

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**Objection Deadline: March 9, 2005 at 4:00 p.m.**  
**Hearing Date: March 16, 2005 at 10:30 a.m.**

**THE PCT'S TWENTY-THIRD OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

The Post Confirmation Trust ("PCT")<sup>2</sup> now brings its Twenty-Third Omnibus Objection to Claims seeking an order disallowing 95 claims asserted for future pension benefits under the Fleming Companies, Inc. Pension Plan. The PCT is not liable for these claims because (i) even prior to the bankruptcy cases, none of the Debtors was liable for making payments to Fleming Pension Plan participants and (ii) now that the PBGC has terminated the Fleming Pension Plan and has assumed responsibility for paying benefits to plan participants, the PBGC is solely responsible for satisfying participants' claims. In support of its objection, the PCT respectfully states as follows:

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<sup>1</sup> The Debtors were: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc. (collectively, the "Debtors").

<sup>2</sup> The PCT is a trust created pursuant to the Debtors' Amended and Official Committee of Unsecured Creditors' Third and Revised Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code and the Post-Confirmation Trust Agreement dated August 19, 2004. The PCT is responsible for and has the power to administer certain post-confirmation responsibilities under the Plan.

## **JURISDICTION**

1. This Court has jurisdiction over the Twenty-Third Omnibus Objection pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O).
2. The bases for the relief requested are 11 U.S.C. §§ 105(a) and 502, and Federal Rule of Bankruptcy Procedure 3007 and Bankruptcy Local Rule 3007-1.

## **BACKGROUND**

3. 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. At that time, Fleming sponsored the Fleming Companies, Inc. Pension Plan. The Fleming Pension Plan was at all times a separate and distinct legal entity (having, for example, its own EIN number and agent for legal process) and was solely responsible for payment of the pension benefits arising thereunder.
4. On October 31, 2003, Fleming filed a distress termination application with the Pension Benefit Guaranty Corporation (the “PBGC”) seeking to terminate the Fleming Pension Plan. This application was approved, and the PBGC terminated the Fleming Pension Plan as of January 1, 2004. At that time, and as required under Title IV of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), the PBGC was appointed as the plan’s statutory trustee and assumed liability for the payment of benefits under the plan.
5. The PBGC filed five (5) proofs of claim relating to the Fleming Pension Plan in the Debtors’ cases (two of which amended previously filed claims). These claims alleged (i) unfunded benefit liabilities on plan termination; (ii) due and unpaid minimum funding contributions; and (iii) missed PBGC premium payments. The Debtors objected to these claims on or about April 16, 2004.

6. On May 12, 2004, the PBGC, the Debtors and their creditors' committee executed the Global Settlement Agreement and Mutual Release. [Docket No. 8009, Ex. A]. Pursuant thereto, the Debtors paid the PBGC substantial sums of money to satisfy Fleming's outstanding obligations under the plan.<sup>3</sup> This settlement fully and finally resolved the PBGC's claims against the Debtors' estates.

7. Fleming sponsored three additional pension plans (the Pension Plan of S.M. Flickinger Co., Inc., the Godfrey Subsidiary Pension Plan and the ABCO Markets, Inc. Retirement Plan for Arizona Warehouse and Distribution Employees) prior to its bankruptcy filing. Additionally, Core-Mark International, Inc., another one of the Debtors, sponsored the Core-Mark International, Inc. Non-Bargaining Employees Pension Plan. Each of these plans was ultimately assumed by Core-Mark International, Inc. This objection does not address any claims brought by participants of any pension plan other than the Fleming Pension Plan.

8. 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 Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code (the "Plan"). The Plan became effective on August 23, 2004. On the Plan's effective date, the cash and other assets of the Debtors and their estates were transferred to the PCT, the RCT, or the Reorganized Debtors, as applicable. See Art. V.G.3.

9. The PCT has the authority to bring this Twenty-Third Omnibus Objection. See Plan at Art. X.A.

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<sup>3</sup> Specifically, the PBGC was given an Allowed Administrative Claim (as defined in the Plan) in the amount of \$2,000,000, an Allowed Other Non-Priority Tax Claim (as defined in the Plan) in an amount up to \$750,000 (subject to the reductions set forth in section 507(a)(4) of the Bankruptcy Code) and a Class 6 Allowed General Unsecured Claim (as defined in the Plan) in the amount of \$200,000,000.

## THE OBJECTION AND REQUEST FOR RELIEF

10. The PCT objects to the 95 pension liability claims set forth on Exhibit A because it has no liability for payment of these claims.

11. From its very inception, the Fleming Pension Plan was a legal entity separate and distinct from Fleming. It was the Fleming Pension Plan -- not Fleming -- that was obligated to pay benefits to plan participants. This remained true until the PBGC agreed to terminate the pension plan as of January 1, 2004.<sup>4</sup>

12. At that time, the PBGC assumed liability for the payment of benefits to plan participants as required by ERISA. In re Adams Hard Facing Co., 129 B.R. 662, 663 (W.D. Okla. 1991); 29 U.S.C. § 1362(b) (requiring the PBGC to pay all guaranteed and non-guaranteed unfunded pension benefits). To enable the PBGC to satisfy its newly assumed obligation, the PBGC asserted and recovered on claims against the Debtors' estates for (i) unfunded benefit liabilities on plan termination; (ii) due and unpaid minimum funding contributions; and (iii) missed PBGC premium payments. See ERISA § 4062 (providing the PBGC with a statutory right to recover certain amounts from plan sponsors upon termination). Pursuant to the May 12, 2004 settlement between the PBGC, the Debtors and the creditors' committee, the Debtors' obligations were deemed fully satisfied.

13. Now that the PBGC is the statutory trustee of the Fleming Pension Plan, ERISA requires that it be the sole source of recovery for the pension plan participants. In re Adams Hard Facing Co., 129 B.R. at 663 (recognizing that ERISA specifically designates the PBGC as the entity responsible for collecting and distributing the employer's unfunded benefit liabilities under ERISA's priority scheme). Courts have therefore disallowed pension plan participants'

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<sup>4</sup> In fact, because the Fleming Pension Plan was *not* a debtor in the chapter 11 cases, the consolidated estates cannot be liable for payment of any liabilities that may have been owing thereunder.

claims seeking to recover pension benefits directly from their employer's chapter 11 estates (regardless of whether participants will recover the full value of their pension benefits from the PBGC), concluding that ERISA's purpose would be "defeated" if plan participants could make claims directly against the estate. McMahon v. McDowell, 794 F.2d 100, 108 (3d Cir. 1986) (finding that ERISA preempted employees' ability to directly sue employer for unpaid pension liabilities when the applicable pension plan was terminated and the PBGC was in place as successor trustee); In re Adams Hard Facing Co., 129 B.R. at 663 (disallowing the claims of participants in a terminated pension plan against the bankruptcy estate); In re Lineal Group, Inc., 226 B.R. 608, 613-14 (Bankr. M.D. Tenn. 1998) (holding that ERISA preempts plan participants' claims against the debtor's estate for the difference between what they would ultimately receive from the PBGC and what they were promised under the defined benefit plan).

14. Each of the claims set forth on Exhibit A asserts liability against Fleming for pension benefits owing under the Fleming Pension Plan. But as set forth above, Fleming is not -- and never was -- responsible for payment of these benefits. Instead, from its inception, *the Fleming Pension Plan* (a separate and distinct legal entity from Fleming) had the obligation to pay these benefits. And now that the PBGC has terminated the Fleming Pension Plan and is the statutory trustee, ERISA mandates that the PBGC be the *sole source of recovery* for plan-related claims. McMahon v. McDowell, 794 F.2d at 108; In re Adams Hard Facing Co., 129 B.R. at 663. For these reasons, the claims listed on Exhibit A must be disallowed. See United Steel Workers of Am., AFL-CIO v. United Engineering, Inc., 52 F.3d 1386, 1392 (6th Cir. 1995) ; see also In re Adams, 129 B.R. at 663.

#### RESERVATION

15. The PCT reserves the right, upon obtaining leave (where necessary), to formally reply to any written response filed with respect to this objection.

16. The PCT further reserves the right, consistent with the local rules of this district, Orders of the Court, and any other applicable law, to amend, modify and/or supplement this objection.

17. The PCT expressly reserves any rights it may have to (a) bring avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, 11 U.S.C. § 547, against the holders of claims subject to this objection or (b) exercise its right of setoff against the holders of such claims relating to such avoidance actions.

#### **NOTICE**

18. The PCT's noticing agent, Bankruptcy Management Corporation ("BMC"), will serve copies of this objection (together with Exhibit A) on (a) claimants with pending claims subject to the Twenty-Third Omnibus Objection; (b) the Office of the United States Trustee; (c) the Pension Benefit Guaranty Corporation and (d) those who have requested special notice pursuant to the Court's October 20, 2004 order limiting service. [Docket No. 9696].

19. The PCT submits that notice of this Twenty-Third Omnibus Objection is sufficient under Rule 3007 of the Federal Rules of Bankruptcy Procedure and Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware and that no further notice is necessary.

20. This Twenty-Third Omnibus Objection and its related exhibits comply with Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware.

#### **NO PREVIOUS REQUEST**

21. No previous request for the specific relief set forth herein has been made to this or any other court.

WHEREFORE, the PCT respectfully requests that the Court disallow and expunge the claims set forth on Exhibit A hereto, and grant any further relief deemed just and equitable.

Dated: January 28, 2005

PACHULSKI, STANG, ZIEHL, YOUNG, JONES  
& WEINTRAUB P.C.



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Co-Counsel for the Post Confirmation Trust

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

Objection Deadline: March 9, 2005 at 4:00 p.m.  
Hearing Date: March 16, 2005 at 10:30 a.m.

