

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

_____)	
In re)	Chapter 11
)	
FLEMING COMPANIES, INC., <i>et al.</i> ,)	Case No. 03-10945 (MFW)
)	(Jointly Administered)
Debtors.)	
)	Related to Docket No. 4790
_____)	

**RESPONSE OF XEROX CORPORATION TO DEBTORS'
FIRST OMNIBUS OBJECTION TO CLAIMS**

Xerox Capital Services, LLC, as servicing agent for and on behalf of Xerox Corporation (collectively, "Xerox") responds in opposition to the Debtors' First Omnibus Objection to Claims (the "First Objection") regarding claims filed by Xerox against the Debtors, and represents as follows:

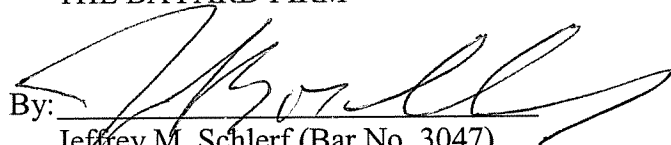
1. The Debtors object to the proof of claim filed by Xerox dated June 2, 2003, and designated as Claim No. 992 (the "First Xerox Claim") on the grounds that it has been amended and superseded by the proof of claim filed by Xerox dated July 17, 2003 and designated as Claim No. 2232 (the "Second Xerox Claim").

2. Xerox did not intend for the Second Xerox Claim to supersede the First Xerox Claim (and Xerox did *not* indicate on the Second Xerox Claim that the claim superseded the First Xerox Claim). The Second Xerox Claim was intended, rather, to supplement the total amount Xerox believes it is owed on the account referenced in both the First Xerox Claim and the Second Xerox Claim.

WHEREFORE, for the foregoing reasons, Xerox requests that the First Objection be denied as to the First Xerox Claim and that Xerox be granted any and all other relief to which it may be entitled.

DATED: December 29, 2003

THE BAYARD FIRM

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