

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

_____	:	Chapter 11
In re	:	
	:	
FLEMING COMPANIES, INC., <i>et al.</i> ,	:	
	:	Case No. 03-10945 (MFW)
	:	(Jointly Administered)
Debtors.	:	
	:	Hearing Date: July 17, 2003 at 4:00 p.m.
_____	:	[Relates to Docket Nos. 1853 and 1959]

**WITHDRAWAL OF LIMITED OBJECTION OF PRIM FLEMING
WAREHOUSE, LLC TO MOTION FOR ORDER (A) APPROVING BIDDING
PROCEDURES AND BID PROTECTION IN CONNECTION WITH
THE SALE OF THE WHOLESALE DISTRIBUTION BUSINESS, (B)
APPROVING ASSIGNMENT PROCEDURES FOR AFFECTED EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, (C) APPROVING THE FORM AND
MANNER OF NOTICE, AND (D) SETTING SALE HEARING DATES**

PRIM Fleming Warehouse, LLC (“PRIM”), the current landlord to the Debtors of the leased premises located at 3400 74th Avenue, Miami, Florida, by and through its undersigned counsel, based upon an agreement reached with counsel for the Selling Debtors,¹ hereby withdraws its limited objection to the Selling Debtors’ *Motion for Order (A) Approving Bidding Procedures and Bid Protection in Connection with the Sale of the Wholesale Distribution Business, (B) Approving Assignment Procedures for Affected Executory Contracts and Unexpired Leases, (C) Approving the Form and Manner of Notice, and (D) Setting Sale Hearing Dates.*

¹ Capitalized terms not otherwise defined herein shall have their meanings given them in the Motion.

BALLARD SPAHR ANDREWS & INGERSOLL, LLP

Dated: July 17, 2003
Wilmington, Delaware

By: /s/ Jennifer A. L. Kelleher
Tobey M. Daluz, Esq. (No. 3939)
Jennifer A. L. Kelleher, Esq. (No. 3960)
919 N. Market Street, 17th Floor
Wilmington, DE 19801
Tel: (302) 252-4465
Fax: (302) 252-4466
Email: daluzt@ballardspahr.com
kelleherj@ballardspahr.com

and

David L. Pollack, Esq.
1735 Market Street, 51st Floor
Philadelphia, PA 19103
Tel: (215) 864-8325
Fax: (215) 864-9473
Email: pollack@ballardspahr.com

and

GOULSTON & STORRS, P.C.

James F. Wallack, Esq.
Christian J. Urbano, Esq.
400 Atlantic Avenue
Boston, MA 02110-3333
(617) 482-1776
(617) 574-4112 (fax)
Email: jwallack@goulstonstorrs.com
curbano@goulstonstorrs.com

Counsel to PRIM Fleming Warehouse, LLC

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

In re:	:	
	:	CHAPTER 11
FLEMING COMPANIES, INC., <u>et al.</u> ,	:	
	:	CASE NO. 03-10945 (MFW)
Debtors.	:	
	:	

CERTIFICATE OF SERVICE

I, Jennifer A. L. Kelleher, Esquire, certify that on this 17th day of July, 2003, I caused a true and correct copy of the Withdrawal of Limited Objection to the Debtors' Motion for an Order (A) Approving Bidding Procedures and Bid Protection in Connection With the Sale of the Wholesale Distribution Business, (B) Approving Assignment Procedures for Affected Executory Contracts and Unexpired Leases, (C) Approving the Form and Manner of Notice, and (D) Setting Sale Hearing Dates, to be served on the attached service list in the manner indicated.

BALLARD SPAHR ANDREWS &
INGERSOLL, LLP

By: /s/ Jennifer A. L. Kelleher
Jennifer A. L. Kelleher, Esq. (No. 3960)
919 N. Market Street, 17th Floor
Wilmington, DE 19801
Phone: (302) 252-4465
Facsimile: (302) 252-4466
E-mail: kelleherj@ballardspahr.com

HAND DELIVERY

Laura Davis Jones, Esquire
Pachulski, Stang, Ziehl,
Young, Jones & Weintraub, P.C.
919 Market Street, 16th Floor
Wilmington, DE 19801

Joseph J. McMahon, Esquire
Office of the United States Trustee
J. Caleb Boggs Federal Building
844 King Street, Suite 2313
Wilmington, DE 19801

Scott Cousins, Esquire
Greenberg Traurig LLP
The Brandywine Building
1000 West Street, Suite 1540
Wilmington, DE 19801

David Fournier, Esquire
Pepper Hamilton LLP
1201 Market Street, Suite 1600
Wilmington, DE 19801

VIA FACSIMILE AND FIRST CLASS MAIL

Richard L. Wynne, Esquire
Kirkland & Ellis
777 South Figueroa Street
Los Angeles, CA 90017
(213) 680-8500

James H.M. Sprayregen, P.C.
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601
(312) 861-2200

Scotta E. McFarland, Esquire
Pachulski, Stang, Ziehl,
Young, Jones & Weintraub, P.C.
10100 Santa Monica Blvd., 11th Floor
Los Angeles, CA 90067
(310) 201-0760

Andrew P. DeNatale, Esquire
White & Case
1155 Avenue of the Americas
New York, NY 10036
(212) 354-8113

Paul Aronzon, Esquire
Milbank, Tweed, Hadley & McCoy LLP
601 South Figueroa Street, 30th Floor
Los Angeles, CA 90017
(213) 629-5063