**NOTICE OF HEARING ON PCT'S TWENTY-THIRD  
OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

PLEASE TAKE NOTICE that on January 31, 2005, the PCT<sup>2</sup> filed its Twenty-Third Omnibus Objection to Claims with the United States Bankruptcy Court for the District of Delaware.

The PCT now serves a copy of the Twenty-Third Omnibus Objection, together with this Notice, on (a) claimants with pending claims subject to the Twenty-Third Omnibus Objection; (b) the Office of the United States Trustee; and (c) those who have requested special notice pursuant to the Court's October 20, 2004 order limiting service. [Docket No. 9696].

If you have received this Notice, you may have filed one or more claims subject to the Twenty-Third Omnibus Objection. In its Twenty-Third Omnibus Objection, the PCT has requested that the Court disallow 95 claims for benefits owing under the **Fleming Companies,**

<sup>1</sup> The Debtors were: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C.; Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc. (collectively, the "Debtors").

<sup>2</sup> The PCT is a trust created pursuant to the Debtors' Amended and Official Committee of Unsecured Creditors' Third and Revised Joint Plan of Reorganization of Fleming Companies, Inc. and its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code and the Post-Confirmation Trust Agreement dated August 19, 2004. The PCT is responsible for and has the power to administer certain post-confirmation responsibilities under the Plan.



**Inc. Pension Plan.** As of January 1, 2004, the Pension Benefit Guaranty Trust (“PBGC”) took over the Fleming Companies, Inc. Pension Plan and became solely responsible for making the payments required under the plan. If granted, the PCT’s objection will not affect your rights to continue to receive pension payments from the PBGC in accordance with PBGC statutory guidelines.

IF YOU CONTEST THE RELIEF SOUGHT IN THE TWENTY-THIRD OMNIBUS OBJECTION, YOU MUST FILE A WRITTEN RESPONSE with the Clerk of the Bankruptcy Court, 824 N. Market Street, Wilmington, DE 19801, **on or before March 9, 2005**. At the same time, you must also serve a copy of the response upon the PCT’s attorneys at **Kirkland & Ellis LLP, 777 South Figueroa Street, Los Angeles, CA 90017-5800, Attn: Erin Brady, so as to be received on or before February 15, 2005**. It is likely that only those responses timely filed with the Court and received by the above-listed counsel in accordance with this Notice will be considered by the Court.

A HEARING ON THE TWENTY-THIRD OMNIBUS OBJECTION WILL BE HELD ON **MARCH 16, 2005 at 10:30 .m. Eastern Standard Time** before The Honorable Mary F. Walrath, Chief United States Bankruptcy Judge, 824 N. Market Street, 6th Floor, Wilmington, Delaware.

You should read this notice and the accompanying papers carefully and discuss them with your attorney, if appropriate. Be aware that one or more of your asserted claims may be disallowed by virtue of the relief sought in the Twenty-Third Omnibus Objection.

If you choose to file a response to the Twenty-Third Omnibus Objection, your response must contain, at a minimum, the following:

(a) A caption setting forth the name of the court, the name of the Debtors, the case number and the title of the objection to which the response is directed;

(b) Your name (or, if applicable, the name of the claimant) and a description of the basis for the amount of the claim;

(c) The specific factual basis and supporting legal argument upon which you will rely in opposing the Twenty-Third Omnibus Objection;

(d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the clerk or the Debtors' claims agent, upon which you will rely to support the basis for and amounts asserted in the proof of claim;

(e) The address to which the PCT must serve any reply to the response; and

(f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on your behalf.

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING. YOU DO NOT NEED TO FILE A RESPONSE TO THE TWENTY-THIRD OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN. THIS OBJECTION MAY AFFECT YOUR RIGHTS AGAINST THE DEBTORS' ESTATES.**

The PCT reserves the right to: (a) adjourn any hearing that is or may be scheduled with respect to the Twenty-Third Omnibus Objection, (b) reply to any papers filed in response to the Twenty-Third Omnibus Objection; and (c) raise future objections to any of the claims set forth in the Twenty-Third Omnibus Objection on any grounds. Should the PCT assert additional

objections to any claims set forth in the Twenty-Third Omnibus Objection, it will provide you with separate notice and will schedule a separate hearing.

Dated: January 28, 2005

PACHULSKI, STANG, ZIEHL, YOUNG, JONES  
& WEINTRAUB P.C.



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Co-Counsel for the Post Confirmation Trust

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Fleming Companies, Inc., <u>et al.</u> , <sup>7</sup>	)	Case No. 03-10945 (MFW)
	)	(Jointly Administered)
Debtors.	)	<b>Relates to Docket No. _____</b>

**ORDER GRANTING THE PCT'S TWENTY-THIRD  
OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

Upon consideration of the PCT's<sup>8</sup> Twenty-Third Omnibus Objection To Claims seeking entry of an order disallowing certain claims; and no previous application having been made; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of the proceeding and the Twenty-Third Omnibus Objection is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the relief sought in the Twenty-Third Omnibus Objection is granted; and it is further

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<sup>7</sup> The Debtors were: Core-Mark International, Inc.; Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Favar Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc. (collectively, the "Debtors").

