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.	§	· ·

RESPONSE OF HEALDS VALLEY FARMS, LTD TO CLAIM STATUS DETAIL REPORT FOR SECOND SUPPLEMENTAL PACA STATUS REPORT

Healds Valley Farms, Ltd. ("Healds Valley") files its Response to Claim Status Detail Report for Second Supplemental PACA Status Report of the Debtors. The Claim Status Detail Report was received by email on August 22, 2003, therefore the response is due September 2, 2003.

I. THE CLAIM STATUS DETAIL REPORT IS SO VAGUE THAT IT PREVENTS A PROPER RESPONSE FROM HEALDS VALLEY

Debtor's sole objection to Healds Valley's claim was "Claimants have not provided adequate supporting material to allow for evaluation of claimed amounts in light of the Debtors' financial records or for determination of eligibility of products included therein with respect to PACA Trust coverage. Consequently, the Debtors have deemed these claims as Ineligible for PACA Trust coverage." Nowhere do the Debtors specifically state the documents that they require to make such a determination of PACA Trust Coverage. The objection is so vague as to make it nearly difficult to determine exactly what documents would satisfy the Debtors.

II. THE DEBTORS HAVE BEEN SUPPLIED INVOICES BY EMAIL FOR THE TRANSACTIONS LISTED IN THE CLAIMS STATUS REPORT

On August 29, 2003 the Debtors' representatives were supplied Adobe files of all of the invoices listed in the Claim Status Report for Healds Valley. A copy of the

email correspondence and the invoices are attached to this Response. The invoices contain the legend required by PACA regulation 7 C.F.R 46.46 for preservation of rights under the PACA statutory trust. Healds Valley does not know what further documentation would be required to satisfy the vague objection asserted by the Debtors to its claim.

Wherefore Healds Valley requests that the Objections to its Claims by Debtors be overruled.

September 2, 2003

Respectfully submitted

WERB & SULLIVAN

Duane D. Werb, Esquire

300 Delaware Avenue, 10th Floor

P.O. Box 25046

Wilmington, Delaware 19899

(For courier: 19801)

Telephone: (302) 652-1100 Facsimile: (302) 652-1111

e-mail: dwerb@werbsullivan.com

CONCEPCION, ROJAS & SANTOS LLP

Craig A. Stokes 3 Bowood Ct. San Antonio, Texas 78218

Telephone: (210) 804-0011 Facsimile: (210) 822-2595

Audrey Atilano

From: Craig Stokes To: Audrey Atilano Sent:Tue 9/2/2003 8:34 AM

Cc:

Subject: FW: Healds Valley Farms PACA Claim

Attachments: Heald 04933 pdf(175KB) Healds 03671 pdf(159KB) Healds 04255 pdf(167KB) Healds 04360.pdf(156KB) Healds 04412.pdf(158KB) Healds 04558.pdf(157KB) Healds 04637.pdf (157KB) Healds 04672.pdf(161KB) Healds 04721.pdf(159KB) Healds 04947.pdf(156KB)

----Original Message-----From: Craig Stokes

Sent: Friday, August 29, 2003 12:30 PM

To: 'Case Management Support'; 'ccipione@alixpartners.com'; 'pmyers@kirkland.com'

Subject: RE: Healds Valley Farms PACA Claim

Dear Ms. Myers, Ms. Albus and Mr. Cipione:

I attach PDF files for the invoices listed in your ineligible claims list for Healds Valley Farms. Each of the invoices were raised in the email which we received on the 22nd of August. I am unable to determine whether you have any further objections on behalf of Fleming. Please advise if you have amy further objections that remain after receipt of these documents. We are also filing objections to the Second Report, but we believe that these invoices should most the problems which you have raised in the Second Report.

Craig Stokes

Counsel for Healds Valley Farms cstokes@concepciomojas.com Concepcion, Rojas & Santos, LLP

----Original Message-

From: Case Management Support [mailto:cms@email.fleming.com]

Sent: Thursday, August 07, 2003 1:22 PM

To: Craig Stokes

Subject: Healds Valley Farms PACA Claim

Mr. Stokes-

We are attempting to have all Fleming PACA claims reconciled for the August 16 PACA Report. In order to fully reconcile the claim for Healds Valley Farms, I am needing copies of invoices and proofs of delivery. I am attaching a list of those that we still need.

Regards,

Sarah Albus

AlixPartners, LLC

P:10/22 Involce No. 04255-A-E

3/07/03

INVOICE

** HEALDS

HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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O FLEMING COMPANIES, INC.
L TULSA DIVISION D P.O. BOX 268959
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HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

S FLEMING COMPANIES. INC H I GATEWAY COURT P SUPERIOR, WI 54880

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HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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H FLEHING COMPANIES, INC. 5824 ELM AVENUE

P LUBBOCK, TX

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FLEMING COMPANIES, INC
L LUBBOCK DIVISION .
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HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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H. FLEMING COMPANIES, INC. 1 1637 ST. JAMES ST.

