

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: Fleming Companies, Inc. et al. Debtors.	In Proceedings Under Chapter 11 Case No. 03-10945(MFW) (Jointly Administered) Objection Deadline: January 14, 2004 Hearing Date: January 21, 2004 at 9:30 a.m.
--	--

**RUSSELL'S FOOD STORE, INC.
OBJECTION TO MOTION FOR ORDER AUTHORIZING ARBITRATION OF
CERTAIN SPECIFIED CLAIMS AND CAUSES OF ACTION ASSERTED BY OR
AGAINST FLEMING COMPANIES, INC.**

Russell's Food Store, Inc. ("**Russell**"), appearing through its counsel, Murphy Spadaro & Landon, objects to the Debtors' Motion for Order Authorizing Arbitration of Certain Specified Claims and Causes of Action Asserted by or Against Fleming Companies, Inc. on grounds that Russell has not agreed to enter into a postpetition agreement with the Debtors to submit disputes to arbitration. Further, Russell denies that the relief proposed by Debtors will allow Russell to resolve "any" related counter-claims, because the Debtors propose to use April 1, 2003 as an artificial barrier to Russell's claims for recoupment or set-off against Debtors. The restrictions in the proposed Arbitration Order effectively remove the arbitrator's ability to consider the transactions between Russell and Debtors as a whole.

Wherefore, Russell respectfully requests that the Court deny Debtors' Motion as presented and grant such further relief as the Court deems just and equitable.

Respectfully submitted,

/s/ Chase T. Brockstedt
Chase T. Brockstedt (ID# 3815)
Murphy Spadaro & Landon
Suite 700
824 Market Street
Wilmington, DE 19801
(302) 654-4600

and

Phillip B. Whitaker, Jr.
Shumacker Witt Gaither & Whitaker, P.C.
1100 SunTrust Bank Building
Chattanooga, TN 37402
(423) 425-7136