<sup>8</sup> Capitalized terms not defined herein are as defined in the PCT's Twenty-Third Omnibus Objection to Claims.

ORDERED that each of the claims listed on Exhibit A to this Order is disallowed; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2005

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Honorable Mary F. Walrath  
Chief United States Bankruptcy Judge

## Pension Claims

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
ANDREWS, ALMAL 2430 AVILION CT PEARLAND, TX 77584	14399	\$0.00	\$0.00	\$234.11	\$84,045.49	\$84,279.60	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
APPEGATE, FRED D TOMMY J SWANN PO Box 6170 MCLESKEY HARRIGER BRAZILL LUBBOCK, TX 79492-6170	6214	\$0.00	\$0.00	\$0.00	\$30,133.05	\$30,133.05	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BALLARD, JANELLE 3736 S 94TH E AVE TULSA, OK 74145	3854	\$0.00	\$0.00	\$35,900.00	\$0.00	\$35,900.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BALTY, JACK H 301 DOGWOOD HILLS CIR TUPELO, MS 38801	13897	\$0.00	\$0.00	\$0.00	\$9,992.90	\$9,992.90	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
Bearec, Harold L 2320 SW Chelsea Dr TOPEKA, KS 66614-1648	668	\$0.00	\$0.00	\$0.00	\$94,109.40	\$94,109.40	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BEGGIN, LAWRENCE 2048 DON DR GREENBRIAR, TN 37073	6268	\$0.00	\$0.00	\$0.00	\$56,160.52	\$56,160.52	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BLUE, JAMES L 3125 CRESTLINE CT ANTIOCH, CA 94509	4256	\$0.00	\$0.00	\$0.00	\$236,640.00	\$236,640.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BOND, SHEREE 370 FRUITLAND PARK RD WIGGINS, MS 39577	12086	\$0.00	\$0.00	\$0.00	\$8,500.00	\$8,500.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BORYS, JEAN A 6 OLD TOWN RD CHERRY HILL, NJ 8034	15801	\$0.00	\$6,736.56	\$0.00	\$0.00	\$6,736.56	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BOTTOMS BENEDICT, DEVA ANN 219 KIMBERLY HT NICHOLASVILLE, KY 40356	4097	\$0.00	\$0.00	\$34,149.48	\$0.00	\$34,149.48	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BOWERS, RICHARD 10722 E CALIFORNIA SANGER, CA 93657	4889	\$0.00	\$0.00	\$0.00	\$48,000.00	\$48,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.

## Pension Claims

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
BREWER, WILLIAM EVER 1907 SR 654 N MARION, KY 42064	5732	\$418.89	\$0.00	\$0.00	\$199,581.11	\$200,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BRINKMAN, GEORGE 1368 E WHEATRIDGE SPRINGFIELD, MO 65803	6961	\$0.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BROWN, RUSSELL E 601 W SPRING AVE GENEVA, AL 36340	13990	\$0.00	\$0.00	\$0.00	\$24,000.00	\$24,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BROWNE, LUCILE G 16117 W 153RD ST OLATHE, KS 66062	11856	\$0.00	\$0.00	\$14,007.00	\$0.00	\$14,007.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BURROUGHS, GARY 4 LEHIGH CT LITITZ, PA 17543	5071	\$0.00	\$0.00	\$15,091.25	\$0.00	\$15,091.25	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
BYRD, DOUGLAS W PO Box 763 FULTON, MS 38843	6893	\$0.00	\$0.00	\$10,075.56	\$0.00	\$10,075.56	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
CANTERBURY, LEROY F C/O WAYNE S CANTERBURY 33 NEW MONTGOMERY ST #1400 SAN FRANCISCO, CA 94105	1701	\$0.00	\$0.00	\$0.00	\$20,000.00	\$20,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
CARCHIO, PAT 19371 WOODLAND HARPER WOODS, MI 48225	5097	\$0.00	\$0.00	\$38,956.80	\$0.00	\$38,956.80	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
CARTER, RONALD 1204 ROCKWOOD DR EDMOND, OK 73013	3089	\$0.00	\$0.00	\$0.00	\$40,131.00	\$40,131.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
CLEMENTS, LINDA L 13722 W BERRIDGE LN LITCHFIELD PARKS, AZ 85340-5349	4788	\$0.00	\$0.00	\$0.00	\$30,000.00	\$30,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
COLES, ANITA L 4079 TRABER RD N SULVER SPRINGS, NY 14550	3791	\$0.00	\$0.00	\$0.00	\$11,055.15	\$11,055.15	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.

