

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

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| In re: | : | |
| | : | Chapter 11 |
| FLEMING COMPANIES, INC., <i>et al.</i> , | : | |
| | : | Case No. 03-10945 (MFW) |
| Debtors. | : | (Jointly Administered) |
| | : | |
| | : | Hearing Date: November 25, 2003 at 9:30 a.m. |
| | : | |
| | : | Re: Dkt. Nos. 4011, 4531 and 4556 |

**OBJECTION OF SIGNATURE BRANDS LLC TO MOTIONS OF
DEBTORS AND THE PREPETITION AGENTS TO FILE
SUPPLEMENTAL/ADDITIONAL REPLY BRIEFS IN SUPPORT OF JOINT
MOTION TO PAY AMOUNTS TO THE PREPETITION AGENTS
ON BEHALF OF THE PREPETITION LENDERS**

Signature Brands LLC (collectively, “Respondent”), by and through its undersigned counsel, files this objection (the “Objection”) to the motions (the “Motions for Leave”) of the above-captioned debtors and debtors-in possession (collectively, the “Debtors”) [Dkt. No. 4556] and the agents for the Debtors’ prepetition lenders (the “Prepetition Agents”) [Dkt. No. 4531] for leave to file additional memoranda in support of their joint motion to pay amounts to the Prepetition Agents on behalf of the Debtors’ prepetition lenders (the “Joint Motion”). In support of the Objection, Respondent respectfully states as follows:

BACKGROUND

1. Respondent previously filed a limited response to the Joint Motion (the “Limited Response”) [Dkt. No. 4218].
2. On October 30, 2003, the Prepetition Agents filed an omnibus reply in support of the Joint Motion [Dkt. No. 4262].

3. On November 4, 2003, this Court convened a hearing on the Joint Motion. After testimony and argument, the Debtors and the Prepetition Agents continued the Joint Motion to November 25, 2003.

4. On Thursday, November 20, 2003, the Prepetition Agents filed a request for leave to file a supplemental reply [Dkt. No. 4531]. On Friday afternoon, November 21, 2003, counsel for two (2) other reclamation creditors advised counsel for Respondent of this request and provided counsel for Respondents with a copy.

5. On Friday, November 21, 2003, the Debtors filed a request for leave to file an additional memorandum in support of the Joint Motion [Dkt. No. 4556]. On Friday afternoon, November 21, 2003, a copy of this request was received, via facsimile, by counsel for Respondent.

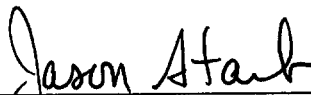
OBJECTION

6. The Motions for Leave do not articulate any necessity for the Debtors and the Prepetition Agents to file their requests or the supplemental/additional memoranda attached thereto one business day prior to the hearing on the Joint Motion. Further, the supplemental/additional memoranda attached as exhibits to the Motions for Leave appear to address substantive issues that should be addressed, if at all, in accordance with, among other things, the reclamation procedures established by this Court at the request of the Debtors. Neither the Respondent, nor any of the other reclamation creditors in these cases, have been afforded a meaningful or adequate opportunity to evaluate or respond to the factual averments and legal arguments set forth in the supplemental/additional memoranda attached to the Motions for Leave.

WHEREFORE, Respondent respectfully requests that this Court enter an Order denying the Motions for Leave and granting such other relief as this Court deems just and proper.

Dated: November 24, 2003

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