

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

In re:

FLEMING COMPANIES, INC., *et al.*,

Debtors.

(Chapter 11)

Case No. 03-10945 (MFW)

(Jointly Administered)

**JOINDER BY EXXONMOBIL OIL CORPORATION IN LIMITED OBJECTION OF
HERSHEY FOODS CORPORATION TO MOTION FOR ORDER AUTHORIZING THE
PAYMENT OF CRITICAL TRADE VENDORS IN EXCHANGE FOR CONTINUING
RELATIONSHIP PURSUANT TO CUSTOMARY TRADE TERMS**

ExxonMobil Oil Corporation (“Exxon”), by and through its undersigned counsel, hereby files this joinder (the “Joinder”) in the limited objection of Hershey Foods Corporation (the “Hershey Objection”) to the *Motion For Order Authorizing The Payment Of Critical Trade Vendors In Exchange For Continuing Relationship Pursuant To Customary Trade Terms* (the “Critical Vendor Motion”). In support of the Joinder, Exxon states as follows:

Background

1. On April 1, 2003 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors have retained possession of their respective assets and are authorized, as debtors-in-possession, to continue the operation and management of their respective businesses.

2. Prior to the Petition Date, Exxon shipped fuel products to Dunigan Fuels Inc., one of the above-referenced Debtors, for which Exxon has not been paid approximately \$1,200,000. Included within these shipments were products sold on credit in the approximate

amount of \$1,029,093.96 for which Exxon has timely asserted a reclamation claim, pursuant to section 2-702 of the Uniform Commercial Code and section 546(c) of the Bankruptcy Code.

3. On April 2, 2003, the Debtors filed the Critical Vendor Motion.

4. On April 2, 2003, Hershey Foods Corporation filed the Hershey Objection.

5. On or about April 14, 2003, the Debtors filed a *Supplement To Motion For Order Authorizing The Granting Of Junior Trade Lien Status To Critical Vendors In Exchange For Continuing Relationship Pursuant To Customary Trade Terms* (the "Critical Vendor Supplement").


6. Exxon hereby submits this Joinder in the Hershey Objection to the Critical Vendor Motion and incorporates the Hershey Objection by reference herein. In addition, Exxon states that the arguments asserted in the Hershey Objection also provide a basis for an objection to the Critical Vendor Supplement and hereby incorporates the arguments asserted in the Hershey Objection by reference herein in response to the Critical Vendor Supplement.

WHEREFORE Exxon respectfully requests that this Court enter an Order:

- (a) denying the Critical Vendor Motion as supplemented by the Critical Vendor Supplement; and
- (b) granting such other and further relief as this Court deems just and proper.

Dated: April 17, 2003

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