorizing the Employment and Retention of Blackstone Group L.P. as Financial Advisor to the Debtors and Debtors In Possession as filed, or alternatively, approve the Application subject to the modifications set forth by the Committee in its Objection and Supplemental Objection.

Dated: June 3, 2003

PEPPER HAMILTON LLP



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