

**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.	)	
	)	<b>Responses Due: April 14, 2005</b>
	)	<b>Hearing Date: April 21, 2005 at 9:30 a.m.</b>

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

The Post Confirmation Trust ("PCT")<sup>2</sup> now brings its Twenty-Fourth Omnibus Objection to Claims, by which it objects to 85 undocumented claims. Each of the objectionable claims was filed without any documentation, making it difficult, if not impossible, for the PCT to evaluate the merits of the claim or the creditor's entitlement to the priority asserted. In support of its objection, the PCT respectfully states as follows:

**JURISDICTION**

1. This Court has jurisdiction over the Twenty-Fourth 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.

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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.

<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 "Plan"). The PCT is responsible for and has the power to administer certain post-confirmation responsibilities under the Plan.

## **BACKGROUND**

3. On April 1, 2003, the above-captioned Debtors filed their voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code.

4. On July 27, 2004, this court entered an order confirming the Plan, which became effective on August 23, 2004.

5. 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. The PCT has the authority to bring this Twenty-Fourth Omnibus Objection under the Plan.

## **THE OBJECTION AND REQUEST FOR RELIEF**

6. The PCT objects to the 85 undocumented claims listed on Exhibit A. Each of the objectionable claims was filed without any documentation at all, making it difficult, if not impossible, for the PCT to evaluate the merits of the claim or the creditor's entitlement to the priority asserted.<sup>3</sup>

7. The claimants' failure to attach *any* supporting documents to their proofs of claim is objectionable for two reasons.<sup>4</sup> First, a claimant asserting a claim against a debtor's estate must allege sufficient facts to support its claim. In re Int'l Wireless Comm. Holdings, Inc., 257 B.R. 739, 742 (Bankr. D. Del. 2001). If a claimant alleges sufficient facts, its claim is afforded *prima facie* validity, and the debtor must then offer evidence in rebuttal of the claim.

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<sup>3</sup> Claim objections based on a complete lack of supporting documentation are procedural objections pursuant to Del. Bankr. L.R. 3007-1(d)(vi).

<sup>4</sup> The facts in support of this objection are set forth in the Affidavit of Jason Muskovich in Support of the PCT's Twenty-Fourth Omnibus Objection to Claims (Non-Substantive), filed concurrently herewith.

Id. Where a claimant fails to attach sufficient documentation, however, its claim cannot be afforded *prima facie* validity under Bankruptcy Rule 3007(f), making it subject to disallowance upon objection. See In re Henry, 311 B.R. 813, 817 (Bankr. W.D. Wa. 2004) (recognizing that failure to attach documentation “negates the *prima facie* validity of a claim”). Because the claimants subject to this objection filed no documents in support of their respective claims, their claims cannot be afforded *prima facie* validity and should be disallowed.

8. Second, Bankruptcy Rule 3001(c) requires, in pertinent part, that “when a claim, or an interest in property of the Debtor securing the claim, is based on a writing, the original or a duplicate shall be filed with the proof of claim.” Fed. R. Bankr. Proc. 3007(c); see also In re MK Lombard Group I, Ltd., 301 B.R. 812, 815 (Bankr E.D. Pa. 2003) (finding that a one page proof of claim, indicating “Other” as its basis but failing to provide any explanation or attach any documents, was “seriously deficient”). Failure to attach such documentation is grounds for disallowance. See id. at 819. Again, because the claimants subject to this objection did not file any documents in support of their respective claims, their claims should be disallowed.

9. Notwithstanding the lack of supporting documents supporting these claims, the PCT has made a good faith effort to locate evidence of amounts owing to the claimants set forth on Exhibit A. The PCT has been unable to locate any evidence of amounts owing to these claimants. See Affidavit of Jason Muskovich in Support of the PCT’s Twenty-Fourth Omnibus Objection to Claims (Non-Substantive), ¶ 6.

10. Accordingly, the PCT seeks entry of an order disallowing the claims listed on Exhibit A.

## **RESERVATION**

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

12. The PCT further reserves the right, consistent with the local rules of this district, Orders of the Court, and any other applicable law, to bring future objections to the claims subject to this objection on any ground and to amend, modify and/or supplement this objection. Separate notice and hearing will be scheduled for any such objection.