## Pension Claims

Name and Address of Claimant	Claim Number	Secured	Administrative	Claim Amount		Unsecured	Total	Reason For Disallowance*
				Priority	Total			
CURTIS, ALLEN D 1890 107TH AVE COON RAPIDS, MN 55433	3813	\$0.00	\$0.00	\$6,000.00	\$6,000.00	\$0.00	\$6,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
DAVIDSON, JUNE 7765 GUENTHERE WAY CITRUS HEIGHTS, CA 95610	9753	\$0.00	\$0.00	\$15,994.80	\$15,994.80	\$0.00	\$15,994.80	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
DAVIS, ARVIL 9805 COLTON AVE LUBBOCK, TX 79424	4866	\$0.00	\$0.00	\$54,145.20	\$54,145.20	\$0.00	\$54,145.20	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
DUNCAN, MADOLYN M 3005 CREEKSIDE DR #203 FT WORTH, TX 76106	3099	\$0.00	\$0.00	\$10,000.00	\$10,000.00	\$0.00	\$10,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
EZELL, RUVENE 1104 PINE AVE GENEVA, AL 36340	6793	\$0.00	\$0.00	\$7,667.51	\$7,667.51	\$0.00	\$7,667.51	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
FANSLAU, KURT E 3908 GERTRUDE TER BELLEVUE, NE 68147	5135	\$0.00	\$0.00	\$14,429.81	\$14,429.81	\$0.00	\$14,429.81	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
FROELICH, DEBORAH L 1013 FOREST HARBOR DR HENDERSONVILLE, TN 37075	8800	\$0.00	\$0.00	\$300,000.00	\$300,000.00	\$0.00	\$300,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
GEBHART, RONALD J RTE 3 BOX 3343 SPRING GOVE, PA 17362	14189	\$0.00	\$0.00	\$41,835.56	\$41,835.56	\$0.00	\$41,835.56	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
GERBER, VERA W 529 EUCLID ST SW MASSILLON, OH 44647	7559	\$6,547.44	\$0.00	\$6,547.44	\$13,094.88	\$0.00	\$13,094.88	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
GREEN, LOVELLA J 239 E 5900 S MURRAY, UT 84107	11548	\$0.00	\$0.00	\$9,907.97	\$9,907.97	\$0.00	\$9,907.97	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
GREEN, PATRICK J 50 ERWIN RD W SENECA, NY 14224	11514	\$0.00	\$0.00	\$7,861.25	\$7,861.25	\$0.00	\$7,861.25	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.



## Pension Claims

Name and Address of Claimant	Claim Number	Secured	Administrative	Claim Amount		Unsecured	Total	Reason For Disallowance*
				Priority	Total			
GREGORY, JUDI G 505 PINE AVE WAYNESBORO, VA 22980	12688	\$0.00	\$0.00	\$16,756.96	\$16,756.96	\$0.00	\$16,756.96	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
GRIFFIN, EARL V 1316 NE 56TH ST OKLAHOMA CITY, OK 73111	7627	\$0.00	\$0.00	\$37,540.00	\$37,540.00	\$0.00	\$37,540.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
HASSMAN, ROBERTA 327 TAGGART AVE NE MASSILLON, OH 44646	6159	\$0.00	\$0.00	\$8,591.28	\$8,591.28	\$0.00	\$8,591.28	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
HELMA, JOSEPH 5501 SW 94TH AVE COOPER CITY, FL 33328	7564	\$0.00	\$0.00	\$0.00	\$61,364.65	\$61,364.65	\$61,364.65	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
HEUER, JERRY A 36721 SILK CT NEWARK, CA 94560	6766	\$0.00	\$0.00	\$0.00	\$33,337.68	\$33,337.68	\$33,337.68	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
HILL, MELVIN H 5085 SUNNY AUTUMN LN MEMPHIS, TN 38125	7597	\$0.00	\$0.00	\$0.00	\$48,093.52	\$48,093.52	\$48,093.52	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
HOWARD, HEIDI 1726 WOODWARD HEIGHTS WAY N LAS VEGAS, NV 89032	3477	\$0.00	\$0.00	\$0.00	\$40,000.00	\$40,000.00	\$40,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
IRISH, PHILLIP 12217 N 45TH LN GLENDALE, AZ 85304	4021	\$0.00	\$0.00	\$26,808.25	\$26,808.25	\$0.00	\$26,808.25	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
ISHÉE, GLASTON B 26 BUCKALEW RD LAUREL, MS 39443	12682	\$0.00	\$0.00	\$9,000.00	\$9,000.00	\$0.00	\$9,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
JACKSON, GEORGE 630 STRICKLAND RD BYHALIA, MS 38611	3199	\$0.00	\$0.00	\$0.00	\$134,091.80	\$134,091.80	\$134,091.80	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
JACKSON, PEGGY 630 STRICKLAND RD BYHALIA, MS 38611	3198	\$0.00	\$0.00	\$0.00	\$72,861.55	\$72,861.55	\$72,861.55	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.

