

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.)	

**FLEMING'S SUPPLEMENTAL OBJECTION TO ALBERTSON'S MOTION
TO SHORTEN TIME AND FLEMING'S PRELIMINARY OBJECTION
TO ALBERTSON'S MOTION TO LIFT THE AUTOMATIC STAY**

The debtors and debtors in possession hereby file their Supplemental Objection to Albertson's Motion to Shorten Time and Fleming's Objection to Albertson's Motion to Lift the Automatic Stay and respectfully state as follows:

1. Fleming submits this preliminary statement regarding Albertson's motion to lift stay (so that it may terminate an enormously valuable long term supply contract) and its motion to shorten time to hear the lift stay motion at the June 25 hearing. Fleming filed its opposition to Albertson's motion to shorten time the morning of June 17. The Court has not yet ruled on Albertson's motion and has not granted its request to hold a telephonic hearing. Consequently, the untimely-filed motion to lift stay is not properly calendared for the June 25 hearing and should not be heard on that date. Fleming intends to dispute Albertson's motion, including its contention that Fleming has materially breached the supply contract.

2. There still is not enough time to give Fleming a fair hearing on Albertson's motion to lift stay, which involves one of the most valuable contracts held by the

Company (the specifics are discussed more thoroughly in Albertson's motion to lift stay and Fleming's objection to the motion to shorten time). Fleming intends to submit a substantive objection to Albertson's motion at the appropriate time and requests that the Court order the briefing schedule Fleming requested in its objection to Albertson's motion to shorten time, i.e. that the hearing be calendared for August 19, with the objection to be filed on August 11 and discovery to take place in advance of the objection.

Dated: June 18, 2003

James H. M. Sprayregen, P.C. (ARDC No. 6190206)
Richard L. Wynne (CA Bar No. 120349)
Geoffrey A. Richards (ARDC No. 6230120)
Andrew E. Paris (CA Bar No. 162562)
Shirley Cho (CA Bar No. 192619)
Haleh Rahjoo (CA Bar No. 192137)
KIRKLAND & ELLIS
777 South Figueroa Street
Los Angeles, CA 90017
(213) 680-8400 (Telephone)
(213) 680-8500 (Facsimile)

and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES
& WEINTRAUB P.C.

A handwritten signature in cursive script, reading "Scotta McFarland", written over a horizontal line.

Laura Davis Jones (DE No. 2436)
Ira D. Kharasch (CA No. 109084)
Scotta E. McFarland (DE No. 4184)
Christopher J. Lhulier (DE No. 3850)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier No. 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession