

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

<b>In Re:</b>	)	<b>Case No. 03-10945 (MFW)</b>
	)	<b>Jointly Administered</b>
<b>FLEMING COMPANIES, INC.</b>	)	<b>Chapter 11</b>
<b>et al.,</b>	)	
<b>Debtors.</b>	)	<b>Objection Date: June 18, 2003 at 4:00 p.m.</b>
	)	<b>Hearing Date: June 25, 2003 at 2:00 p.m.</b>

**HODA, LLC'S LIMITED OBJECTION TO DEBTORS' MOTION TO EXTEND  
TIME TO ASSUME OR REJECT UNEXPIRED LEASES, FILED MAY 28, 2003**

HODA, LLC ("HODA") files this its Limited Objection to Debtors' Motion to Extend Time to Assume or Reject Unexpired Leases, filed May 28, 2003 and in support thereof states the following:

1. The Court has jurisdiction in regard to this matter pursuant to 28 U.S.C. §157 and 1334.
2. The Debtors filed their Voluntary petition for Relief on April 1, 2003.
3. The deadline for the Debtors to assume or reject non-residential real property leases was May 31, 2003.
4. On or about May 28, 2003 the Debtors filed their Motion to Extend Time to Assume or Reject Unexpired Leases ("Motion").
5. HODA did not receive a copy of the Motion.
6. Counsel for HODA obtained a copy of the Schedule of Unexpired Leases subject to Debtors' Motion to Extend Time to Assume or Reject Unexpired Leases, filed May 28, 2003 ("Schedule"). Pages 1 and 2 of the Schedule are attached hereto and incorporated herein as **EXHIBIT "1"**.
7. After receiving the Schedule, HODA is unsure if the following leases are being assumed, assumed and assigned, or rejected:

- a. TX-340  
8282 Spring Valley Road, Dallas, Texas
- b. TX-341  
5401 Park Springs Blvd., Arlington, Texas
- c. TX-342  
9920 White Settlement Road, Ft. Worth, Texas

(the page of the Schedule listing these leases is attached hereto and incorporated herein as **EXHIBIT “2”**).

8. HODA **opposes** granting an extension of time to the Debtors to September 30, 2003 to make a decision to assume, assume and assign, or reject Lease TX-340, 8282 Spring Valley Road, Dallas, Texas.

9. The store at 8282 Spring Valley Road, Dallas, Texas is currently closed and, except for a few fixtures, Debtors have vacated the premises.

10. At this time, HODA has a contract to sell the real property located at 8282 Spring Valley Road, Dallas, Texas.

11. The contract to sell 8282 Spring Valley Road is subject to and contingent on the immediate rejection of the lease.

12. Based on the current economic conditions in the Dallas area, HODA believes that it will be very difficult to find another similar buyer for the property.

13. The current contract that HODA has to sell 8282 Spring Valley Road is a rare opportunity to avoid a significant loss, which would otherwise occur if Debtors reject the lease on this property.

14. Granting Debtors an extension of time with respect to 8282 Spring Valley Road, Dallas, Texas may unfairly prejudice HODA's rights with respect to this property and cause HODA irreparable harm.

15. Consequently, HODA requests the immediate rejection of Lease TX-340, 8282 Spring Valley Road, Dallas, Texas and objects to any extension with respect to this property.

16. HODA takes no position at this time regarding the assumption, assumption and assignment, or rejection or the granting of an extension of time to assume, assume and assign or reject the following leases so long as the Debtors (and their tenants) comply with the terms of the leases and so long as any order which is entered is without prejudice to HODA's right to file a motion at a later date and request that the lease or leases be assumed, assumed and assigned or rejected:

- a. TX-341  
5401 Park Springs Blvd., Arlington, Texas
- b. TX-342  
9920 White Settlement Road, Ft. Worth, Texas

WHEREFORE, HODA, LLC requests that the Court:

(1) Order the immediate rejection of Lease TX-340, 8282 Spring Valley Road, Dallas, Texas;

(2) Order that the entry of an order extending the deadline for the Debtors to assume, assume and assign or reject the following leases is without prejudice to HODA's right to file a motion at a later date requesting that the lease or leases be assumed, assumed and assigned or rejected:

- (a) TX-341  
5401 Park Springs Blvd., Arlington, Texas
  - (b) TX-342  
9920 White Settlement Road, Ft. Worth, Texas
- (3) Grant HODA such other and further relief as it deems just and proper.

Respectfully submitted

STONE, LEYTON & GERSHMAN  
A Professional Corporation

By: /s/ Howard S. Smotkin

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