

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



660280

Bar Date Ref # 1-NV-1004

In re
Fleming Companies, Inc , et alCase Number
03-10945 (MFW)
(Jointly Administered)

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor and Address

Leiner Health Products Inc and 0354653660280
Leiner Health Products LLC
Dept 1427 901 E 233rd St
Denver CO 80294 Carson, CA 90802
Attn Legal Dept

Creditor Telephone Number (310) 952-1644

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.☐ Check box if you have never received any notices from the bankruptcy court in this case.☐ Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

CREDITOR TAX ID #

71-0876283

ACCOUNT OR OTHER NUMBER BY WHICH
CREDITOR IDENTIFIES DEBTOR

769

Check here ☐ replaces
if this claim ☐ or
amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- ☒ Goods sold ☐ Personal injury/wrongful death ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Services performed ☐ Taxes ☐ Wages, salaries, and compensation (Fill out below)
☐ Money loaned ☐ Other (describe briefly)

Your social security number _____

Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED 4/30/01 - 5/14/02

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM
AS OF PETITION DATE\$ 38,300.00 \$ _____ \$ 38,300.00
(unsecured) (secured) (unsecured priority) (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5 SECURED CLAIM

☐ Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral:

- ☐ Real Estate
☐ Motor Vehicle
☐ Other _____

Value of collateral \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____

6 UNSECURED PRIORITY CLAIM

☐ Check this box if you have an unsecured priority claim.

Specify the priority of the claim:

- ☐ Wages, salaries, or commissions (up to \$4,650) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(3)
☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4)
☐ Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(6)
☐ Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7)
☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8)
☐ Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____

Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

THIS SPACE FOR COURT
USE ONLY

FILED

SEP 11 2003

BMC

BY MAIL TO
Bankruptcy Management Corporation
P.O. BOX 900
El Segundo, CA 90245-0900BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

DATE SIGNED

8/13/03

SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).

Sharon J. Stroh

Fleming Companies Claim



10438

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

FLEMING-RAINBOW FOODS
Pre-Petition Summary of Account

Chargeback No	Amount	Dispute
194884	7 800 00	Chargeback due to unauthorized, "HBC Compliance/Slow Moving" deduction from Fleming on 4/11/01
199052	30,000 00	Chargeback due to unauthorized deduction for, "PIES" (Product Introduction Expense Support)
208911	500 00	Chargeback due to unauthorized deduction for product belonging to another vendor (Fresh SMT Chicken Legs)
Total Chgbks	38,300 00	

LEINER
HEALTH PRODUCTS

901 East 233rd Street
Carson CA 90745 6204
Attn: Accounts Receivable
(310) 835 8400

RAINBOW FOODS
LAFAYETTE
CA 94501 26190

OKLAHOMA CITY OK 73126

Chargeback Invoice

Chargeback Number

08411 208911

Chargeback Reason

Unknown

5/11/02 Date

51402

500.00 603195 51002

Debit Memo / Invoice Number	Sales Representative	Amount	Check Number	Check Date
037431 037431	T BOYER 210	500.00	603195	2/10/02

The debit memo/claim number referenced above has been charged back to your account as an unauthorized deduction. Please review the information provided below, or attached, and remit the balance due, or provide sufficient documentation to support your claim so we may investigate further.

037431

RESEARCH BY

- ☐ Customer Service
- ☐ Sales
- ☐ General Accounting
- ☐ Accounts Receivable
- ☐ Potential double commission deduction

Leiner Health Products Invoice #

Customer Purchase Order #

Transfer/Adjustment

A/R Supervisor (Up to \$10,000)

A/R Manager (Up to \$50,000)

A/R Director (Up to \$100,000)

Controller (Over \$100,000)

☐ Allowed Approved By \$ Amount

Date G L #

Deal Sheet / Destroy Authorization

☒ Disallowed Disallowed By \$ Amount

Date

Explanation NOT our products. please collect

FOR LEINER HEALTH PRODUCTS USE ONLY

Ap Deduction Detail

FLEMING COMPANIES, INC DEDUCTION DOCUMENT

FLEMING	KANSAS CITY	VEND #	167650	LEINER HEALTH PRODUCTS	DEDUCT #	KCY037431
REF INV	MARTHA BOWERS	INVC DATE	04/30/2001	DEPT	0	
REF PO	0	DED DATE	05/02/2001	BROKER		
M-VNDR	0	ORD DATE	01/01/0001	MDSR		

