

**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)
)	(Jointly Administered)
Debtors)	

Hearing Date: January 5, 2004 @ 2:00 p.m.

Re: Docket No. 5034, 5209

JOINDER OF PERRIGO COMPANY 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

Perrigo Company (“Perrigo”), 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] 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 (the “Replacement Financing Motion”) [Dkt. No. 5034] and respectfully represents as follows:

Background

Perrigo timely filed a reclamation claim for \$238,590.96 (the “Reclamation Claim”). The Reclamation Claim satisfies all of the requirements entitling Perrigo to a right of reclamation under applicable state law and section 546(c) of the Bankruptcy Code.

Objection

Perrigo 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, hearing (or any subsequent hearing before the court on this matter), Perrigo Submits that the Replacement Financing Motion should be denied.

Conclusion

WHEREFORE, Perrigo respectfully requests that this Court deny the Replacement Financing Motion.

Dated: December 31, 2003

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