UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
In re Fleming Companies, Inc., et al., Debtors	Case Number 03-10945 (MFW)

206228

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

AEP INDUSTRIES, INC 0354668006028
125 Phillips Avenue
South Hackensack, NJ 07606

Creditor Telephone Number (201) 641-6600

☐ 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 I D #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim
✓ 22-1916107	✓ See Attached	☐ replaces or ☒ amends a previously filed reclamation claim dated 4/7/03 (copy attached)

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 ____ (date) to ____ (date)

2 DATE DEBT WAS INCURRED 3/17/03 - 3/31/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

$ (unsecured)	$ (secured)	$ 103,361 73 (reclamation)	$ 103,361.73 (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)

Bnef 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 RECLAMATION CLAIM

☒ Check this box if you have an reclamation claim
See annexed itemized statement and schedule of amount due

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)

☐ Reclamation claim under 11 U S C §546(c)

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

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY

FILED
SEP 12 2003
BMC

Fleming Companies Claim
11648

DATE SIGNED	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)
9/8/03	Erwin F Stoltz, Credit Mgr.

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

AEP Industries, Inc.

Fleming Companies, Inc - Chapter 11
Amended Reclamation Claim
September 8, 2003

Inv #	BOL #	PO #	Ship to Location	Inv Date	Due Date	Amount	Date Dispatched	Date Received	FOB
167400	232757	Ward Starks	Madison, Tenn	3/17/03	4/16/03	$ 19,185 70	3/17/03	3/21/03 Est	Ship Point
168243	333529	21982	Phoenix, Az	3/19/03	4/18/03	$ 5,155 20	3/19/03	3/21/03 Est	Ship Point
169117	782925	15451	Altoona, Pa	3/21/03	4/20/03	$ 3,815 04	3/21/03	3/24/03	Ship Point
169364	517023	Frank James	Plymouth, Mn	3/24/03	4/23/03	$ 1,981 41	3/24/03	3/25/03	Ship Point
169632	333745	222209	La Mirada, Ca	3/25/03	4/24/03	$ 12,132 00	3/25/03	3/26/03	Ship Point
167376	232729	7457	Litchfield, Ky	3/17/03	4/16/03	$ 4,044 00	3/17/03	3/21/03 Est	Ship Point
168817	233127	151WJAY228	Memphis, Tenn	3/21/03	4/20/03	$ 2,749 44	3/21/03	3/24/03	Ship Point
169995	233437	151WJAY228	Memphis, Tenn	3/26/03	4/25/03	$ 27,494 40	3/26/03	3/31/03	Ship Point
169629	333742	Leighton Carlson	Sacramento, Ca	3/25/03	4/24/03	$ 19,083 64	3/25/03	3/26/03	Ship Point
168841	333602	Stacy Coons	Portland, Ore	3/21/03	4/20/03	$ 2,709 84	3/21/03	3/22/03	Ship Point
167508	516760	Steve S	Superior, Wi	3/17/03	4/16/03	$ 5,011 06	3/17/03	3/21/03 Est	Ship Point
				Total		$103,361 73			

Storz, Erwin

From Storz, Erwin
Sent Monday, July 14, 2003 1 42 PM
To 'CMS@Fleming com'
Subject FW AEP Reclamation Claim, Requested Information

Fleming Reclamation Team

Invoice #167508 on the attachment indicates "Steve S" as the PO# Steve S is incorrect It should be "Steve Mitzel" Thank you

Erwin Storz

----Original Message----
From Storz Erwin
Sent Monday July 14 2003 12 47 PM
To CMS@Fleming com
Cc Rafferty James Morales Nestor; Meldenburg Nina dkuba@wbcsk com
Subject AEP Reclamation Claim Requested Information

Fleming Reclamation Team

Per your request, attached is the information needed in order to process our Reclamation Claim In addition to Purchase Order #, Invoice #, Invoice Date and Invoice Amount, I have included Bill of Lading # (BOL#) and other information which may be helpful

The attached list includes all of the claims for AEP Industries, Inc

If you need further information or if you have questions, I can be reached at (201) 931-7418 or by e-mail at storze@aepinc com

Thank You,

Erwin Storz

Fleming-Chapt 11 Reclamation-W

AEP Industries, Inc.

