

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
Fleming Companies, Inc., <u>et al.</u> ,)	Case No. 03-10945 (MFW)
)	
Debtors.)	(Jointly Administered)
)	
)	Related Document Nos. 5034 and _____

ORDER DENYING DEBTORS' MOTION FOR AN ORDER (I)(A) AUTHORIZING DEBTORS TO OBTAIN REPLACEMENT POST-PETITION FINANCING UNDER 11 U.S.C. § 364 AND BANKRUPTCY RULE 4001(c) AND DEL. BANKR. LR 4001-2 AND ASSIGN THE EXISTING SECURED LENDERS' LIENS TO THE REPLACEMENT LENDERS, AND (B) AUTHORIZING DEBTORS TO PAY CERTAIN COMMITMENT AND RELATED FEES AND EXPENSES RELATING TO THE REPLACEMENT POST-PETITION FINANCING, (II) GRANTING ADEQUATE PROTECTION PURSUANT TO 11 U.S.C. §§ 361 AND 363; AND (III) AUTHORIZING DEBTORS TO REPAY CERTAIN OUTSTANDING OBLIGATIONS UNDER THE PRE-PETITION CREDIT AGREEMENT AND THE POST-PETITION LOAN AGREEMENT

Upon the Debtors' Motion For An Order (I)(A) Authorizing Debtors to Obtain Replacement Post-Petition Financing Under 11 U.S.C. § 364 and Bankruptcy Rule 4001(c) and Del. Bankr. LR 4001-2 and Assign The Existing Secured Lenders' Liens to The Replacement Lenders, and (B) Authorizing Debtors to Pay Certain Commitment and Related Fees and Expenses Relating to The Replacement Post-Petition Financing, (II) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361 And 363; and (III) Authorizing Debtors to Repay Certain Outstanding Obligations Under The Pre-Petition Credit Agreement and The Post-Petition Loan Agreement (the "Replacement Financing Motion"); and upon the Objection (the "Objection")¹ of Hershey Foods Corporation to the Replacement Financing Motion; and it appearing that the Court has jurisdiction to consider the Replacement Financing Motion and the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it

¹ Unless otherwise indicated herein, all capitalized terms shall have the meaning provided for them in the Replacement Financing Motion and in the Objection.

appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding, this Replacement Financing Motion and this Objection is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Replacement Financing Motion and Objection having been given; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Replacement Financing Motion is denied.

Dated: January __, 2004

The Honorable Mary F. Walrath
Chief United States Bankruptcy Judge