

**UNITED STATES BANKRUPTCY COURT
 FOR THE DISTRICT OF DELWARE
 824 N. Market Street, 5th Floor
 Wilmington, Delaware 19801**

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 US BANKRUPTCY COURT
 DISTRICT OF DELAWARE

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In re: Case No. 03-10945 (MFW)
 FLEMING COMPANIES, INC., et. al., Chapter 11
 Debtors. Jointly Administered

OBJECTION TO PROPOSED SALE

NOW comes CAMPUSTOWN, L.L.C. pursuant to Notice of Sale of Real Estate and Personal Property dated June 26, 2003, and the Opposition Procedures previously adopted by the Court and represents as follows:

- A. The Objector is a "Sale Notice Party" as defined in the Notice.
- B. The Debtor has previously represented to the undersigned that it had received an all-cash purchase offer of \$625,000.00 for the property which is the subject of the Notice of Sale. Such representation was made to the undersigned as part of a settlement proposal concerning amounts owed by the Debtor to the undersigned.
- C. Approving the Sale as proposed is not in the Bankruptcy Estates' best interest nor its Creditors and should be disallowed.

WHEREFORE, the Objector requests that the proposed Sale be disallowed and that alternative arrangements be made for sale of the property at an increased price.

CAMPUSTOWN, L.L.C.

By: *D. Joseph Sons, Jr. Sole Member*

D. Joseph Sons & Assoc.
 Real Estate Co.
 5001 N. University Street
 Peoria, Illinois 61614
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PROOF OF SERVICE

The undersigned certifies that copies of the attached Objection To Proposed Sale were served upon the following by either first class United States Mail and/or hand-delivering and/or by facsimile this 3rd day of July, 2003, with postage prepaid and addressed as follows:

By Facsimile:

David Joseph – Fax #: (309) 692-1742

Office of the United States Trustee, Attn: Joseph McMahon, Esq. – Fax#: (302) 573-6497

White & Case, Attn: Andrew DeNatale, Esq. – Fax#(212) 354-8113

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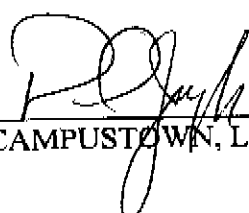
City of Peoria, City Hall – Legal Dept. – Fax#: (309) 494-8559

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BY:


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