

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

In re:	)	
	)	Chapter 11
	)	
FLEMING COMPANIES, INC., et al,	)	Case No. 03-10945 (MFW)
	)	
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Hearing Date: January 21, 2004 at 9:30 a.m.
	)	Related to Docket Nos. 5034, 5209

**RESPONSE AND JOINDER OF SWIFT & COMPANY IN SUPPORT OF THE  
RESPONSE OF CERTAIN CREDITORS TO DEBTORS' MOTION FOR AN ORDER  
AUTHORIZING DEBTORS TO OBTAIN REPLACEMENT POST-PETITION  
FINANCING AND RELATED RELIEF**

Swift & Company and related entities (collectively, "Swift"), by and through their counsel of record, hereby join in support of the Response of Certain Creditors (the "Response") [Dkt. No. 5209] to Debtors' Motion for an Order Authorizing Debtors to Obtain Replacement Post-Petition Financing and related relief [Docket No. 5034] (hereinafter, the "Replacement Financing Motion") and respectfully represent as follows:

1. Swift collectively holds a reclamation claim in these cases in the amount of not less than \$3.4 million.

2. Swift hereby joins in support of the Response filed by several other reclamation claimants in opposition to the Replacement Financing Motion. Swift is in agreement with the arguments and the positions asserted by the reclamation claimants in the Response and adopts the arguments and positions therein.

WHEREFORE, Swift respectfully requests that this Court (i) deny the Replacement Financing Motion, and (ii) grant Swift such other and further relief as this Court deems just and proper.

Dated: January 14, 2004

**VINSON & ELKINS L.L.P.**  
3700 Trammell Crow Center  
2001 Ross Avenue  
Dallas, Texas 75201-2975  
Tel: 214-220-7700  
Fax: 214-220-7716

- and -

**CAMPBELL & LEVINE, LLC**

BY: /S/ MARK HURFORD  
Marla Eskin (ID No. 2989)  
Mark T. Hurford (ID No. 3299)  
800 N. King Street, Suite 300  
Wilmington, Delaware 19801  
Tel: 302-426-1900  
Fax: 302-426-9947

**ATTORNEYS FOR SWIFT & COMPANY**

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