RC	UPC	DESCRIPTION/COMMENT	WEIGHT	QTY	\$ AMOUNT	EXT \$ AMOUNT
L7	000	04/11/2001 AD	0.0	0	\$0.00	\$0.00
L7	000	IGA GROUP 2 AD FUNDING	0.0	0	\$0.00	\$0.00
L7	000	FRSH SMT CHICKEN LEG 1/4S	0.0	1	\$500.00	\$500.00
TOTAL AMOUNT DEDUCTED					\$500.00	

CNTACT		CNTACT PHONE	
--------	--	--------------	--

DO NOT PAY - TOTAL AMOUNT WILL BE DEDUCTED ON A REMITTANCE
REFER TO DEDUCTION NUMBER ON ALL CORRESPONDENCE

[Download Deduction](#)

[Deduction Search](#)

Copyright © 2000 Fleming Companies, Inc. All rights reserved.

A/P 405, 951, 799,
Julia

06/11/2002



LEINER
HEALTH PRODUCTS

901 East 233rd Street
Carson CA 90745 6204
Attn: Accounts Receivable
(310) 835 8400

1001-1001-1001-1001
1001-1001-1001-1001
1001-1001-1001-1001

1001-1001-1001-1001

CUSTOMER SERVICE DEPT
RECEIVED

JUL 11 2001

KN

Chargeback Invoice

Chargeback Number

194234 144884

Chargeback Reason SKU GAC

Date

6/25/01 6 25 01

510948 6 20 01

Debit Memo / Invoice Number	Sales Representative	Amount	Check Number	Check Date
1 8347 078840	M KAMINSKIE30	1,833.00	510943	6-20-01

The debit memo/claim number referenced above has been charged back to your account as an unauthorized deduction. Please review the information provided below or attached and remit the balance due or provide sufficient documentation to support your claim so we may investigate further.

Tom, This is a service fee for slow moving SKU's
I think this should be a service fee.

Thx Becky

Research By



Customer Service

JUL 10 2001

Leiner Health Products Invoice #



Sales

SEP 20 2001

DISG NO

12381 - 12445

LEINER HEALTH PRODUCTS, INC.



General Accounting



Accounts Receivable

Customer Purchase Order #



Potential double commission deduction

Transfer/Adjustment

A/R Supervisor (Up to \$10 000)

A/R Manager (Up to \$50 000)

A/R Director (UP to \$100 000)

Controller (Over \$100 000)



Allowed

Approved By

\$ Amount

Date

GL #

Deal Sheet / Destroy Authorization



Disallowed

Disallowed By

\$ Amount

Date

Explanation

— matt —

SEP 20 2001

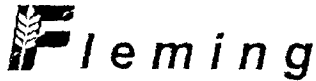
Please issue (or match)

Deal Sheet and forward

to GFA "Thx", Shirl

Shirl

FOR LEINER HEALTH PRODUCTS USE ONLY



Companies Inc

DEDUCTION DOCUMENT

1945 Lakepointe Dr PO Box 299013 Lewisville TX 75029

Corporate Category Marketing

TYPE 2

A/P PAYEE NO	501624	DEDUCTION NO	GMD 78840		
VENDOR NAME	Leiner Health Products 2350 Airport Freeway Suite 300 Bedford TX 76022 6026	PREPARED DATE	4/9/01		
ATTENTION	Scott M Mueller	MERCHANDISER	John Wright		
REFERENCE INVOICE NO		INVOICE DATE	4/9/01		
PURCHASE ORDER NO		REC DATE	4/9/01		
PURCHASE ORDER DATE		DUE DATE	4/11/01 21 APR 2001		
DESCRIPTION	ITEM CODE	\$ EACH	WGT	AMOUNT	
HBC Compliance					
Category Unauthorized Slow Movers					\$7 800 00
<i>Product in category only Contract Bruce Kobler for Repurchase/Adjust</i>					
COMMENTS	REASON CODE (R/C)		TOTAL AMOUNT DEDUCTED		
	D = Damaged L = List Price		\$7 800 00		
	S = Shortage Q = Quoted Price		ACCOUNT NUMBER		
	O = Past Due Invoice Account No		AMOUNT		
	P = Promotion Allow R = Refused Product				
	A = Advertising Allow F = Freight Amount				
ORIGINATED BY	DEPARTMENT HBC				
Bill Martin	PHONE # 972 906-8960				
			Total (\$7 800 00)		
DO NOT PAY Total amount will be deducted on a remittance Refer to DEDUCTION and INVOICE numbers on all correspondence					

