

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
FLEMING COMPANIES, INC., <i>et al.</i> ,	:	Case No. 03-10945 (MFW)
	:	
	:	(Jointly Administered)
	:	
Debtors.	:	
	:	Re: Dkt Nos. 5034, 5209

JOINDER OF PILGRIM'S PRIDE CORPORATION 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

Pilgrim's Pride Corporation ("Pilgrim's Pride"), a reclamation creditor in these cases, by and through its attorneys, hereby joins in support of the Response of Certain Creditors (the "Response") [Dkt. No. 5209]¹ 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

¹ The objecting creditors are Clorox Sales Co., Con Agra Foods, Inc., Del Monte Foods, General Mills, Inc., Kimberly Clark Corp., Kraft Foods North America, Inc., Masterfoods USA, 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.

Agreement (the "Replacement Financing Motion") [Dkt. No. 5034] and respectfully represents as follows:

Background

1. Pilgrim's Pride has asserted a reclamation claim in these cases in the approximate amount of \$492,000.00.

Objection

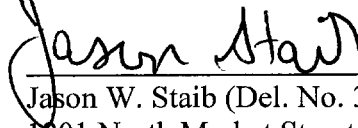
2. Pilgrim's Pride incorporates herein and joins in the Response. For the reasons set forth in the Response, as may be supplemented by evidence and/or argument at the January 5, 2004 hearing, Pilgrim's Pride submits that the Replacement Financing Motion should be denied.

Conclusion

WHEREFORE, Pilgrim's Pride respectfully requests that this Court deny the Replacement Financing Motion.

Dated: December 29, 2003

BLANK ROME LLP



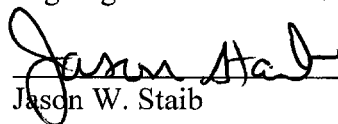
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CERTIFICATE OF SERVICE

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 Pilgrim's Pride Corporation to 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 Response to Debtors' Motion to Obtain Replacement Post-Petition Financing and Related Relief* 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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