

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	Case No. 03-10945 (MFW)
FLEMING COMPANIES, INC., et al.	)	(Jointly Administered)
	)	
Debtors.	)	RE: Docket Nos. 5034, 5209
	)	
	)	

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**JOINDER OF SANTA FE NATURAL TOBACCO COMPANY  
IN RESPONSE TO CERTAIN CREDITORS TO DEBTORS' MOTION  
FOR AN ORDER AUTHORIZING DEBTORS TO OBTAIN REPLACEMENT  
POST-PETITION FINANCING AND RELATED RELIEF**

Santa Fe Natural Tobacco Company, Inc. ("Santa Fe"), hereby joins in support of the Response to Certain Creditors to Debtors' Motion for an Order Authorizing Debtors to Obtain Replacement Post-Petition Financing and Related Relief [Docket No. 5209] (the "Response"), and respectfully represents as follows:

1. Santa Fe has asserted a reclamation claim in these cases in the amount of \$508,556.00.
2. Santa Fe hereby joins in the arguments and positions asserted in the Response to the 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. 5034] (the “Motion”).

WHEREFORE, Santa Fe respectfully requests that this Court enter an Order granting the relief sought in the Response, denying the Motion, and granting such other relief as this Court deems just and proper.

Dated: January 5, 2004

Respectfully submitted,

/s/ Andrea K. Short

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 5th day of January, 2004, a copy of the foregoing Joinder of Santa Fe Natural Tobacco Company was sent via facsimile and first-class mail to the following:

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