RECEIVED

MAY 07 2001

JENNIFER WRIGHT
CREDIT & COLLECTIONS

Slow Movers - Diet-Vitamins 4-2001

double UPC s = in more than one Division

Vendor Name	Vendor #	Item #	Item UPC	Description	Pack #	Size	Unit
LEINER HEALTH PRODUCTS		0645004 0	000 74980 00555	YL GRAPE SEED EXTRACT	3	30 CT	LAC
LEINER HEALTH PRODUCTS		0645008 0	000 74980 04243	YL PAPAYA CHEWABLE 250MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645010 0	000 74980 04680	YL CRANBERRY 300MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645014 0	000 74980 30040	YL EVENING PRIMROSE OIL	3	75 CT	LAC
LEINER HEALTH PRODUCTS		0645020 0	000 74980 30090	YL ECHINALEA 125MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645024 0	000 74980 30110	YL GINKGO BILOBA 60MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645032 0	000 74980 30220	YL ECHINACEA GOLDENSEAL	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645038 0	000 74980 00570	YL KAVA KAVA 200MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645040 0	000 74980 00575	YL ST JOHNS WART 300MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645050 0	000 74970 30715	YL VIT C + ECHINACEA	3	60 CT	LAC
LEINER HEALTH PRODUCTS		0645052 0	000 74970 30403	YL SUPER MULTI W/HERBS	3	75 CT	LAC
LEINER HEALTH PRODUCTS		0645054 0	000 74970 04350	YL CHERRY ZINC LOZENGE	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645056 0	000 74970 04395	YL COENZYME Q10 30MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645060 0	000 74980 31260	YL COENZYME Q10 100MG	3	30 CT	LAC
LEINER HEALTH PRODUCTS		0645072 0	000 74970 04535	YL DHEA 25MG	3	60 CT	LAC
LEINER HEALTH PRODUCTS		0645086 0	000 74970 30710	YL CHITOSAN	3	60 CT	LAC
LEINER HEALTH PRODUCTS		0645090 0	000 74970 05870	YL TONALIN CLA	3	45 CT	LAC
LEINER HEALTH PRODUCTS		0645092 0	000 74970 31335	YL L CARNITINE 250MG	3	30 CT	LAC
LEINER HEALTH PRODUCTS		0645096 0	000 74970 30940	YL ALPHA LIPOIL ACID 50MG	3	60 CT	LAC
LEINER HEALTH PRODUCTS		0645100 0	000 74970 30300	YL GINKGO BILOBA	3	36 CT	LAC
LEINER HEALTH PRODUCTS		0645102 0	000 74970 05205	YL B COMPLEX SUPPLEMENT	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645106 0	000 74970 05500	YL FOLIC ACID 400MG	3	250 CT	LAC
LEINER HEALTH PRODUCTS		0645108 0	000 74970 03770	YL VIT C 500MG W/RH	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645110 0	000 74970 04212	YL CHEWABLE VIT C 500MG	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645112 0	000 74970 05160	YL VIT C 500MG	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645118 0	000 74970 04550	YL VIT E 400 IU W D	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645120 0	000 74970 05540	YL VIT E 400 IU	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645124 0	000 74970 03230	YL POTASSIUM GLUCONATE	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645126 0	000 74970 03315	YL OYSTER CALCIUM 500MG	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645128 0	000 74970 03325	YL OYSTER CALCIUM 500+D M	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645130 0	000 74970 03330	YL CALCIUM/MAG/ZINC	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645132 0	000 74970 04340	YL CHROMIUM PICOLINATE	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645134 0	000 74970 00645	YL SELINIUM 200MG	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645136 0	000 74970 03000	YL LECITHIN 1200MG	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645138 0	000 74970 03531	YL FISH OIL CONCENTRATE	3	60 CT	LAC
LEINER HEALTH PRODUCTS		0645144 0	000 74970 03780	YL VIT C 1000MG W/RH	3	50 CT	LAC
LEINER HEALTH PRODUCTS		0645146 0	000 74970 05185	YL VIT C 1000MG	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645150 0	000 74970 03705	YL NAT VIT E 200 IU	3	100 CT	LAC
LEINER HEALTH PRODUCTS		0645152 0	000 74970 05520	YL VIT E 200 IU	3	100 CT	LAC