## Pension Claims

Name and Address of Claimant	Claim Number	Secured	Administrative	Claim Amount		Unsecured	Total	Reason For Disallowance*
				Priority	Total			
JACKSON, STEPHEN 612 TURRET CT VERSAILLES, KY 40383	5381	\$0.00	\$0.00	\$7,950.04	\$7,950.04	\$0.00	\$7,950.04	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
JENNINGS, BILLY 4772 BERTA RD MEMPHIS, TN 38109	14412	\$0.00	\$0.00	\$0.00	\$24,893.47	\$24,893.47	\$24,893.47	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
JOHNSON JR, CHARLES B 372 FRUITLAND PARK RD WIGGINS, MS 39577	12088	\$0.00	\$0.00	\$0.00	\$8,500.00	\$8,500.00	\$8,500.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
JOHNSON, TOMMY PO Box 236 MEEKER, OK 74855	4148	\$0.00	\$0.00	\$0.00	\$49,167.63	\$49,167.63	\$49,167.63	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
JONES, ROBERT E 3901 LAKE RD #21 WEST SACRAMENTO, CA 95691	7567	\$0.00	\$0.00	\$31,028.69	\$31,028.69	\$0.00	\$31,028.69	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
KEE, VIRGINA L 2370 KENNEDY RD MIDDLETON, TN 38052	6062	\$0.00	\$0.00	\$0.00	\$25,000.00	\$25,000.00	\$25,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
KNIGHT, PATSY PO Box 64205 LUBBOCK, TX 79464	9951	\$0.00	\$0.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
KOHLMEIER, LARRY PO Box 346 RT 1 PAXICO, KS 66526	4897	\$0.00	\$0.00	\$0.00	\$83,309.79	\$83,309.79	\$83,309.79	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
KOSTELAC, BEVERLY 67 WALNUT RIDGE RD CHARLEROI, PA 15022	8228	\$0.00	\$0.00	\$0.00	\$36,000.00	\$36,000.00	\$36,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
LEE, BILLIE S 216 SAVOY RD LEXINGTON, KY 40504	8299	\$0.00	\$0.00	\$11,113.20	\$11,113.20	\$0.00	\$11,113.20	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
LOVELESS, MAYNA C 24 SUSAN DR DEPEW, NY 14043	15888	\$0.00	\$0.00	\$27,936.48	\$27,936.48	\$0.00	\$27,936.48	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.

## Pension Claims

Name and Address of Claimant	Claim Number	Secured	Administrative	Claim Amount		Reason For Disallowance*
				Priority	Unsecured	
MACK, WILL 3902 WISTERIA DR MEMPHIS, TN 38116	8263	\$0.00	\$0.00	\$0.00	\$10,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MALONE, BOBBY N PO Box 467 VENUS, TX 76084	7095	\$0.00	\$0.00	\$0.00	\$34,307.93	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MARTIN, JOHN 5242 MULBERRY LN MONEE, IL 60449	17476	\$0.00	\$87,000.00	\$0.00	\$87,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MCCOY, HELEN R PO Box 552 MONROE, LA 71210-0552	14054	\$0.00	\$0.00	\$38,412.00	\$38,412.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MCGINNIS, JANET E 402 ESTATE RD BOYERTOWN, PA 19512	10421	\$0.00	\$0.00	\$0.00	\$26,976.60	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MCKENERY, WILLIAM C 2581 SE 25TH DR OKECHOBEE, FL 34974	4485	\$0.00	\$0.00	\$0.00	\$54,285.10	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MEEKS, TOMMY 955 E 13TH COLORADO CITY, TX 79512	3987	\$0.00	\$0.00	\$0.00	\$20,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MICHAEL MEEK, GWENDOLYN 185 EDGEWOOD CT TRACY, CA 95376	7346	\$0.00	\$0.00	\$0.00	\$50,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
MUZENSKI, ROBERT 414 GREENVALLEY DR RACINE, WI 53406	7170	\$0.00	\$0.00	\$0.00	\$11,125.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
NEWTON, MARION 61 NEWTON RD CRAWFORDVILLE, FL 32327	7447	\$0.00	\$0.00	\$0.00	\$20,093.40	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
OGDEN, GLORIA E 1034 E PLATINUM WAY SANDY, UT 84094	2894	\$0.00	\$0.00	\$12,000.00	\$12,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.

