

**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)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Objection Deadline: December 29, 2003; 4:00 pm
	)	Hearing Date: January 5, 2004; 2:00 pm
	)	
		<b>Related Docket Nos. 5034, 5209</b>

**RESPONSE AND JOINDER OF SIGNATURE BRANDS LLC  
IN THE RESPONSE OF CERTAIN CREDITORS TO  
DEBTORS' MOTION (DOCKET NO. 5034)**

Signature Brands LLC (the "Respondent"), by and through its attorneys, hereby joins in the Response of Certain Creditors (the "Response") (Docket No. 5209) to Debtors' Motion (Docket No. 5034) and respectfully represents as follows:

**Background**

1. The Respondent is the holder of reclamation rights in this matter in the approximate aggregate amount of \$73,467.00.
2. The Respondent is the holder of claims in this matter in an aggregate amount in excess of \$271,000.00; it is also the holder of rights of recoupment and/or offset in an aggregate amount in excess of \$50,000.00. To the extent that the Respondent is the holder of rights of offset with respect to the Debtors, it is the holder of a secured claim in these Chapter 11 Cases pursuant to 11 U.S.C. §506(a).

**Relief Requested**

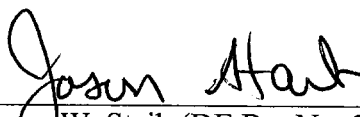
3. Respondent hereby joins in support of the Response.

**Conclusion**

WHEREFORE, Respondent respectfully requests that this Court enter an Order: (a) granting the relief requested in the Response and (b) granting such other and further relief as this Court deems just and proper.

Dated: December 29, 2003

BLANK ROME LLP



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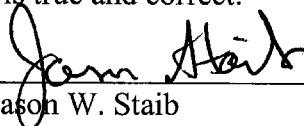
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*Attorneys for Respondent, Signature Brands  
LLC*

**CERTIFICATE OF SERVICE**

I, *Jason W. Staib*, certify that I am not less than 18 years of age, and that on December 29, 2003, I caused service of the attached *Joinder of Signature Brands LLC in Response of Certain Creditors to 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* to be made on the parties listed below in the manner indicated.

Under penalty of perjury, I declare that the foregoing is true and correct.

  
\_\_\_\_\_  
Jason W. Staib

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