39			\$ 7,800				LAC

LEINER
HEALTH PRODUCTS

901 East 233rd Street
Carson, CA 90745 6204
Attn: Accounts Receivable
(310) 835-8400

EMERALD RAINBOW FOODS
10000
10000

OK 73.25

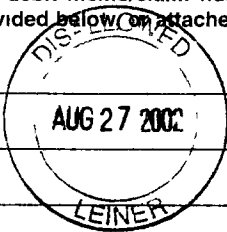
Misc
C/O OCT 31 11:02
30,000.00

Chargeback Invoice	
Chargeback Number	100152 149053
Chargeback Reason	
Date	10/29/01 10:29 01

Debit Memo / Invoice Number	Sales Representative	Amount	Check Number	Check Date
080021	AMINEX	30,000.00	401157	10/24/01

The debit memo/claim number referenced above has been charged back to your account as an unauthorized deduction. Please review the information provided below on attached, and remit the balance due, or provide sufficient documentation to support your claim so we may investigate further.

DISG NO 17382 - 17446
LEINER HEALTH PRODUCTS, INC.



RESEARCH BY

- ☐ Customer Service
- ☐ Sales **NOV 29 2001**
- ☐ General Accounting **NOV 29 2001**
- ☐ Accounts Receivable
- ☐ Potential double commission deduction

Leiner Health Products Invoice #

Customer Purchase Order #

Transfer/Adjustment

A/R Supervisor (Up to \$10,000)

A/R Manager (Up to \$50,000)

A/R Director (Up to \$100,000)

Controller (Over \$100,000)

☐ **Allowed** Approved By _____ \$ Amount _____
Date _____ G L # _____
Deal Sheet / Destroy Authorization _____

☒ **Disallowed** Disallowed By CR \$ Amount 30,000
Date 2/11/02
Explanation Per Matt K disallow

FOR LEINER HEALTH PRODUCTS USE ONLY



DEDUCTION DOCUMENT

Companies, Inc

1945 Lakepointe Dr PO Box 299013 Lewisville TX 75029

Corporate Category Marketing

TYPE 2

A/P PAYEE NO	501624	DEDUCTION NO	GMD	80021
VENDOR NAME	Leiner Health Products 901 E 233rd St Carson CA 90745-6204	PREPARED DATE	8/29/01	
ATTENTION	Attn Accounting	MERCHANDISER	John Wright	
REFERENCE INVOICE NO		INVOICE DATE	8/29/01	
PURCHASE ORDER NO		REC DATE	8/29/01	
PURCHASE ORDER DATE		DUE DATE	8/31/01	
DESCRIPTION	ITEM CODE	\$ EACH	WGT	AMOUNT
PIES				\$30 000 00
Safeway Select Vitamins				
COPY				
COMMENTS	REASON CODE (R/C)		TOTAL AMOUNT DEDUCTED	\$30 000 00
	D = Damaged L = List Price		ACCOUNT NUMBER	AMOUNT
	S = Shortage Q = Quoted Price		900-2030630-9015	(\$30 000 00)
	O = Past Due Invoice Account No			
	P = Promotion Allow R = Refused Product			
	A = Advertising Allow F = Freight Amount			
ORIGINATED BY	DEPARTMENT HBC			
Daniel McFarlin	PHONE # 972-906-8912		Total	(\$30 000 00)
DO NOT PAY Total amount will be deducted on a remittance Refer to DEDUCTION and INVOICE numbers on all correspondence				

