UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF ADMINISTRATIVE CLAIM

In re
Fleming Companies, Inc , et al †
Debtors

Chapter 11 Case Number
Case No 03 10945 (MFW)
(Jointly Administered)

NOTE This form should only be used to make a claim for an administrative expense arising on or after April 1 2003 through and including October 31 2003 **IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO APRIL 1, 2003**

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach a copy of statement given 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

Name of Creditor and Address

Perrigo
515 EASTERN AVE
ALLEGAN MI 49010

Creditor Telephone Number (269) 673-9743

CREDITOR TAX ID # | ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

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

1 BASIS FOR ADMINISTRATIVE CLAIM

☑ Goods sold
☐ Services performed
☐ Money loaned
☐ Contractual or lease obligations
☐ Personal injury/wrongful death/property damage
☐ Taxes
☐ Other (describe briefly)
☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensation (Fill out below)
Your social security number _____
Unpaid compensation for services performed from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF ADMINISTRATIVE CLAIM $ 238,590.96 (Total)

If all or part of your claim is secured also complete Item 5 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 set off)
Brief description of collateral _____
☐ Real Estate ☐ Motor Vehicle ☐ Equipment
☑ Other RIGHT OF SETOFF
Value of collateral $ 238,590.96

7 Offsets, Credits and Setoffs

☐ All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein
☐ This claim is not subject to any setoff or counterclaim
☑ This claim is subject to setoff or counter claim as follows
EARNED INCOME ACCRUED

6 Please identify the Debtor against whom your claim is asserted†
FLEMING COMPANIES INC

8 This Administrative Proof of Claim

☑ is the first filed proof of claim evidencing the claim asserted herein
☐ amends/supplements a proof of claim field on _____ or
☐ replaces/suspends a proof of claim filed on _____

9 Assignment ☐ If the claimant has obtained this claim by Assignment a copy is attached hereto

THIS SPACE FOR COURT USE ONLY

DATE SIGNED
12/15/03

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

FILED
DEC 19 2003

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

† **Please refer to instructions on reverse side for a complete list of debtors**

BMC
Fleming Companies Claim
15257

LISTING OF INVOICES FROM THE FLEMING ACCOUNT THAT
HAD RECLAMATION CLAIMS FILED AGAINST THEM

P O #	INVOICE #	DATE	AMOUNT
0665136-KG	619843	03/20/03	$ 4,322 52
419553-GS	619842	03/20/03	$ 51,921 48
491554-GS	619841	03/20/03	$ 1,284 00
348390-GS	622372	03/28/03	$ 1,049 88
706986	620779	03/23/03	$ 3,070 56
419555-GS	622373	03/28/03	$ 1,076 40
460711-GS	622371	03/28/03	$ 62,537 04
460712-GS	622370	03/28/03	$ 2,906 40
678106-TG	620780	03/23/03	$ 103,468 92
706130	620592	03/22/03	$ 2,520 00
706145	620778	03/23/03	$ 4,433 76
		TOTAL	**$ 238,590 96**

Letter 4/1/03	$ 181,062 96
Letter 4/1/03	$ 57,528 00
	$ 238,590 96

Fleming™

May 2 2003

1945 Lakepointe Drive
P O Box 299013
Lewisville TX 75029

Perrigo
Dan Cullinan
515 Eastern Ave
Allegan MI 49010

RE Debtors' Reclamation Claims Information Request

Dear Dan

We represent Fleming Inc and its related debtor entities ('Fleming" or 'the Debtors) in connection with its bankruptcy proceedings including its reclamation process Pursuant to the Bankruptcy Court s Order Under 11 U S C Sections 105(a) 503(b), 546(c)(2) and 546 (g), (A) Establishing Procedure for Treatment of Reclamation Claims and (B) Prohibiting Third Parties From Interfering With Delivery Of Debtors Goods ("the Order") signed on April 22 2003 we have started to analyze letters received by Fleming that may represent reclamation demands

In accordance with the Order, each Claimant upon written request from the Debtors shall provide such additional documentation that may be in Claimant s possession as is reasonably needed to assist Debtors in the evaluation of the Claimant s reclamation claim This letter serves as a request for additional information to evaluate your reclamation claim Please provide Fleming with a spreadsheet that contains the details of your reclamation claim including the following four information fields

