

**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: Dkt. No. 5034, 5209

**JOINDER OF GE CONSUMER PRODUCTS F/K/A GE LIGHTING-A DIVISION OF
THE GENERAL ELECTRIC COMPANY AND CARTHAGE CUP, L.P. 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**

GE Consumer Products f/k/a GE Lighting-a division of the General Electric Company, and Carthage Cup, L.P. (collectively the "Reclamation Claimants"), by and through their attorneys, Drinker Biddle & Reath LLP, hereby join 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 represent as follows:

OBJECTION TO THE RELIEF REQUESTED AND REASONS THEREFOR

1. The Reclamation Claimants hereby join in the Response, dated December 29, 2003, and for the reasons set forth therein and adopted as if set fully at length herein, together with those arguments to be presented at the hearing in this matter, respectfully request that the Court deny the Replacement Financing Motion.

WHEREFORE, the Reclamation Claimants respectfully request that this Court deny the Replacement Financing Motion.

Dated: January 5, 2004

/s/ Warren T. Pratt

Warren T. Pratt (DE 4334)

DRINKER BIDDLE & REATH LLP

1100 N. Market Street, Suite 1000

Wilmington, Delaware 19801-1254

Telephone (302) 467-4200

Attorneys for GE Consumer Products f/k/a GE Lighting-
a division of the General Electric Company and
Carthage Cup, L.P.

CERTIFICATE OF SERVICE

I, Michelle Abraham, certify that I am not less than 18 years of age, and that on January 5, 2004, I caused service of the attached Joinder to the Response of Certain Creditors to Debtors' Motion for an Order Authorizing Debtors 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.

Dated: January 5, 2004

/s/ Michelle Abraham

Michelle Abraham

By Hand Delivery

Laura Davis Jones, Esq.
Pachulski Stang Ziehl Young Jones & Weintraub PC
919 North Market Street
16th Floor
Wilmington, DE 19801

Scott D. Cousins, Esq.
Greenberg Traurig LLP
The Brandywine Building
1000 West Street
Suite 1540
Wilmington, DE 19801

Joseph McMahon, Esq.
Office of the United States Trustee
844 King Street
Suite 2313
Wilmington, DE 19801

David M. Fournier, Esq.
Pepper Hamilton LLP
1201 Market Street
Suite 1600
Wilmington, DE 19801

By Facsimile and First Class Mail

Andrew P. DeNatale, Esq.
White & Case
1155 Avenue of the Americas
New York, NY 10036-2787
212-819-8200 (Tel)
212-354-8113 (Fax)

Dennis F. Dunne, Esq.
Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, NY 10005
212-530-5000 (Tel)
212-530-5219 (Fax)

I. William Cohen, Esq.
Pepper Hamilton LLP
100 Renaissance Center
Suite 3600
Detroit, MI 48243-1157
313-259-7110 (Tel)
313-259-7926 (Fax)

By Federal Express; E-mail and Facsimile

Richard Wynne, Esq.
Kirkland & Ellis LLP
777 South Figueroa Street
Los Angeles, CA 90017
213-680-8400 (Tel)
213-680-8500 (Fax)