FLEMING CATEGORY MANAGEMENT PIES & ORDER GUIDE AUTHORIZATION FORM - HBC

Upon approval by a Fleming HBC Category Manager, a Product Introduction Expense Support (PIES) fee of \$ 200 per SKU will be paid to Fleming

9016 Account

For Genuardi's New items (distributed from KOP, PA)

Please list item(s) below

1 <u>Safeway Select vitamins</u>	11 _____
2 _____	12 _____
3 _____	13 _____
4 _____	14 _____
5 _____	15 _____
6 _____	16 _____
7 _____	17 _____
8 _____	18 _____
9 _____	19 _____
10 _____	20 _____

Company name Leiner Health

Represented by 901 E 233rd Street Signature _____

Billing address Carson CA 90745-6204

Phone number 310-835-8400 Fax 310-952-7770

***** Seven (7) Ad Slicks must be included with this form *****

INTERNAL USE ONLY - HBC

<p>Fleming Contact/ Phone Number</p> <p>HBC <u>Daniel McFarlin 972-906-8912</u></p> <p># of Items Approved <u>150</u></p> <p>Authorization <u>Bill Martin</u></p> <p>Date <u>9/3/01</u></p>	<table border="0" style="width: 100%;"> <tr> <th style="text-align: left;">Dept #</th> <th style="text-align: left;">Division</th> <th style="text-align: left;">PIES \$</th> </tr> <tr> <td>040</td> <td>KOP</td> <td>\$ 30 000 00</td> </tr> <tr> <td>159</td> <td>Memphis</td> <td>\$ -</td> </tr> <tr> <td>034</td> <td>Dallas</td> <td>\$ -</td> </tr> <tr> <td>120</td> <td>Sacramento</td> <td>\$ -</td> </tr> <tr> <td>035</td> <td>Topeka</td> <td>\$ -</td> </tr> <tr> <td>036</td> <td>LaCrosse</td> <td>\$ -</td> </tr> <tr> <td colspan="2">TOTAL AMOUNT DUE</td> <td>\$ 30 000 00</td> </tr> </table>	Dept #	Division	PIES \$	040	KOP	\$ 30 000 00	159	Memphis	\$ -	034	Dallas	\$ -	120	Sacramento	\$ -	035	Topeka	\$ -	036	LaCrosse	\$ -	TOTAL AMOUNT DUE		\$ 30 000 00
Dept #	Division	PIES \$																							
040	KOP	\$ 30 000 00																							
159	Memphis	\$ -																							
034	Dallas	\$ -																							
120	Sacramento	\$ -																							
035	Topeka	\$ -																							
036	LaCrosse	\$ -																							
TOTAL AMOUNT DUE		\$ 30 000 00																							


Division	Invoice Date	Receipt Date	Inv No./Credit Request	Amount	Discount
CORPORATE CATEGORY MARKETING	08/29/01	09/05/01	GMD80021	-30 000 00	0 00
GMD - LACROSSE	08/17/01	09/04/01	LAG080147	-362 95	0 00
GMD - LACROSSE	09/14/01	10/02/01	LAG090152	-347 51	0 00
GMD - LACROSSE	09/27/01	10/04/01	47885	295 08	-5 90
GMD - LACROSSE	08/08/01	08/22/01	39898	387 90	-7 76
GMD - LACROSSE	08/30/01	09/07/01	43120	417 78	-8 36
GMD - LACROSSE	08/25/01	09/13/01	43827	497 46	-9 95
GMD - LACROSSE	09/27/01	10/04/01	47884	552 18	-11 04
GMD - LACROSSE	08/27/01	09/07/01	42304	589 50	-11 79
GMD - LACROSSE	09/19/01	09/26/01	46158	642 12	-12 84
GMD - LACROSSE	09/21/01	09/26/01	46823	1 006 14	-20 12
GMD - KING OF PRUSSIA	08/30/01	09/18/01	43119	82 648 91	0 00

DATE OF CHECK 10/24/01

AMOUNT OF CHECK \$56,238 85

SEE INFORMATION ON BACK

1465-LEINER HEALTH PRODUCTS

Fleming Box 25647 Oklahoma City OK 73125		TEXAS COMMERCE SAN ANGELO TX	No 23401157 HI
Pay FIFTY SIX THOUSAND TWO HUNDRED THIRTY EIGHT DOLLARS AND 85/100		Date 10/24/01	Amount \$*****56 238 85*
Pay To The Order Of LEINER HEALTH PRODUCTS INC 135 S LASALLE DEPT 1465 CHICAGO, IL 60674		 Unique Character Facsimile Signature	



