FORM B10 (Official Form 10) (4/01)

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor	Case Number
FLEMING COMPANIES INC., et al	**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 (The person or other entity to whom the debtor owes money or property)

ASSOCIATED HYGIENIC PRODUCTS LLC

Name and address where notices should be sent

	With a copy to
Associated Hygienic Products	**Pillsbury Winthrop LLP**
4455 River Green Parkway	**50 Fremont Street**
Duluth GA 30096	**San Francisco, CA 94105**
Attn Bill Casement	**Attn Kenneth A MacKay Esq**
Telephone number **(770) 497 9800**	**(415) 983 1000**

☐ 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 the address differs from the address on the envelope sent to you by the court

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor

Check here ☐ replaces if this claim ☐ amends a previously filed claim dated_____

1 Basis for Claim

☒ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other

☐ Retiree benefits as defined in 11 U S C § 1114(a)

☐ Wages salaries and compensation (fill out below)

Your SS # _____

Unpaid compensation for services performed

From _____ (date) to _____ (date)

2 Date debt was incurred See Exhibits A and B

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed **$ $132,823 15 (See Exhibits A and B)**

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 charged 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 if any $ ___

6 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim

Amount entitled to priority $_____

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 4/1/04 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 **(SEE EXHIBITS A AND B)**

9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim

Date

September 5, 2003

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) **ASSOCIATED HYGIENIC PRODUCTS LLC By: OWEN CONNELLY, Director of Finance**

FILED
SEP 12 2003
BMC

Fleming Companies Claim
10929

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571

10748293v1

Creditor Associated Hygienic Products LLC
Debtors Fleming Companies, Inc , et al
Case No 03-10945 (MFW)

Exhibit A
to
Proof of Claim

No 2. Date Debt was Incurred. Pursuant to an Asset Purchase Agreement, dated as of February 20, 2001 (the "APA"), by and among Drypers Corporation, a Delaware corporation ("Drypers"), Creditor and Creditor's affiliate, DSG International Limited, a British Virgin Island company, Creditor is the transferee of, among other assets, a claim against Debtors held originally by Drypers, on account of pre-petition shipments of disposable baby diapers and related products (collectively, the "Products") made by Drypers to Debtors The date of each shipment of products was on or immediately prior to the date of the corresponding invoice for such shipment

No 4. Total Amount of Claim at Time Case Filed Creditor asserts an unsecured claim ("Claim") in the amount of $132,823 15 for unpaid amounts owing for the shipments of Products to Debtors

No 8 Supporting Documents An itemized statement of the Claim is attached as Exhibit B Copies of the invoices supporting the Claim are described on Exhibit B, but are not available to be attached to this Proof of Claim because they could not be located in the books and records of Drypers which were transferred to Creditor pursuant to the APA

Creditor reserves the right to amend or supplement this Claim in any respect, and to file additional proofs of claim for additional claims The execution and filing of this Claim is not a waiver of any of Creditor's rights, including, without limitation, the right to move to withdraw the reference with respect to the subject matter of this Claim or otherwise, and any right to trial by jury that Creditor may have in any civil proceeding arising in or related to this case, nor is it a consent to jurisdiction of this or any other court except with respect to the allowance of the claims asserted herein

Fleming Repay Requests

Customer	Customer #	Invoice #	PO #	Reason Invalid	Amount Requested	Year of Claim
Fleming	FLM025	MAC9901598		Old Drypers claim	$ 342 00	1998-1999
					$ 342 00	**1998-1999 Total**
Fleming	FLM038	OAA090002		Old Drypers claim	$ 8,207 79	1999
Fleming	FLM015	MAC000025		Old Drypers claim	$ 7,558 18	1999
Fleming	FLM010	FSC000012		Old Drypers claim	$ 7,123 74	1999
Fleming	FLM025	PAC9900966		Old Drypers claim	$ 6 397 48	1999
Fleming	FLM008	NCC000141		Old Drypers claim	$ 4 118 10	1999
Fleming	FLM033	WWC000200		Old Drypers claim	$ 2,236 56	1999
Fleming	FLM025	YRC9900002		Old Drypers claim	$ 1,888 53	1999
Fleming	FLM035	MEC000275		Old Drypers claim	$ 1,525 41	1999
Fleming	FLM025	YKC200253		Old Drypers claim	$ 921 60	1999
Fleming	FLM038	OAA090537		Old Drypers claim	$ 140 80	1999
Fleming	FLM033	WWC000001		Old Drypers claim	$ 130 85	1999
Fleming	FLM038	OAA090521		Old Drypers claim	$ 64 80	1999
					$ 40,313 84	**1999 Total**
Fleming	FLM025	MAC9901599		Old Drypers claim	$ 802 80	1998-2000
					$ 802 80	**1998-2000 Total**
Fleming	FLM025	HUC990001		Old Drypers claim	$ 4,826 49	1999-2000
Fleming	FLM025	BUC9900001		Old Drypers claim	$ 4,412 70	1999-2000
					$ 9,239 19	**1999-2000 Total**
Fleming	FLM010	FSC200001		Old Drypers claim	$ 9 202 93	2000
Fleming	FLM036	GAC000859		Old Drypers claim	$ 6,598 63	2000
Fleming	FLM025	OKC000684		Old Drypers claim	$ 5,622 75	2000
Fleming	FLM036	GAC000003		Old Drypers claim	$ 5,450 90	2000
Fleming	FLM020	KCC200002		Old Drypers claim	$ 5,088 35	2000
Fleming	FLM025	PXB000643		Old Drypers claim	$ 4,196 90	2000
Fleming	FLM025	NEC000008		Old Drypers claim	$ 4,150 37	2000
Fleming	FLM025	PXB000772		Old Drypers claim	$ 4 000 00	2000
Fleming	FLM025	PXB000773		Old Drypers claim	$ 4,000 00	2000
Fleming	FLM025	LIC000004		Old Drypers claim	$ 2,993 48	2000
Fleming	FLM008	NCC200001		Old Drypers claim	$ 2,187 35	2000
Fleming	FLM025	OKC200009		Old Drypers claim	$ 1,153 41	2000
Fleming	FLM025	BUC000001		Old Drypers claim	$ 1,148 79	2000
Fleming	FLM029	LUC200002		Old Drypers claim	$ 664 98	2000
Fleming	FLM035	MEC000461		Old Drypers claim	$ 663 60	2000
Fleming	FLM020	KCC200440		Old Drypers claim	$ 504 00	2000
Fleming	FLM035	MEX012436		Old Drypers claim	$ 500 00	2000
Fleming	FLM020	KCC200442		Old Drypers claim	$ 345 60	2000
Fleming	FLM020	KCC200439		Old Drypers claim	$ 288 00	2000
Fleming	FLM025	MAC000355		Old Drypers claim	$ 272 16	2000
Fleming	FLM025	MAC200053		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	MAC201063		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	MAC201064		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	MAC201065		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	MAC201066		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	MAC201067		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	MAC201068		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	MEC201061		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	WWC200063		Old Drypers claim	$ 250 00	2000
Fleming	FLM025	WWC200064		Old Drypers claim	$ 250 00	2000
Fleming	FLM020	KCC200441		Old Drypers claim	$ 216 00	2000
Fleming	FLM031	NAC200577		Old Drypers claim	$ 186 00	2000

