

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

- - - - - X  
In re : Chapter 11  
FLEMING COMPANIES, INC., et al., : Case No. 03-10945 (MFW)  
Debtors. : Jointly Administered  
: Hrg. Date: 1/5/04 @ 2:00 p.m.  
- - - - - X Related Document Nos. 5034 and 5194

**JOINDER OF U.S. SMOKELESS TOBACCO BRANDS INC.  
IN LIMITED OBJECTION OF MCKESSON CORPORATION  
TO DEBTORS' MOTION TO ENTER INTO A  
REPLACEMENT DEBTOR-IN-POSSESSION FINANCING FACILITY**

U.S. Smokeless Tobacco Brands Inc. ("UST"), a  
reclamation creditor in the above-captioned cases, by  
its undersigned attorneys, hereby joins in the Limited  
Objection dated December 29, 2003 filed by McKesson  
Corporation (the "Limited Objection") to the Debtors'  
Motion To Enter Into A Replacement Debtor-In-Possession  
Financing Facility (the "Replacement DIP Motion"), and  
in support, states as follows:

1. The above-captioned debtors and debtors-in-  
possession (the "Debtors") seek authority in the  
Replacement DIP Motion to (i) enter into a new  
replacement post-petition financing facility (the "New

DIP Facility") and (ii) pay approximately \$300 million in satisfaction of existing prepetition secured bank debt (the "Prepetition Secured Debt") and existing postpetition secured debt (the "Postpetition Debt"). The proposed sources of funds for such payment will be moneys available to the Debtors under the New DIP Facility and cash on hand.

2. In the Limited Objection, McKesson Corporation requests the inclusion of language in the proposed order authorizing the New DIP Facility to make clear that the rights of reclamation creditors are not prejudiced thereby. UST supports the requested relief and accordingly joins in the Limited Objection.

3. In addition, the terms of the New DIP Facility appear to render the granting of liens by the Court an event of default unless such liens are either expressly permitted in the New DIP Facility or constitute purchase money security interests. See Replacement DIP Motion at 22. Reclamation creditors such as UST may be entitled to a lien under certain circumstances pursuant to Bankruptcy Code section 546(c)(2)(B). Any order approving the New DIP Facility

should thus provide that the granting of any lien or other relief by this Court in favor of reclamation creditors will not constitute an event of default.

4. UST reserves the right to supplement or amend the foregoing[, including without limitation through the incorporation by reference of the responses and arguments of other creditors in response to the Replacement DIP Motion.

WHEREFORE, for the reasons set forth in the Limited Objection, UST respectfully requests that the Court (i) sustain the Limited Objection, (ii) provide in any order approving the New DIP Facility that the granting of any lien or other relief by this Court in favor of reclamation creditors will not constitute an event of default thereunder, and (iii) grant such further relief as is just.

Dated:       Wilmington, Delaware  
              December 29, 2003

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- and -

/s/ Robert A. Weber  
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Attorneys for U.S. Smokeless  
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**CERTIFICATE OF SERVICE**

I hereby certify that on this 29<sup>th</sup> day of December 2003, I caused a copy of the foregoing pleading to be served upon the parties listed below in the manner indicated.

/s/ Robert A. Weber  
Robert A. Weber