IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
FLEMING COMPANIES, INC., et al.,	:	Case No. 03-10945 (MFW) (Jointly Administered)
Debtors.	:	**Re: Dkt. No. 4812**
	:	**Hearing Date: To be Determined** **Objection Date: To be Determined**

JOINDER OF GE CONSUMER PRODUCTS F/K/A GE LIGHTING-A DIVISION OF THE GENERAL ELECTRIC COMPANY, CHURCH & DWIGHT, INC., AND CARTHAGE CUP, L.P. TO THE MOTION TO DEFER RESPONSE DATE, DIRECT THAT BANKRUPTCY RULE 7016 SHALL APPLY TO THIS MATTER, RE-DESIGNATE PROPOSED HEARING DATE AS SCHEDULING CONFERENCE, AND FOR OTHER RELIEF ON DEBTORS' MOTION TO DETERMINE THAT RECLAMATION CLAIMS ARE VALUELESS

TO: HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

GE Consumer Products f/k/a GE Lighting-a division of the General Electric Company, Church & Dwight, Inc., and Carthage Cup, L.P. (collectively the "Reclamation Claimants"), by and through their attorneys, Drinker Biddle & Reath LLP, by way of joinder to the motion of ConAgra Foods, Inc., Del Monte Corp., Kraft Foods North America, Inc., Nestle USA, Inc., Nestle Purina Pet Care Company, Nestle Prepared Foods Company, Nestle Waters North America Inc., Nestle Ice Cream Co. LLC, Sara Lee Corporation, Sara Lee Bakery Group, Inc., and S. C. Johnson & Son, Inc. (collectively, the "Reclamation Movants"), for the entry of an order pursuant to, among other things, Rules 9006 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Section 105(a) of Title 11 of the United States Code (the "Bankruptcy Code"), directing that Bankruptcy Rule 7016 shall apply to

this matter, deferring the December 16, 2003 response deadline pending further Order of the Court, and re-designating the December 23, 2003 hearing on the Combined Amended Reclamation Report and Motion to Determine That Reclamation Claims Are Valueless (the "Reclamation Motion") as a scheduling conference (the "Deferral Motion"), respectfully represent:

BACKGROUND

1. On April 1, 2003 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors have retained possession of their respective assets and have continued the operation and management of their respective businesses as debtors-in-possession.

2. As set forth in the Deferral Motion, the Debtors filed the Reclamation Motion November 25, 2003, just one (1) business day prior to the Thanksgiving holiday. Further, the hearing is scheduled for 2:00 p.m. on December 23, 2003, the eve of the Christmas holidays.

3. The Debtors seek, through the Reclamation Motion, a declaratory judgment invalidating all reclamation claims. The Debtors contend, *inter alia*, that because the amount of the prepetition lenders' secured claims exceeded the individual amounts (as well as the aggregate amount) of reclamation claims as of the reclamation demand dates, no reclamation claim has ever been valid in these cases. They also contend all reclamation rights have been invalid from the inception of these Chapter 11 cases because the Debtors' inventory intake procedures precluded the ability of any reclamation claimant to identify any specific goods subject to reclamation.

RELIEF REQUESTED AND REASONS THEREFOR

4. The Reclamation Claimants hereby join in the motion of the Reclamation Movants, dated December 8, 2003, and for the reasons set forth therein and adopted as if set fully

at length herein, together with those arguments to be presented at the hearing in this matter, respectfully request that the Court grant the Deferral Motion.

NOTICE

5. Copies of the within Joinder have been provided to: (1) counsel to the Debtors, Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, California 90017, attn: Richard Wynne, Esq., and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), attn: Laura Davis Jones, Esq.; (2) counsel to Senior Secured Lenders, White & Case, 1155 Avenue of the Americas, New York, New York 10036-2787, attn: Andrew P. DeNatale, Esq., and Greenberg Traurig LLP, The Brandywine Building, 1000 West Street, Suite 1540, Wilmington, Delaware 19801, attn: Scott D. Cousins, Esq.; (3) Office of the U.S. Trustee, 844 King Street, Room 2313, Wilmington, Delaware 19801, attn: Joseph McMahon, Esq.; (4) counsel to the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10006-1413, attn: Dennis F. Dunne, Esq., and Pepper Hamilton LLP, 100 Renaissance Center, Suite 3600, Detroit, Michigan 48243-1157, attn: I. William Cohen, Esq., and Pepper Hamilton LLP, 1201 Market Street, Suite 1600, Wilmington, Delaware, attn: David M. Fournier, Esq.; and (5) counsel for the Reclamation Movants, Blank Rome, LLP, 1201 North Market Street, Suite 800, Wilmington, Delaware 19801, attn: Jason W. Staib, Esq., and Piper Rudnick LLP, 6225 Smith Avenue Baltimore, Maryland 21209, attn: Richard M. Kremen, Esq., via the Court's CM/ECF system, electronic mail, facsimile, hand delivery and/or first class mail, postage prepaid, as provided by the Certificate of Service filed with the Court.

WHEREFORE, for the reasons set forth in the Deferral Motion, the Reclamation Claimants respectfully request that the Deferral Motion be granted, together with such other and further relief as is just and equitable.

/s/ Warren T. Pratt
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Dated: December 9, 2003