AHP ACCOUNTING Fax 7708142828 Jul 30 '03 16 36 P 06

Fleming Repay Requests

Customer	Customer #	Invoice #	PO #	Reason Invalid	Amount Requested	Year of Claim
Fleming	FLM025	GEC201755		Old Drypers claim	$ 99 00	2000
Fleming	FLM025	PBX000175		Old Drypers claim	$ 93 00	2000
Fleming	FLM025	OKC0212279		Old Drypers claim	$ 80 64	2000
Fleming	FLM025	OKC0213102		Old Drypers claim	$ 80 64	2000
Fleming	FLM029	LUC200441		Old Drypers claim	$ 54 00	2000
Fleming	FLM020	KCC200443		Old Drypers claim	$ 43 20	2000
					$ 62,384 68	**2000 Total**
Fleming	FLM025	PXC210157		Old Drypers claim	$ 3,686 40	2001
Fleming	FLM025	PXC0211049		Old Drypers claim	$ 1 980 00	2001
Fleming	FLM025	PXC0211059		Old Drypers claim	$ 1 964 16	2001
Fleming	FLM025	KCC211397		Old Drypers claim	$ 1,540 80	2001
Fleming	FLM025	PXC0211047		Old Drypers claim	$ 1,520 64	2001
Fleming	FLM025	PXC0211051		Old Drypers claim	$ 1 520 64	2001
Fleming	FLM025	PXC0211053		Old Drypers claim	$ 1,346 40	2001
Fleming	FLM025	PXC0210469		Old Drypers claim	$ 1,224 00	2001
Fleming	FLM025	PXC0211054		Old Drypers claim	$ 1,188 00	2001
Fleming	FLM025	PXC0210467		Old Drypers claim	$ 1,080 00	2001
Fleming	FLM025	PXC0210470		Old Drypers claim	$ 936 00	2001
Fleming	FLM038	NEX007771		Old Drypers claim	$ 880 00	2001
Fleming	FLM025	WWC0210093		Old Drypers claim	$ 288 00	2001
Fleming	FLM025	PXC0210468		Old Drypers claim	$ 230 40	2001
Fleming	FLM025	PXC0210471		Old Drypers claim	$ 216 00	2001
Fleming	FLM025	PXC0211052		Old Drypers claim	$ 79 20	2001
Fleming	FLM025	LIC0210029		Old Drypers claim	$ 60 00	2001
					$ 19,740 64	**2001 Total**
					$ 132,823 15	**Grand Total**

AHP ACCOUNTING Fax 7708142828 Jul 30 '03 16 36 P 07

PILLSBURY WINTHROP LLP

50 FREMONT STREET SAN FRANCISCO CA 94105 2228 415 983 1000 F 415 983 1200
MAILING ADDRESS P O BOX 7880 SAN FRANCISCO CA 94120 7880

September 11, 2003

Kenneth A MacKay
Phone 415 983 1832
kmackay@pillsburywinthrop com

Via Federal Express

Bankruptcy Management Corporation
Official Notice and Claims Agent
For Fleming Companies, Inc , et al
1330 East Franklin Avenue
El Segundo, CA 90245

Re In re Fleming Companies, et al , Case No 03-10945 (MFW)

Dear Claims Agent

Enclosed for filing by creditor Associated Hygienic Products LLC are an original plus two copies of a Proof of Claim in the above-referenced matter Please return at least one conformed copy in the enclosed self-addressed, postage prepaid envelope

Very truly yours,

Kenneth A MacKay

Enclosures

cc Mr Bill Casement