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CLERK OF COURT
DISTRICT OF DELAWARE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**OBJECTION TO ORDER REGARDING RECLAMATION CLAIM
OF CUMBERLAND SWAN HOLDINGS, INC.**

Cumberland Swan Holdings, Inc. ("Cumberland Swan"), by and through its Executive Vice President and General Counsel Objects to the Proposed Order with Respect to the Reclamation Claims Filed in the Debtors' Cases insofar as the Proposed Order relates to the Reclamation Claim of Cumberland Swan and in support of this Objection states:

1. Cumberland Swan is the holder of a Reclamation Claim in these proceedings in the amount of \$31,275.47 (herein referred to as the "Reclamation Claim"). The Reclamation Claim is itemized in the Demand for Reclamation of Goods Sold and Delivered dated April 8, 2003 and submitted to the Debtor by Cumberland Swan.
2. The Motion of the Debtor filed in these proceedings would disallow \$3,413 of the Reclamation Claim for the reason that "Purchase Order Not Identified". The three additional Purchase Orders of Cumberland Swan supporting the Reclamation Claim in the amount of \$3,413 are attached hereto as Collective Exhibit A.
3. The Motion of the Debtor filed in these proceedings would disallow \$4,488 of the Reclamation Claim for the reason that "Receipts Consumed by Letter Date". The basis for this Disallowance is not shown by the Motion.

WHEREFORE, Cumberland Swan files this Objection to Order Regarding Reclamation Claim of Cumberland Swan and asks that its Reclamation Claim in the amount of \$31,275.47 be allowed in these proceedings and be accorded full administrative expense status in these proceedings and for such other relief as the Court deems appropriate in its discretion.

CUMBERLAND SWAN HOLDINGS, INC.

By: *John H. Bailey, III*
John H. Bailey, III, Executive Vice President and
General Counsel (TN BPR #3155)
One Swan Drive
Smyrna, TN. 37167

I, John H. Bailey, III, do hereby certify that I have served a copy of the above Objection upon counsel for the Debtor as follows:

KIRKLAND & ELLIS LLP
James H. M. Sprayregen, Esq.
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And
PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.
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This 6th day of August, 2003.

John H. Bailey, III
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