

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>FLEMING COMPANIES, INC., <u>et al.</u>,</b>	)	<b>Case No. 03-10945 (MFW)</b>
	)	<b>Objection Deadline: At the Hearing</b>
<b>Debtors.</b>	)	<b>Hearing Date: Emergency Hearing Requested</b>

**ALBERTSON'S, INC.'S REQUEST FOR TELEPHONIC HEARING  
REGARDING THE MOTION OF ALBERTSON'S INC. TO SHORTEN  
NOTICE PERIOD AND APPROVE FORM AND MANNER OF NOTICE**

Albertson's, Inc. ("Albertson's") hereby requests a telephonic hearing at the earliest convenience of the Court to discuss the Motion of Albertson's Inc. to Shorten Notice Period and Approve Form and Manner of Notice (the "Motion to Shorten"), and by and through undersigned counsel, respectfully states as follows:

**Background**

1. On June 12, 2003, Albertson's filed the Motion to Shorten. The Motion to Shorten requested that Court allow the notice period with regard to (i) the Motion of Albertson's, Inc. for an Order: (A) Lifting the Automatic Stay to Allow Albertson's, Inc. to Terminate the Facility Standby Agreements; or Alternatively (B) Compelling Fleming Companies, Inc. to Reject Such Agreements Immediately (the "Stay Relief Motion") and (ii) the Motion of Albertson's, Inc. for Leave to File Motion Under Seal (the "Seal Motion," and collectively with the Stay Relief Motion, the "Albertson's Motions") to be shortened from 15 to 13 days so as to allow the Albertson's Motions to be heard by the Court on June 25, 2003 at 9:00 a.m.

2. On June 13, 2003, the Court held a telephonic hearing regarding the Debtors' Emergency Motion to Continue Hearing and Filing Deadlines for Opposition on Motions by Hays Food Town, Inc. (the "Hays Stay Relief Motion") and E-Z Mart Stores, Inc. (the "E-Z Mart Stay Relief Motion," and collectively with the Hays Stay Relief Motion the

“Hays and E-Z Mart Stay Relief Motions”) for Relief from the Automatic Stay, or in the Alternative, to Compel Rejection of Executory Contracts. At the June 13<sup>th</sup> telephonic hearing the Debtors argued that due to the complex nature of the contracts involved and the need for testimony from witnesses, there would not be time for the Hays and E-Z Mart Stay Relief Motions to be heard at the regularly scheduled June 25<sup>th</sup> omnibus hearing date. The Court agreed with the Debtors and continued the Hays and E-Z Mart Stay Relief Motions. However, rather than continuing the Hays and E-Z Mart Stay Relief Motions to July 17, 2003, the next regularly scheduled omnibus hearing date, the Court continued the Hays and E-Z Mart Stay Relief Motions to specially scheduled hearing dates.

#### **Relief Requested**

3. Albertson’s seeks a telephonic hearing to establish a hearing date for the Albertson’s Motions in order to ensure that the motions are heard by the Court at the June 25<sup>th</sup> omnibus hearing or such other earliest possible hearing date as the Court may establish.

#### **Basis for Relief Requested**

4. As set forth in the Stay Relief Motion, due to the immediate and potentially irreparable harm caused by the failure of the above-captioned debtors (the “Debtors”) to fulfill their supply obligations under certain agreements with Albertson’s and the Debtor’s continued inability to meet those obligations, it is necessary for the Albertson’s Motions to be heard at the earliest possible date by the Court.

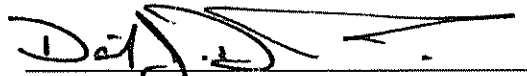
5. Given the Court’s comments at the June 13, 2003 telephonic hearing regarding the Court’s schedule and because the Stay Relief Motion filed by Albertson’s is of a similar nature as the Hays and E-Z Mart Stay Relief Motions, Albertson’s believes it is in the

best interests of the Court and all parties involved to schedule a telephonic hearing to establish a certain hearing date for the Albertson's Motions.

WHEREFORE, the Albertson's hereby requests a telephonic hearing at the earliest convenience of the Court to establish a special hearing date for the Stay Relief Motion and the corresponding Seal Motion.

Dated: June 16, 2003  
Wilmington, Delaware

Respectfully submitted,



Daniel J. DeFranceschi (DE 2732)  
Kimberly D. Newmarch (DE 4340)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, Delaware 19899  
(302) 651-7700

and

Richard A. Chesley (IL 6240877)  
Paul E. Harner (IL 6276961)  
Ray C. Schrock (IL 6257005)  
JONES DAY  
77 West Wacker Drive  
Chicago, Illinois 60601  
(312) 782-3939

ATTORNEYS FOR ALBERTSON'S, INC.