13. 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**

14. The PCT's noticing agent, Bankruptcy Management Corporation ("BMC"), will serve copies of this objection (with all exhibits) on (a) claimants with pending claims subject to the Twenty-Fourth 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].

15. The PCT submits that notice of this Twenty-Fourth 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.

16. This Twenty-Fourth 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.

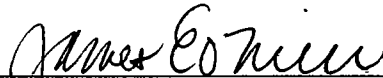
**NO PREVIOUS REQUEST**

17. 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 undocumented claims set forth on the Exhibit A hereto, and grant any further relief deemed just and equitable.

Dated: February 28, 2005

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



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Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
919 North Market Street, 16<sup>th</sup> Floor  
Post Office Box 8705  
Wilmington, Delaware 19899-8705  
(Courier No. 19801)  
Telephone: (302) 652-4100  
Facsimile: (312) 652-4400

and

KIRKLAND & ELLIS LLP  
James H. M. Sprayregen, P.C. (ARDC No.  
6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Shirley S. Cho (CA Bar No. 192616)  
Erin N. Brady (CA Bar No. 215038)  
777 South Figueroa Street  
Los Angeles, CA 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500

Co-Counsel for the Post Confirmation Trust

# **EXHIBIT A**

## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
ABRAMS, RALPH T 26991 MARITIME RD CASHTON, WI 54619	4320	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
ALANIZ, KATHLEEN 573 JOHN ROSS RD WYLIE, TX 75098	8826	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
ALATORRE, YESSICA 6264 S TROTH PL TUCSON, AZ 85746	5077	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
ANDERSON, RHONDA 5217 COLE THE COLONY, TX 75056	3868	\$0.00	\$0.00	\$0.00	\$360.00	\$360.00	No information provided and no record of wages due.
ANGELOW, PATRICIA 19550 IVANHOE CIR FARIBAULT, MN 55021	7370	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
ARCENEUX, ALEX 100 SPANISH PL LAFAYETTE, LA 70507	9293	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
BARNES, DARRELL W 201 CHARLES ST OPP, AL 36467	2674	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
BARRIO, MARIA 1853 SELDON LAS CRUCES, NM 88001	14147	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
BARRON, JANET PO Box 238 ARMONA, CA 93202	1686	\$0.00	\$0.00	\$460.00	\$0.00	\$460.00	No information provided and no record of wages due.
BARTOS, CHARLES E N60 W23705 BUTTERNUT LN SUSSEX, WI 53089	12730	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
BELL, MARIO 800 NEVADA LAS CRUCES, NM 88001	6237	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.



## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*	
		Secured	Administrative	Priority		Total
BIRCHETTE, GERALD CRAIG 2331 BAY LAKES CT ARLINGTON, TX 76016	16687	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
BRESEETTE, JOHN 316 STRATFORD PL OAKLEY, CA 94561	18429	\$0.00	\$0.00	\$4,000.00	\$4,000.00	No information provided and no record of wages due.
BROOKS, MATTHEW 2557 WINDY OAKS DR GERMANTOWN, TN 38139	15713	\$0.00	\$8,200.00	\$0.00	\$8,200.00	No information provided and no record of wages due.
CHAVEZ, JUAN 862 MONACO DR LEMOOR, CA 95245	8806	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
CHERRY, DIANE J PO Box 1340 275 N HANOVER ST POTTSTOWN, PA 19464	15718	\$0.00	\$130,000.00	\$0.00	\$130,000.00	No information provided and no record of wages due.
CLAFLIN, JOSEPH 6220 E SUPERIOR ST DULUTH, MN 55804	14112	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
CLAFLIN, JOSEPH 6220 N SUPERIOR ST DULUTH, MN 55804	14113	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
CLAFLIN, JOSEPH 6220 N SUPERIOR ST DULUTH, MN 55804	14114	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
CLAFLIN, JOSEPH 6220 N SUPERIOR ST DULUTH, MN 55804	14115	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
COOK, RUBY M 115 OAK DR DOWELLTOWN, TN 37059	14212	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.

## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*	
		Secured	Administrative	Priority		Total
CRISS, WILLIE 1000 E LA WN DR GREENWOOD, MS 38930	7617	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
EVANS, RICHARD 1406 RIO GRANDE DR ALLEN, TX 75013	14739	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
FLEMING, ROBERT J W316 N8244 HWY 83 HARTLAND, WI 53029	10673	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
GUERRERO, DIANA 1425 WADE ST LAS CRUCES, NM 88001	4472	\$0.00	\$0.00	\$0.00	\$3,360.00	No information provided and no record of wages due.
GUERRERO, DIANA 1425 WADE ST LAS CRUCES, NM 88001	16760	\$0.00	\$3,360.00	\$0.00	\$3,360.00	No information provided and no record of wages due.
HALMILTON, PAUL PO Box 134 PELAHATCHIE, MS 39145	4772	\$0.00	\$0.00	\$456.25	\$456.25	No information provided and no record of wages due.
HARDY, CAROLYN 3506 LARKIN LN ROWLETT, TX 75089	6315	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
HICKS, ANGEL PO Box 42373 BAKERSFIELD, CA 93384	5357	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
HOWE, JESSICA MARIE 725 AGNEW PL SANTA ROSA, CA 95401	4417	\$0.00	\$0.00	\$0.00	\$1,000.00	No information provided and no record of wages due.
JACOBSON, SEAN 2120 24TH ST NW ROCHESTER, MN 55901	6589	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
JAMES, DIANNA 9695 IRWIN TRAIL MONTGOMERY, MN 56069	8590	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.

## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*	
		Secured	Administrative	Priority		Total
JENSEN, MARY 5401 RICE DR THE COLONY, TX 75056	16733	\$0.00	\$1,248.00	\$0.00	\$1,248.00	No information provided and no record of wages due.
JIMENEZ, ESPERANZA PO Box 144 LA MESA, NM 88044	7501	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
JIMENEZ, ESPERANZA PO Box 144 LA MESA, NM 88044	17364	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
JOHNSON, JOHN M 9667 72ND ST SOUTH COTTAGE GROVE, MN 55016	17191	\$0.00	\$24,615.36	\$0.00	\$24,615.36	No information provided and no record of wages due.
KADKHODAIAN, SUSAN 222 N CRENSHAW VISALIA, CA 93291	8736	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
KNUDTSON, MICHAEL K N9686 STATE RD 108 MELROSE, WI 54642	7087	\$0.00	\$0.00	\$0.00	\$1,000.00	No information provided and no record of wages due.
LEGGET, JACK 8095 AVON LAKE RD LODI, OH 44254	5788	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
LOPEZ, DANIEL 505 AVE F ABERNATHY, TX 79311	3897	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
LOPEZ, DANIEL M 505 AVE F ABERNATHY, TX 79311	17066	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
LOUNSBERY, TERESA 1220 NW 4TH ST FARIBAULT, MN 55021	8243	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
LOWE, DAVID 332 BOGEY DR ABINGDON, VA 24210	13972	\$0.00	\$0.00	\$0.00	\$837.86	No information provided and no record of wages due.

## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
MATTESON, CATHY 4130 E SELLS PHOENIX, AZ 85018	16524	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
MATTESON, R CATHERINE 4130 E SELLS PHOENIX, AZ 85018	16525	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
MILLER, DONALD J W7716 MEADOW WAY HOLMEN, WI 54636	12745	\$0.00	\$0.00	\$0.00	\$600.00	\$600.00	No information provided and no record of wages due.
MILLER, SANDRA B 113 BOYER DR CARENCRO, LA 70520	3862	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
MOLDENHAUER, ARDIS 2319 CORNELL DR FARIBAULT, MN 55021	12766	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
MOORE, FRED 1321 N 19TH ST MILWAUKEE, WI 53205	3900	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
MORLEY, LESLIE 2624 WOODCREEK MESQUITE, TX 75181	4970	\$0.00	\$0.00	\$0.00	\$572.00	\$572.00	No information provided and no record of wages due.
ORMSBY, JOSEPH P PO Box 76 RTE 3 LA CRESENT, MN 55947	5890	\$0.00	\$0.00	\$0.00	\$1,000.00	\$1,000.00	No information provided and no record of wages due.
ORTEGA, FELAUDICE PAOLA 4000 S REDWOOD RD #2106L WEST VALLEY CITY, UT 84123	8442	\$0.00	\$0.00	\$0.00	\$400.00	\$400.00	No information provided and no record of wages due.
OSTROM, SCOTT K 37301 EAGLE LN NORTH BRANCH, MN 55056	17535	\$0.00	\$12,307.68	\$0.00	\$0.00	\$12,307.68	No information provided and no record of wages due.

## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
PADILLA, SYLVIA PO Box 2123 LAS CRUCES, NM 88004	13225	\$0.00	\$0.00	\$0.00	\$2,000.00	\$2,000.00	No information provided and no record of wages due.
PARKER, JIMMY DEAN 3051 VIA DEL CORSO C HENDERSON, NV 89052	3023	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
PATZMAN, THOMAS J S54 W25825 HAZELHURST LN WAUKESHA, WI 53189	10674	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
PEREZ, RIGOBERTO 12822 S W 20 ST MIAMI, FL 33175	2806	\$0.00	\$0.00	\$0.00	\$800.00	\$800.00	No information provided and no record of wages due.
Popp, Kim M 1602a Washington St Manitowoc, WI 54220-5048	6037	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
PYEATT, DAVID 1011 BARK RIDGE MCKINNEY, TX 75069	3481	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
RAUTENBERG, KURT M 176 H WESTFIELD WAY PEWAUKEE, WI 53072	10671	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
RICKARDS, RICKEY PO Box 136 VANCEBURG, KY 41179	8233	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
ROCHE CRUZ, JULIO E 118 OAKWOOD LN GOODLETTSVILLE, TN 37072	6332	\$0.00	\$0.00	\$0.00	\$5,200.00	\$5,200.00	No information provided and no record of wages due.
SANDWICK, JAMES L N1700 HAGEN RD LACROSEE, WI 54601	2518	\$0.00	\$0.00	\$0.00	\$1,000.00	\$1,000.00	No information provided and no record of wages due.

## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
SCHWARZ, GARY ALAN 1114 SOUTH 48TH ST MILWAUKEE, WI 53214	3985	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
SEIDENS, RORY S 210 KENNEDA ST HOLMEN, WI 54636	3881	\$0.00	\$0.00	\$0.00	\$509.14	\$509.14	No information provided and no record of wages due.
SEUBERT, JEAN D1891 HWY C STRAITFORD, WI 54484	5548	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
SIBLEY, STEVEN 3595 WILLOW WAY SHEPHERDSVILLE, KY 40165	2704	\$0.00	\$0.00	\$0.00	\$73.98	\$73.98	No information provided and no record of wages due.
SMITH, DONALD N 1400 BENJAMINE COLUMBIA, MS 39429	2859	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
SPECKMAN, STEVE S 201 SENECA AVE HAVRE DE GRACE, MD 21078	6502	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
STARK, KEVIN G PO Box 1556 WEST JORDAN, UT 84084	16170	\$0.00	\$2,640.00	\$0.00	\$0.00	\$2,640.00	No information provided and no record of wages due.
SWEAT, RONALD E 3188 GRAND POINT HWY BREAUX BRIDGE, LA 70517	15745	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
TEETER, RYAN P 5945 AUTUMN HARVEST LAS VEGAS, NV 89142	4839	\$0.00	\$0.00	\$0.00	\$1,000.00	\$1,000.00	No information provided and no record of wages due.
THOMPSON, DAVID 480 REVELLE RD WARSAW, NC 28398	2326	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
THOMPSON, DAVID	15318	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.

## Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*		
		Secured	Administrative	Priority		Unsecured	Total
THOMPSON, DAVID LEE 480 REVELLE RD WARSAW, NC 28398	15284	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
THOMPSON, LYNNETTE 463 EAST 8260 SOUTH SALT LAKE CITY, UT 84070	3790	\$0.00	\$0.00	\$0.00	\$2,378.88	\$2,378.88	No information provided and no record of wages due.
TOTTEN, CYNTHIA DENISE 1954 VINE DR FAIRFIELD, CA 94533	8240	\$0.00	\$0.00	\$0.00	\$944.00	\$944.00	No information provided and no record of wages due.
VALLE, JOHN 342 N PALM AVE FRESNO, CA 93701	16325	\$0.00	\$4,500,000.00	\$0.00	\$0.00	\$4,500,000.00	No information provided and no record of wages due.
VALLEJO, ALMA 891 MARCONI DR HANFORD, CA 93230	9750	\$0.00	\$0.00	\$0.00	\$367.50	\$367.50	No information provided and no record of wages due.
VICKERY, JAMES 122 CHOCTAW DR WEST MONROE, LA 71291	12735	\$0.00	\$0.00	\$0.00	\$742.99	\$742.99	No information provided and no record of wages due.
WALTERS, KANDICE 1613 NUECES DR GARLAND, TX 75040	4720	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
WHITE, LARRY DALE 308 SW VICTOR DR BLUE SPRINGS, MD 64014	18261	\$0.00	\$2,864.00	\$0.00	\$0.00	\$2,864.00	No information provided and no record of wages due.
WILLIAMS, MICHAEL 1001 N INDIANA #3904 LUBBOCK, TX 79415	14705	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
WILLIAMS, SARA S 1410 WOODCREEK DR RICHARDSON, TX 75082	17716	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.

### Insufficient Documentation

Name and Address of Claimant	Claim Number	Claim Amount			Reason For Disallowance*	
		Secured	Administrative	Priority		Total
WOLLER, DAWN 15312 ADAMS LN MERRILL, WI 54452	4622	\$0.00	\$0.00	\$0.00	\$0.00	No information provided and no record of wages due.
<b>Claims To Be Expunged Totals</b>	85	\$0.00	\$4,685,235.04	\$4,916.25	\$4,714,297.64	

\* Insufficient Documentation Claims are as defined in the Debtors' Twenty-Fourth Omnibus Objection to Claims (Non-Substantive).



**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.	)	
	)	<b>Responses Due: April 14, 2005</b>
	)	<b>Hearing Date: April 21, 2005 at 9:30 a.m.</b>

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

PLEASE TAKE NOTICE that on February 28, 2005, the PCT<sup>2</sup> filed its Twenty-Fourth Omnibus Objection to Claims with the United States Bankruptcy Court for the District of Delaware.

The PCT now serves a copy of the Twenty-Fourth Omnibus Objection, together with this Notice, on (a) claimants with pending claims subject to the Twenty-Fourth 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-Fourth Omnibus Objection. If the objection is granted, your rights may be altered.

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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.

<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.

IF YOU CONTEST THE RELIEF SOUGHT IN THE TWENTY-FOURTH 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 April 14, 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 April 14, 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-FOURTH OMNIBUS OBJECTION WILL BE HELD ON **April 21, 2005 at 9:30 a.m. Eastern Daylight Time** before The Honorable Mary F. Walrath, Chief United States Bankruptcy Judge, 824 N. Market Street, 5th 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-Fourth Omnibus Objection.

If you choose to file a response to the Twenty-Fourth 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-Fourth 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

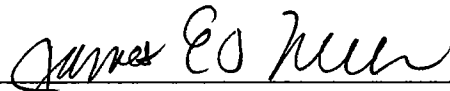
(f) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the response on your behalf.

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-FOURTH OMNIBUS OBJECTION TO CLAIMS IF YOU DO NOT OBJECT TO THE RELIEF REQUESTED THEREIN.