## Pension Claims

In re: Fleming Companies, Inc et al.  
Case No. 03-10945 (MFV)  
(Jointly Administered)

Name and Address of Claimant	Claim Number	Secured	Administrative	Claim Amount		Unsecured	Total	Reason For Disallowance*
				Priority	Total			
ORNER, ROBERT C PO Box 142 231 N SETON AVE EMMITSBURG, MD 21727	2499	\$0.00	\$0.00	\$0.00	\$0.00	\$5,328.96	\$5,328.96	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
OSBORNE, GARY 1121 CAMOS DR LINCOLN, NE 68505-2014	15139	\$0.00	\$12,069.94	\$0.00	\$0.00	\$0.00	\$12,069.94	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
PAULECK, ELLEN M 8744 WESTRIDGE PL NW ALBUQUERQUE, NM 87114	4968	\$0.00	\$0.00	\$14,139.95	\$0.00	\$0.00	\$14,139.95	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
PUTT, NANCY E 1220 NORTH AVE NE MASSILLON, OH 44646	7283	\$0.00	\$0.00	\$14,503.08	\$0.00	\$0.00	\$14,503.08	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
RAPER, WILEY C 1915 SANDY LAKE RD 44 CARROLLTON, TX 75006	16578	\$0.00	\$169,681.28	\$0.00	\$0.00	\$0.00	\$169,681.28	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
ROGERS, TERRY W 9027 S COBBLE CANYON LN SANDY, UT 84093	17152	\$0.00	\$333,808.78	\$0.00	\$0.00	\$0.00	\$333,808.78	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SCHAFER, ALBERT A 20540 NE 150TH LUTHER, OK 73054	9719	\$0.00	\$0.00	\$0.00	\$0.00	\$9,069.47	\$9,069.47	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SHORE, BOBBY RT 3 BOX 3080 GEORGETOWN, GA 39854	5996	\$0.00	\$0.00	\$0.00	\$0.00	\$19,055.37	\$19,055.37	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SIMONCINI, SALLY 4216 LYMAN DR PHILADELPHIA, PA 19114	14468	\$0.00	\$0.00	\$22,064.00	\$0.00	\$0.00	\$22,064.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SMITH, DOROTHY 633 N VARDAMAN ST WIGGINS, MS 39577	3977	\$0.00	\$0.00	\$21,000.00	\$0.00	\$0.00	\$21,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SMITH, JOHN C HC 69 BOX 2525 KINGSTON, OK 73439	8574	\$0.00	\$0.00	\$22,138.76	\$0.00	\$0.00	\$22,138.76	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.

## Pension Claims

Name and Address of Claimant	Claim Number	Secured	Administrative	Claim Amount		Unsecured	Total	Reason For Disallowance*
				Priority	Total			
SMITHERMAN, LINDA S 8011 CR 6500 LUBBOCK, TX 79416	8509	\$0.00	\$0.00	\$18,497.92	\$18,497.92	\$0.00	\$18,497.92	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SNYDER, FRED 11161 WHITSMORE PL GULFPORT, MS 39503	8395	\$0.00	\$0.00	\$0.00	\$0.00	\$13,129.68	\$13,129.68	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
STOKES, MARY 8847 W MICHELLE DR PEORIA, AZ 85382	2135	\$0.00	\$0.00	\$21,577.92	\$21,577.92	\$0.00	\$21,577.92	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SWAIN, RICHARD B 8915 GREEN LEAVES DR GRANBURY, TX 76049	5124	\$0.00	\$0.00	\$0.00	\$0.00	\$147,828.96	\$147,828.96	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SWARTZ, EDWARD 11937 W APPLETON AVE #3 MILWAUKEE, WI 53224	5577	\$0.00	\$0.00	\$113,164.40	\$113,164.40	\$0.00	\$113,164.40	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SYLER, DEXTER 4808 WHITTIER DR OLD HICKORY, TN 37138	2601	\$0.00	\$0.00	\$0.00	\$0.00	\$43,000.00	\$43,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
SYLER, DEXTER S 4808 WHITTIER DR OLD HICKORY, TN 37138	15660	\$0.00	\$43,000.00	\$0.00	\$0.00	\$0.00	\$43,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
TAYES, HUBERT W 2910 SUSAN DR DONELSON, TN 37214	2027	\$0.00	\$0.00	\$0.00	\$0.00	\$14,357.28	\$14,357.28	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
TEW, MARGARET J 523 DARBY ST #14 BRUNSDIDGE, AL 36010	13977	\$0.00	\$0.00	\$32,760.00	\$32,760.00	\$0.00	\$32,760.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
VITELLO, MONICA 152 DUNHAM PL WOODBURGE, NJ 7095	2267	\$0.00	\$0.00	\$11,450.00	\$11,450.00	\$0.00	\$11,450.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
WARD, BONNIE 304 C VIEX NEW ORLEANS LAFAYETTE, LA 70508	7632	\$0.00	\$0.00	\$0.00	\$0.00	\$35,254.50	\$35,254.50	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.