Fleming Companies, Inc. - Chapter 11

Reclamation Claim

April 7, 2003

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171272	960911	74616	Topeka, Ks	3/31/03	4/30/03	$ 4,339 20	3/31/03	3/31/03 Est	Ship Point
167508	516760	Steve S	Superior, Wi	3/17/03	4/16/03	$ 5,011 06	3/17/03	3/21/03 Est	Ship Point
				Total		$107,700 93			

September 8, 2003

AEP®
INDUSTRIES INC

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, California 90245

Ref Reclamation and Unsecured Claim Filing for Fleming Companies – Bankruptcy Case #03-10945

Gentlemen

Attached herewith are two copies each of our revised reclamation claim in the amount of $103,361 73 and our unsecured claim in the amount of $132,999 81 Please date and time stamp the copy of each claim and return in the enclosed self-addressed, stamped envelope

These claims are being forwarded prior to the deadline of 4 00 PM Pacific Daylight Time on September 15, 2003

The original reclamation claim was forwarded by e-mail to CMS@Fleming com on July 14, 2003 as requested in Fleming's letter dated July 2, 2003 Copy is attached

Sincerely,

Erwin F Storz
Credit Manager

CC Laura Davis Jones, Esq
Pachulski Stang Ziehl Young & Jones
919 North Market Street, 16th Floor
Wilmington, Delaware 19899-8705

Donald L Kuba, Esq
Warshaw Burstein Cohen, Schlesinger & Kuh, LLC
555 Fifth Avenue
New York, NY 10017

Jason Muskovich, Esq
AlixPartners, LLC
1945 Lakepointe Drive
Lewisville, Texas 75029

Jean L'Allier, ESQ – AEP General Counsel

Corporate Headquarters
125 Phillips Avenue
South Hackensack, New Jersey 07606
(201) 641-6600 - (800) 999-AEPI (2374) - FAX (201) 807-2489
http //www aepinc com

AEP®
INDUSTRIES INC.

April 7, 2003

Fleming Companies, Inc
1945 Lakepointe Drive
Lewisville Texas 75057-6424

Attention Carlos M Hernandez, Exec V P , General Counsel-Secretary
And Mark Shapiro, CFO

Reference Reclamation Claim for Fleming Companies, Inc Bankruptcy Case #03-10945

Gentlemen

Please be advised that the undersigned, AEP Industries, Inc ("AEP") sold goods to Fleming Companies, Inc ("Fleming") which were received by Fleming during the period of, inter alia, March 21, 2003 through March 31, 2003 Such sales are detailed on the annexed schedule which totals $107,700 93 These sales took place while Fleming was insolvent Supporting Documentation such as Invoices, Bills of Lading and Proofs of Delivery are attached

Accordingly and pursuant to UCC § 2-702 and 11, U S C § 546(c), AEP hereby demands reclamation of the referenced goods and further demands that such goods are to remain identifiable, segregated, safeguarded and held for the account of AEP as reclaimed goods None of these goods are to be sold

The foregoing is without prejudice to any and all other rights which AEP may have, each and every one of which is expressly reserved

Very truly yours,

AEP Industries, Inc

By _____

Title CREDIT MANAGER

cc Laura Davis Jones, Esq
Pachulski Stang Ziehl Young & Jones
919 North Market Street, 16th Floor
Wilmington, Delaware 19899-8705
Telephone (302) 652-4100
Facsimile (302) 652-4400

Donald L Kuba, Esq
Warshaw Burstein Cohen Schlesinger & Kuh, LLP
555 Fifth Avenue
New York, NY 10017
Telephone (212) 984-7700 Direct (212) 984-7729
Facsimile (212) 972-9150 Email dkuba@wbcsk.com

cc. J Miller

Corporate Headquarters
125 Phillips Avenue
South Hackensack, New Jersey 07606
(201) 641 6600 - (800) 999-AEPI (2374) - FAX (201) 807-2489
http //www aepinc com

AEP Industries, Inc.

Fleming Companies, Inc. - Chapter 11

Reclamation Claim

April 7, 2003

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