

**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)	

Objection Deadline: November 18, 2003 at 4:00 p.m.
Hearing Date: November 25, 2003 at 9:30 a.m

**LIMITED OBJECTION OF BRADLEY OPERATING LIMITED PARTNERSHIP TO
DEBTOR'S MOTION FOR ORDER ESTABLISHING BAR DATE FOR FILING
CERTAIN ADMINISTRATIVE EXPENSE CLAIMS, APPROVING FORM AND
MANNER OF NOTICE THEREOF AND APPROVING PROOF OF
ADMINISTRATIVE CLAIM FORM**

Bradley Operating Limited Partnership ("Bradley"), a lessor in the above-captioned, jointly administered bankruptcy cases, by its counsel, hereby objects to the Debtors' Motion for Order Establishing Bar Date for Filing Certain Administrative Expense Claims, Approving Form and Manner of Notice Thereof, and Approving Proof of Administrative Claim Form (the "Motion") pursuant to 11 U.S.C. §§365(d)(3) and 503 and in support thereof states as follows:

1. April U.S.C. §§ 101 et seq. (the "Bankruptcy Code"). The Court subsequently entered an order directing the procedural consolidation and joint administration of Debtors' Chapter 11 cases. Debtors have continued to operate their businesses as debtors-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.
2. Bradley is a lessor of certain nonresidential shopping center spaces as to which one or more of the Debtors is the lessee (the "Leases"). To date, Debtors have rejected some of the Leases and assumed and assigned other Leases. The Debtors have yet to either assume and assign or reject certain other of the Leases.
3. In the Motion, the Debtors seek to set January 15, 2004, at 4:00 P.M. Eastern Standard

Time as the last day by which creditors, including Bradley, must file administrative expense claims arising under 11 U.S.C. §§ 503(b) and 507(a)(1) which accrued during the period from the Petition Date through and including October 31, 2003, and the last dated to obtain certain procedural relief.

4. As lessees of nonresidential real property in these bankruptcy cases, the Debtors have certain obligations under the Leases that have yet to be assumed or rejected and may have certain obligations remaining on the Leases which have already been assumed or rejected. These obligations include, without limitation, regular payments of minimum rent, percentage rent, common area maintenance expenses and reconciliations, insurance charges, certain tax liabilities and other regular and/or periodic charges (collectively “Rent”). Bradley may also have claims for indemnity from matters such as accidents, personal injury, property damage, environmental contamination, fire or vandalism (the “Indemnity Claims”).

5. These Rent and Indemnity Claims, accrued under the Leases after the Petition Date, is entitled to administrative priority under 11 U.S.C. § 507(a)(1) and allowance under 11 U.S.C. § 503(b).

6. Debtors must also timely perform all obligations under the Leases, including timely payment of all Rent and Indemnity Claims on an ongoing basis pursuant to 11 U.S.C. § 365(d)(3).

7. The procedure Debtors seek to establish in the Motion does not specifically address the treatment of administrative claims arising under leases of nonresidential real property pursuant to 11 U.S.C. §§ 365(d)(3) and 503.

8. It is entirely possible that Bradley will not discover Indemnity Claims until months or possibly years after the Indemnity Claims have first arisen. Further, because certain items of

Rent accrue well before they are billed and may be subject to reconciliation or adjustment after they are first accrued, it is often difficult for Bradley to determine the exact amounts owed by the Debtors under the Leases at a given time in the near past.

9. Consequently, Bradley objects to the Motion to the extent the Motion requests that any claims arising under the Leases will be cut off after a date certain.

WHEREFORE, Bradley requests that this Court enter an Order preserving its right to receive immediate payment of any and all post-petition obligations that came due prior to October 31, 2003, and granting such other and further relief as this Court deems just.

Dated November 18, 2003

Respectfully Submitted,

ROSS & HARDIES

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