- Purchase Order #
- Invoice Date
- Invoice Number
- Invoice Amount

Certain vendors may have provided this information in hard copy form along with the reclamation claim However in order to expedite the process we are requesting to receive this data from all reclamation claimants in an electronic format The preferred deliverable would be in Microsoft Excel If that is not possible please use another electronic method

Please e-mail the electronic file to Sarah Albus at CMS@Fleming com Please also feel free to contact us at 972-535-7149 with questions

Please provide this information by May 9, 2003 Fleming reserves all rights and defenses to your company s reclamation claim

Sincerely,

Henry R. Colvin

Henry Colvin
AlixPartners LLC

April 1, 2003

Demand for Reclamation of Goods

Mike Becthel
Fleming
3524 Northwest 56th Street
Oklahoma City, OK 732112

Subject Reclamation of Delivered Goods

Dear Mr Becthel,

On the dates listed below, we delivered to you shipments ordered under the purchase orders listed, and billed on the invoices listed
("Reclamation Goods")

Invoice #	Date	Amount	Purchase Order #	Delivery Date*
622372	03/28/03	$1,049 88	348390-GS	03-31-03
620779	03-23-03	$3,070 56	706986	03-26-03
622373	03/28/03	$1,076 40	419555-GS	03-31-03
622371	03/28/03	$62,537 04	460711-GS	03-31-03
622370	03-28-03	$2 906 40	460712-GS	03-31-03
620780	03-23-03	$103,468 92	678106-TG	03-24-03
620592	03-22-03	$2 520 00	706130	03-24-03
620778	03-23-03	$4,433 76	706145	03-264-03
Total		$181,062 96		

(Items shown with open delivery dates have not been acknowledged by the carrier as delivered They may be in transit or recently received We will amend once we receive additional information)

To date no part of the purchase price has been received and it has come to our attention that your business is now and has been insolvent Enclosed are copies of the invoices and delivery documents evidencing delivery of the Reclamation Goods to you within the 10-day period

We therefore are entitled to reclaim all the Reclamation Goods delivered within 10 days prior to this demand pursuant to 11 U S C Section 546 (c) of the Bankruptcy Code and Section 2-702 of the Uniform Commercial Code adopted in the state of Michigan We respectfully demand the immediate return of the Reclamation Goods You are directed to cease selling or otherwise disposing of the Reclamation Goods and to segregate them in a separate portion of your facility pending their return We reserve all rights and do not waive any right or remedy in making this demand or by accepting the return of the Reclamation Goods

Please Contact me on our toll free number (800)-253-3606 extension 3743 today for a return authorization number and shipping instructions for the return of the Reclamation goods

Please advise us promptly that you will honor this demand and what additional information you require Thank you for your assistance

Yours truly,

Dan Cullinan
Credit Department
Phone (616)-673-9743
Fax (616)-673-1234

PERRIGO®

April 1, 2003

Demand for Reclamation of Goods

Mike Becthel
Fleming
3524 Northwest 56th Street
Oklahoma City, OK 732112

Subject Reclamation of Delivered Goods

Dear Mr Becthel,

On the dates listed below, we delivered to you shipments ordered under the purchase orders listed, and billed on the invoices listed ("**Reclamation Goods**")

Invoice #	Date	Amount	Purchase Order #	Delivery Date*
619843	03-20-03	$4 322 52	066513-KG	03-28-03
619842	03-20-03	$51,921 48	419553-GS	03-24-03
619841	03-20-03	$1,284 00	419554-GS	03-24-03

Total $57 528 00

(Items shown with open delivery dates have not been acknowledged by the carrier as delivered. They may be in transit or recently received. We will amend once we receive additional information)

To date no part of the purchase price has been received and it has come to our attention that your business is now and has been insolvent Enclosed are copies of the invoices and delivery documents evidencing delivery of the Reclamation Goods to you within the 10-day period

We therefore are entitled to reclaim all the Reclamation Goods delivered within 10 days prior to this demand pursuant to 11 U S C Section 546 (c) of the Bankruptcy Code and Section 2-702 of the Uniform Commercial Code adopted in the state of Michigan. We respectfully demand the immediate return of the Reclamation Goods You are directed to cease selling or otherwise disposing of the Reclamation Goods and to segregate them in a separate portion of your facility pending their return We reserve all rights and do not waive any right or remedy in making this demand or by accepting the return of the Reclamation Goods

