

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

IN THE UNITED STATES BANKRUPTCY COURT

DISTRICT OF DELAWARE

In re:
FLEMING COMPANIES, INC., et al.,
Debtors.

Chapter 11 Proceedings
Case No. 03-10945 (MFV)
(Jointly Administrated)

Hearing 12/8/03 @ 9:30 a.m.
Objections Due 12/2/03 @ 4:00 p.m.
(By Stipulation)

**LIMITED OBJECTION OF STABLER'S, INC.
TO THE DEBTORS' MOTION FOR ORDER PURSUANT TO SECTION 365(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO REJECT CERTAIN
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY, PERSONAL
PROPERTY LEASES AND EXECUTORY CONTRACTS IN CONNECTION WITH SALE
ORDER AND PURSUANT TO C&S OPTION NOTICES
DATED NOVEMBER 13, 2003 (DECEMBER 8, 2003 HEARING)**

Stabler's, Inc. d/b/a Franklin Farms ("Stabler"), through its counsel, hereby files this limited objection (the "Objection") to the Debtors' above-referenced motion (the "Motion"). In support of this Objection, Stabler respectfully states as follows:

1. Stabler is a party to several agreements with Fleming Companies, Inc. ("Fleming"), including a Facility Standby Agreement ("FSA") dated May 17, 2001, associated with the grocery store located at 2039 West Guadalupe Road, Mesa, Arizona (the "Premises"), and a sublease agreement ("Sublease") of the grocery store Premises (Contract No. 6617). Stabler is also a party to a promissory note (the "Note") with Fleming dated May 17, 2001, that is secured by certain grocery store equipment (the "Equipment") located at the Premises.

2. Fleming has identified the Sublease as Contract No. 6617 in the Motion and has notified Stabler that it intends to reject the Sublease and abandon the Equipment to the landlord/owner of the Premises.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

COPY of the foregoing mailed this
1st day of December, 2003, to:

James H. M. Sprayregen
Richard L. Wynne
Geoffrey A. Richards
Kirkland & Ellis LLP
777 South Figueroa Street
Los Angeles, California 90017

Ira D. Kharasch, Esq.
Pachulski, Stang, Ziehl, Young, Jones, & Weintraub P.C.
919 North Market Street, Sixteenth Floor
Post Office Box 8705
Wilmington, Delaware 19899-8705 (Courier No. 19801)
Co-Counsel for the Debtors and Debtors in Possession

United States Trustee
844 King Street, Room 2207
Lockbox #35
Wilmington, DE 19801

Julie L. Compton
Office of the U. S. Trustee
J. Caleb Boggs
Federal Building
844 King Street, Suite 2313
Wilmington, DE 19801

Official Committee of Unsecured Creditors
c/o Pepper Hamilton LLP
1201 Market Street, Suite 1600
P. O. Box 1709
Wilmington, DE 19899-1709


/s/ Margo Martin

215853