

**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.) Related Docket Nos. [5034, 5192, 5209]
)

**RESPONSE AND JOINDER OF CONOPCO
RECLAMATION CLAIMANTS IN THE RESPONSE OF
CERTAIN CREDITORS TO DEBTORS' MOTION
[DOCKET NO. 5034] TO OBTAIN REPLACEMENT POST-
PETITION FINANCING AND RELATED RELIEF**

Reclamation claimants Good Humor-Breyers Ice Cream, Slim Fast Foods Company, Unilever Best Foods North America, Unilever Home & Personal Care North America, and Bestfoods Specialty Products - RIT Dye (collectively, the “Conopco Reclamation Claimants”), by and through their counsel, hereby join in (i) Response and Objection of Hershey Foods Corporation 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 [Docket No. 5192] (the “Hershey Objection”) and (ii) the Response of Certain Creditors to Debtors’ Motion [Docket No. 5034] for an Order Authorizing Debtors to Obtain Replacement Post-Petition Financing and Related Relief [Docket No. 5209] (the “Certain Creditors’ Response”, and together with the Hershey Objection, the “Responses”), and in support thereof respectfully state as follows:

1. Prior to the Petition Date, the Conopco Reclamation Claimants shipped the Debtors substantial amounts of goods for which they have not been paid. The Conopco Reclamation Claimants have demanded the reclamation of goods sold on credit in an amount exceeding \$7 million.

2. The Conopco Reclamation Claimants are the holders of claims in this matter in an aggregate amount in excess of \$12.8 million. They are also the holders of recoupment and/or valuable setoff rights. To the extent the Conopco Reclamation are the holders of rights of setoff with respect to the Debtors, they are the holders of secured claims in these Chapter 11 cases pursuant to 11 U.S.C. § 506(a).

3. The Conopco Reclamation Claimants have reviewed the Responses and hereby adopt the arguments set forth therein. Accordingly, the Conopco Reclamation Claimants hereby support, and join in, those Responses. The Conopco Reclamation Claimants also reserve the right to join in any other objections/responses that may be filed with respect to the Refinancing Motion [Docket No. 5034], and reserve the right to supplement or amend this joinder at or prior to the hearing on any of these matters.

WHEREFORE, the Conopco Reclamation Claimants respectfully join in the Responses and request that this Court enter the relief requested therein as well as any such other and further relief as this Court deems just and proper.

Dated: December 29, 2003

HERRICK, FEINSTEIN LLP

/s/ David M. Bass

David M. Bass

(SDNY Bar No. DB-3827)

2 Park Avenue

New York, NY 10016

Telephone: (212) 592-1400

Facsimile: (212) 592-1500

Counsel for Conopco Reclamation Claimants