Please Contact me on our toll free number (800)-253-3606 extension 3743 today for a return authorization number and shipping instructions for the return of the Reclamation goods

Please advise us promptly that you will honor this demand and what additional information you require
Thank you for your assistance

Yours truly,

Dan Cullinan
Credit Department
Phone (616)-673-9743
Fax (616)-673-1234

Corporation ("BMC"), the Debtors' claims agent, at or before **4 00 p m Eastern Standard Time on January 15, 2004** at the following address

Regular Mail	**Overnight Mail or Hand Delivery**
Bankruptcy Management Corporation P O Box 900 El Segundo, CA 90245-0900 Telephone 1-888-909-0100	Bankruptcy Management Corporation 1330 E Franklin Avenue El Segundo, CA 90245 Telephone 1-888-909-0100

5 All Administrative Claims must be submitted using the Proof of Administrative Claim Form approved by the Court, **along with documents establishing the alleged claimant's right to such Administrative Claim and corresponding documents proving the administrative nature of the claim**, and in accordance with the Bankruptcy Code, the Bankruptcy Rules and the local rules of the United States Bankruptcy Court for the District of Delaware Copies of the Proof of Administrative Claim Form can be obtained by calling BMC, the Debtors' Claims Agent, at 1-888-909-0100 or via download from BMC's website at www bmccorp net/Fleming A copy of the Proof of Administrative Claim Form is also enclosed with this Notice **SHOULD YOU FAIL TO FILE A TIMELY ADMINISTRATIVE CLAIM IN THE FORM REQUIRED HEREUNDER WITH APPROPRIATE DOCUMENTATION, SUCH CLAIM MAY NOT BE ALLOWED BY THE COURT OR PAID BY THE DEBTORS**

6 ANY HOLDER WHO IS REQUIRED TO FILE A PROOF OF ADMINISTRATIVE CLAIM AND **WHO FAILS TO FILE A PROOF OF ADMINISTRATIVE CLAIM ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING ANY SUCH ADMINISTRATIVE CLAIM** (OR FILING A PROOF OF ADMINISTRATIVE CLAIM FORM WITH RESPECT TO SUCH ADMINISTRATIVE CLAIM) AGAINST ANY OF THE DEBTORS, THEIR PROPERTY OR THEIR ESTATES IF ANY SUCH ADMINISTRATIVE CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH ADMINISTRATIVE CLAIMS AND THE HOLDERS OF SUCH ADMINISTRATIVE CLAIMS SHALL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES

7 For purposes of this Notice, a Claim means (a) a right to payment whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, mature, unmatured (including potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, legal, equitable, secured or unsecured or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to receive payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured (including potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, secured or unsecured

8 Any questions regarding this Notice or the Administrative Claims Bar Date may be directed to BMC at 1 888-909-0100

Dated December 4, 2003

KIRKLAND & ELLIS LLP
James H M Sprayregen, P C (ARDC No 6190206)
Richard L Wynne (CA Bar No 120349)
Geoffrey A Richards (ARDC No 6230120)
Haleh Rahjoo (CA Bar No 192137)
777 South Figueroa Street
Los Angeles, CA 90017
(213) 680-8400 (Telephone)
(213) 680-8500 (Facsimile)

Pachulski, Stang Ziehl, Young, Jones
& Weintraub P C
/s/
Laura Davis Jones (DE Bar No 2436)
Ira D Kharasch (CA Bar No 109084)
Scotta E McFarland (CA Bar No 165391)
Christopher J Lhulier (DE Bar No 3850)
919 North Market Street, 16th Floor
P O Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone (302) 652-4100
Facsimile (302) 652-4400

Co-Counsel for Debtor and Debtor in Possession

PERRIGO®

December 16, 2003

Bankruptcy Management Corporation
PO Box 900
El Segundo, CA 90245-0900

Subject

CASE # 03-10945
Administrative Claim
Fleming Companies Inc
Proof of Claim $230,590 96

Dear Sir

Enclosed you will find our **Proof of Claim** in the above case along with supporting documentation

Please record our claim and acknowledge it by **Date Stamping** the additional enclosed copy and sending it back to us

We are also enclosing a return envelope with the postage paid

Thank you for your assistance

Sincerely,

Dan Cullinan
Credit Department
(269)-673-9743

515 Eastern Avenue
Allegan, MI 49010