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

Dated: February 28, 2005

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



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Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
919 North Market Street, 16<sup>th</sup> Floor  
Post Office Box 8705  
Wilmington, Delaware 19899-8705  
(Courier No. 19801)  
Telephone: (302) 652-4100  
Facsimile: (312) 652-4400

and

KIRKLAND & ELLIS LLP  
James H. M. Sprayregen, P.C. (ARDC No.  
6190206)  
Richard L. Wynne (CA Bar No. 120349)  
Shirley S. Cho (CA Bar No. 192616)  
Erin N. Brady (CA Bar No. 215038)  
777 South Figueroa Street  
Los Angeles, CA 90017  
Telephone: (213) 680-8400  
Facsimile: (213) 680-8500

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. )

**AFFIDAVIT OF JASON MUSKOVICH IN SUPPORT OF THE PCT'S  
TWENTY-FOURTH OMNIBUS OBJECTION TO CLAIMS (NON-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. During its representation of the Debtors, APS professionals have become very familiar with the Debtors' business operations, capital structure, financing arrangements and other material obligations. 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]. Subsequent to the August 23, 2004 Effective Date of the Debtors'

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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.

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

2. I submit this declaration in support of the Twenty-Fourth Omnibus Objection.

3. I submit that the information contained in the Twenty-Fourth Omnibus Objection and this declaration 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.<sup>3</sup>

4. Under my supervision, considerable resources and time have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim filed in these cases. These claims were carefully reviewed and analyzed by appropriate personnel and, in some cases, the PCT's professional advisors, resulting in the identification of the objectionable claims that are the subject of the Twenty-Fourth Omnibus Objection.

#### **THE NO SUPPORTING DOCUMENTATION CLAIMS**

5. I have reviewed each of the claims listed on Exhibit A to the Twenty-Fourth Omnibus Objection. As a result of this review, I have found that each claim listed on Exhibit A was filed without any supporting documents attached thereto. Because these claims were filed without supporting documentation, the PCT is unable to evaluate the merits of the claims or priority asserted therein.

6. I am informed that, notwithstanding the lack of supporting documents supporting these claims, other professionals at APS and PCT employees have made a good faith

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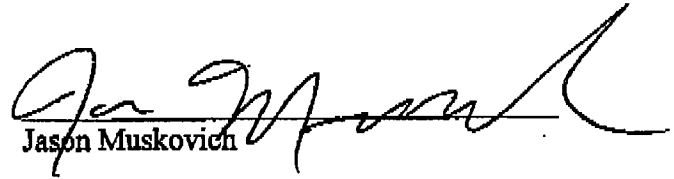
<sup>2</sup> Unless otherwise defined herein, capitalized terms used herein shall have the meaning given in the PCT's Twenty-Fourth Omnibus Objection to Claims (Non-Substantive).

<sup>3</sup> Certain of the disclosures herein relate to matters within the knowledge of other professionals at APS and are based on information provided by them.

effort to locate evidence of amounts owing to the claimants set forth on Exhibit A. I am informed that these professionals were unable to locate any evidence of amounts owing to these claimants.

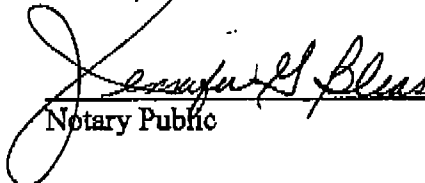
8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.


Dated: February 25, 2005

  
Jason Muskovich

STATE OF Oklahoma)  
COUNTY OF Oklahoma)      SS:

SUBSCRIBED AND SWORN TO BEFORE ME  
THIS 25 DAY OF February, 2005.

  
Notary Public





**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.	)	
	)	Relates to Docket No. ____

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

Upon consideration of the PCT's<sup>2</sup> Twenty-Fourth Omnibus Objection To Claims seeking entry of an order disallowing certain undocumented 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-Fourth 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-Fourth Omnibus Objection is granted; and it is further

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

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<sup>1</sup> The Debtors were: 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.

<sup>2</sup> Capitalized terms not defined herein are as defined in the PCT's Twenty-Fourth Omnibus Objection to Claims.

ORDERED that, consistent with applicable local rules and Bankruptcy Rules, the PCT retains the right to object to any claims listed on the exhibits to this order on any grounds; 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