

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

**In re**

**Fleming Companies, Inc., et al.,**

**Debtors.**

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**Chapter 11**

**Case No. 03-10945 (MFW  
(Jointly Administered)**

**Objection Deadline: April 9, 2003 at 12:00 p.m.  
prevailing Eastern time**

**Hearing Date: April 10, 2003 at 11:30 a.m.  
prevailing Eastern time**

**RESPONSE AND RESERVATION OF RIGHTS  
OF JTI-MACDONALD CORP. TO MOTION FOR ORDER AUTHORIZING  
THE DEBTORS TO PAY CRITICAL TRADE VENDORS  
IN EXCHANGE FOR CONTINUING RELATIONSHIPS  
PURSUANT TO CUSTOMARY TRADE TERMS**

TO: HONORABLE MARY F. WALRATH,  
UNITED STATES BANKRUPTCY JUDGE

JTI-Macdonald Corp. (“JTI”), by its co-counsel Bryan Cave LLP and Ballard Spahr Andrews & Ingersoll, LLP, hereby submits its response and reservation of rights with respect to the Motion for Order Authorizing Payment of Critical Trade Vendors in Exchange for Continuing Relationships Pursuant to Customary Trade Terms ( the “Critical Vendor Motion”) of Fleming Companies, Inc., and related debtors and debtors-in-possession (collectively, the “Debtors”), and respectfully sets forth as follows:

1. The Debtors have failed to provide sufficient information to enable the Court, JTI and other vendors and creditors to make an informed decision about the substance of the Critical Vendor Motion. Specifically, the Debtors fail to explain which vendors are to be “critical vendors” and how they are to be paid and how “critical vendor” payments tie in to the Debtors’ business plan. Further, the Debtors have failed to demonstrate how the \$100 million sought for

critical vendor payments will be paid from the post-petition financing made available to the Debtors.<sup>1</sup>

2. JTI reserves all of its rights and remedies with regard to the Critical Vendor Motion pending receipt of additional information concerning the substance of the motion.

Dated: Wilmington, Delaware  
April 9, 2003

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<sup>1</sup> As the Court is aware, the Debtors seek \$150 million in availability under their DIP loan. \$50 million of that availability has previously been drawn down.