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O FLEMING COMPANTES, INC.
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HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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O FLEHING COMPANIES, INC
L HILWAUKEE DIVISION
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S 1542 H FLEHING COMPANIES, INC 1200 WEST SUNSET DRIVE WAUKESHA, WI 53186

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HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. **EDINBURG, TEXAS 78539** (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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FLERING COMPANIES, INC.

TULSA DIVISION

P.U. BOX 268959

OKALHOMA CITY, OK

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6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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P.O. BOX 26680

OKLAHOMA CITY, OK

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6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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GARLAND DIVISION ...

P.U. BOX 24750

OKLAHOMA CITY, OK 73124

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HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063

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HEALDS VALLEY FARMS, LTD.

6715 W. MONTE CRISTO RD. EDINBURG, TEXAS 78539 (956) 380-6211 • 380-0102 FAX: (956) 380-1063 INVOICE NO. 03671-A-L DATE 4/07/03

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O FLEMING COMPANIES. INC L HILWAUKEE DIVISION. D 1200 WEST SUNSET DRIVE

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CERTIFICATE OF SERVICE

I, Duane D. Werb, hereby certify that on this 2nd day of September, 2003, a copy of the

foregoing Response of Healds Valley Farms, Ltd to Claim Status Detail Report for Second

Supplemental Paca Status Report was sent to the following individuals in the manner indicated:

VIA HAND DELIVERY

Laura Davis Jones, Esq. Christopher J. Lhulier, Esq. Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. 919 North Market Street, 16th Floor P.O. Box 8705 Wilmington, DE 19899

VIA FIRST CLASS MAIL

James H. M. Sprayregen, P.C. Richard L. Wynne, Esq. Shirley Cho, Esq. Kirkland & Ellis 777 South Figueroa Street Los Angeles, CA

VIA FIRST CLASS MAIL

Charles A. Cipione Alix Partners, LLC 2100 McKinney Ave., Suite 800 Dallas, TX 75201

VIA FIRST CLASS MAIL

Paul S. Aronzon, Esq. Milbank, Tweed, Hadley & McCloy LLP 601 South Figueroa Street Los Angeles, CA 90017

VIA FIRST CLASS MAIL

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VIA FIRST CLASS MAIL

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VIA HAND DELIVERY

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VIA HAND DELIVERY

William W. Erhart, Esq. William W. Erhart, P.A. 800 King Street, Suite 302 Wilmington, DE 19899

VIA HAND DELIVERY

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VIA FIRST CLASS MAIL

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VIA FIRST CLASS MAIL

Hartley B. Martyn, Esq. Mark A. Amendola, Esq. Martyn and Associates 820 Superior Avenue NW, 10th Floor Cleveland, OH 44113

VIA FIRST CLASS MAIL

Jeffrey M. Chebot, Esq. Whiteman, Bankes & Chebot, LLC Suite 1300, Constitution Place 325 Chestnut Street Philadelphia, PA 19106

VIA FIRST CLASS MAIL

Daniel A. McDaniel, Esq. Nomellini, Grili & McDaniel Professional Law Corporations 235 East Weber Avenue Stockton, CA 95201

VIA HAND DELIVERY

John C. Phillips, Jr., Esq. Phillips, Goldman & Spence, P.A. 1200 North Broom Street Wilmington, DE 19806

VIA FIRST CLASS MAIL

Patricia J. Rynn, Esq. Rynn & Janowsky, LLP 4100 Newport Place Drive, Suite 700 Newport Beach, CA 92600

VIA FIRST CLASS MAIL

Craig A. Stokes, Esq. Concepion, Rojas & Santos, LLP 3 Bowood Ct. San Antonio, TX 78218

VIA FIRST CLASS MAIL

Gretchen McCord, Esq.
Nathan Sommers Jacobs and Gorman, PC
2800 Post Oak Boulevard, 61st
Houston, TX 70056

VIA FIRST CLASS MAIL

Bruce W. Akerly, Esq. Bell Nunnally & Martin, LLP 1400 One McKinney Plaza 3232 McKinney Avenue

VIA FIRST CLASS MAIL

Grant E. Courtney, Esq. Lane Powell Spears Lubersky, LLP 1420 Fifth Avenue, Suite 4100 Seattle, WA 98101-2338

VIA FIRST CLASS MAIL

Terry Hall, Esq. Baker & Daniels 300 North Meridian St., Suite 2700 Indianapolis, IN 46204

VIA FIRST CLASS MAIL

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