BUSINESS DATE
 10/29/2001
 REFERENCE NO
 13640
 SEQ W/I RE-NO
 0005
 CHECK AMOUNT
 \$56238 85

23401157 111300880 06300036160

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

**In re: Fleming Companies, Inc et al
Case No. 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On March 24, 2006, document(s) were appended to Claim Number **10438** for the following reason(s)

- ☒ Stipulation re the PCT's 48th Omnibus Objection
- ☐ Proof of Payment
- ☐ Change of Address request
- ☐ Notice of Withdrawal
- ☒ Other Docket Number 12718 EOD 3/9/06

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

In re) Chapter 11
)
Fleming Companies, Inc , <u>et al</u> , ¹) Case No 03-10945 (MFW)
) (Jointly Administered)
Debtors)
) Re: Docket No. 12318
)

**STIPULATION BY AND BETWEEN THE POST-CONFIRMATION TRUST AND
LEINER HEALTH PRODUCTS INC. & LEINER HEALTH PRODUCT, RESOLVING
FORTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE) AND
ALLOWING CLAIM IN REDUCED AMOUNT**

The Post-Confirmation Trust (the "PCT") of the above-captioned post-confirmation debtors (the "Debtors") together with Leiner Health Products Inc & Leiner Health Product ("Leiner" or, "Claimant"), by and through their undersigned counsel, hereby Stipulate to Resolve PCT's Forty-Eighth Omnibus Objection To Claims (Substantive) (D I 12318) (the "Claims Objection"), with respect to Leiner's Claim (Claim No 10438) (the "Claim"), and allowing the Claim as a general unsecured claim in a reduced amount (the "Stipulation"), and PCT and Leiner further stipulate as follows

WHEREAS, on April 1, 2003, the above-captioned Debtors, including Fleming Companies, Inc ("Fleming"), filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code,

WHEREAS, on July 27, 2004, this court entered an order confirming the Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of

¹ The former Debtors whose cases are still open are Core-Mark International, Inc , Fleming Companies, Inc , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc , and Minter-Weisman Co

Docket 12718
eod 3/9/06

Reorganization of Fleming Companies, Inc and its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code (the "Plan"), which Plan became effective on August 23, 2004, whereupon, the cash and other assets of the Debtors and their estates were transferred to the PCT, the RCT, or the Reorganized Debtors, as applicable,

WHEREAS, during the Debtors' main cases, Leiner filed its Claim as a general unsecured claim in the amount of \$38,300 00, which Claim was assigned Claim no 10438 by the Debtors' claims agent, and

WHEREAS, on or about December 27, 2005, PCT filed the Claim Objection,

WHEREAS, pursuant to the Claims Objection, PCT sought an Order from this Court disallowing and expunging the Claim in its entirety, and

WHEREAS, subsequent to filing the Claims Objection, PCT and Leiner, through their respective professionals, entered into negotiations respecting the Claim

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING, plus additional valuable consideration, the receipt and sufficiency of which is hereby acknowledged, PCT and Leiner hereby stipulate as follows

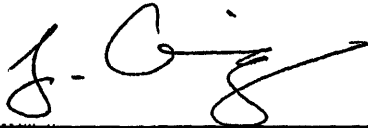
1 The Claims Objection is hereby withdrawn, solely to the extent that it relates to Leiner's Claim

2 The Claim shall be allowed as a general, unsecured claim in the amount of \$28,725 00

3 Neither this Stipulation, nor any other documents or filings related hereto, shall have any effect on the Claim Objection, except as described in decretal paragraphs 1 through 2 hereof.

Dated: February 22, 2006
Wilmington, DE

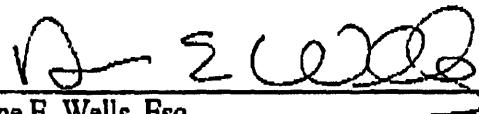
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