

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

-----X		
In re:	:	Chapter 11
	:	
FLEMING COMPANIES, INC., <u>et al.</u> ,	:	Case No. 03-10945 (MFW)
	:	(Jointly Administered)
Debtors.	:	
-----X		Related D.I. Nos: 5034, 5192 and 5209

**MOTION PURSUANT TO DEL. BANKR. LR 9006-1(d) FOR LEAVE TO
FILE REPLY OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO OBJECTIONS BY CERTAIN RECLAMATION CLAIMANTS TO DEBTORS'
MOTION FOR AN ORDER AUTHORIZING THEM TO OBTAIN REPLACEMENT
POST-PETITION FINANCING AND CERTAIN RELATED RELIEF**

The Official Committee of Unsecured Creditors (the "Committee") of Fleming Companies, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (the "Debtors"), hereby files its Motion (the "Motion") Pursuant To Del. Bankr. LR 9006-1(d) For Leave To File Reply Of Official Committee Of Unsecured Creditors To Objections By Certain Reclamation Claimants To Debtors' Motion For An Order Authorizing Them To Obtain Replacement Post-Petition Financing And Certain Related Relief (the "Reply"). In support of this Motion, the Committee respectfully states as follows:

1. On December 16, 2003, the Debtors filed their 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 "Refinancing")

Motion”). The Refinancing Motion is currently scheduled for a hearing on **January 21, 2004 at 9:30 a.m.** (the “Hearing”).

2. Among others, the following two parties have filed objections to the Motion:
 - a) Response Of Certain Creditors To Debtors' Motion For An Order Authorizing Debtors To Obtain Replacement Post-Petition Financing And Related Relief (Docket No. 5209)
 - b) Response And Objection Of Hershey Foods Corporation 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 (Docket No. 5192)

(collectively, the “Objections”).

3. The Objections assert certain facts and other claims which are either incorrect or otherwise not addressed in the Motion, and which, if left unanswered, are prejudicial to the Debtors' estates and the unsecured creditors in these cases.

4. The Committee seeks leave to file its Reply so that the Court is informed, prior to the Hearing, of the factual and legal arguments of the Committee and the Debtors with respect to the points raised in the Objections.

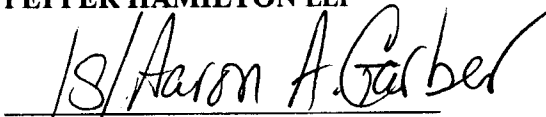
5. For the reasons set forth above, the Committee asserts that cause exists to permit the filing of the Reply, which is attached hereto as Exhibit 1.

6. A copy of the Motion has been served via Federal Express or facsimile upon counsel for the parties who filed Objections.

WHEREFORE the Committee respectfully requests that the Court enter an Order granting the relief requested in this Motion and that the Court consider the Reply.

Dated: Wilmington, Delaware
January 16, 2004

PEPPER HAMILTON LLP



David M. Fournier (DE No. 2812)
Aaron A. Garber (DE No. 3837)
1201 Market Street
Suite 1600
Wilmington, Delaware 19899
(302) 777-6500

-and-

MILBANK, TWEED, HADLEY & M^cCLOY LLP

Dennis F. Dunne (DD 7543)
Lena Mandel (LM 3769)
Joshua C. Lewis (JL 2786)
1 Chase Manhattan Plaza
New York, New York 10005
(212) 530-5000

Co-Counsel to the Official Committee of Unsecured
Creditors of Fleming Companies, Inc., et al.