## Pension Claims

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

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
WARE, RALPH 6375 TIBBS RD BROWNSVILLE, TN 38012	7586	\$0.00	\$0.00	\$22,421.14	\$0.00	\$22,421.14	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
WARREN, JUDY L 123 WEST HIGHLAND AVE WEST MONROE, LA 71291	9117	\$0.00	\$0.00	\$27,344.46	\$0.00	\$27,344.46	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
WILSON, FRANK 1544 BUNTYN ST MEMPHIS, TN 38114	14140	\$0.00	\$0.00	\$9,000.00	\$0.00	\$9,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
WOOTEN, ALLEN R 5115 41ST ST LUBBOCK, TX 79414	2871	\$0.00	\$0.00	\$0.00	\$36,000.00	\$36,000.00	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
WRIGHT, LONEY LEE 212 TAYLOR LN CABOT, AR 72023	4948	\$0.00	\$0.00	\$9,785.92	\$0.00	\$9,785.92	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
WRIGHT, LONEY LEE 212 TAYLOR LN CABOT, AR 72023	4949	\$0.00	\$0.00	\$13,805.04	\$0.00	\$13,805.04	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
YATES, JIMMY D 112 WINDWARD DR UNIT 15005 CORPUS CHRISTI, TX 78418	2282	\$0.00	\$0.00	\$13,088.09	\$0.00	\$13,088.09	The Fleming Pension Plan was terminated effective 1/1/2004 and the PBGC was appointed as statutory trustee. The PCT has no liability under the Plan.
<b>Claims To Be Expunged Totals</b>	<b>95</b>	<b>\$6,966.33</b>	<b>\$652,296.56</b>	<b>\$833,033.05</b>	<b>\$2,497,429.23</b>	<b>\$3,989,725.17</b>	

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**AFFIDAVIT OF JASON MUSKOVICH IN SUPPORT OF THE PCT'S  
TWENTY-THIRD OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

JASON MUSKOVICH, being duly sworn, testifies as follows:

1. I am a director in the Case Management Services business unit at AP Services, LLC ("APS"). APS maintains offices at 2000 Town Center, Suite 2400, Southfield, Michigan 48075 and 2100 McKinney Ave., Suite 800, Dallas, Texas 75201. APS specializes in, among other things, assisting financially troubled companies in preparing their Schedules and Statements, reviewing their Proofs of Claim, and assisting in the claims objection and reconciliation process. APS is an affiliate of AlixPartners LLC, a nationally recognized restructuring and turnaround advisory and consulting firm. On June 25, 2003, the Court entered an order authorizing the Debtors to retain APS Services LLC as their crisis managers in these cases [Docket No. 1698]. During its representation of the Debtors, APS professionals became very familiar with the Debtors' business operations, capital structure, financing arrangements and other material obligations. Subsequent to the effective date of the Debtors' confirmed plan

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<sup>1</sup> 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.

of reorganization, the PCT<sup>2</sup> retained APS Services LLC to direct the PCT's claims reconciliation and objection process.

2. I submit this declaration in support of the PCT's Twenty-Third Omnibus Objection to Claims.

3. The information contained in the Twenty-Third Omnibus Objection and this affidavit is true and correct to the best of my knowledge, information and belief. I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

4. I have reviewed each of the claims listed on Exhibit A to the Twenty-Third Omnibus Objection and have determined that each has been asserted by a Fleming Companies, Inc. Pension Plan participant. Specifically, I reviewed the documentation attached to each claim to ensure (i) that the claim was being asserted solely for pension-related liability and (ii) that the alleged liability arose specifically from the Fleming Pension Plan (as opposed to the other pension plans the Debtors sponsored prior to the bankruptcy cases). Because some claimants failed to attach documentation identifying the specific pension plan under which they were claiming, I then cross-referenced the names of all claimants listed on Exhibit A against the list of Fleming Pension Plan participants the Debtors provided to the PBGC when transferring responsibility for the Fleming Pension Plan to the PBGC. I did this regardless of whether claimants attached documentation to their claims.

5. As a result of this review, I have determined that it is appropriate to object to the claims listed on Exhibit A because these claims are among those for which responsibility was transferred to the PBGC.

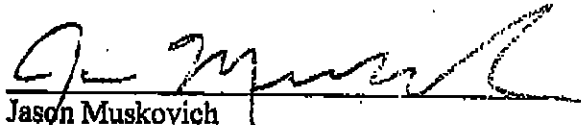
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<sup>2</sup> Unless otherwise defined herein, capitalized terms used herein shall have the meaning given in the PCT's Twenty-Third Omnibus Objection to Claims (Non-Substantive).



6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

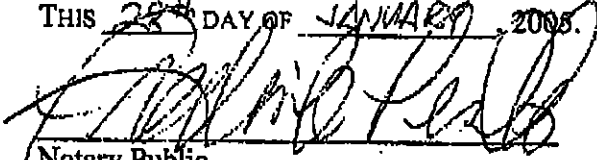
Dated: January 28 2005

  
\_\_\_\_\_  
Jason Muskovich

STATE OF WISCONSIN )  
  )  
COUNTY OF MILWAUKEE )

ss:

SUBSCRIBED AND SWORN TO BEFORE ME  
THIS 28 DAY OF JANUARY, 2005.

  
\_\_\_\_\_  
Notary Public