

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Case Numbers: 03-10945 (MFW) <i>et al.</i>
FLEMING COMPANIES, INC., <i>et al.</i>	Chapter 11 (Jointly Administered)
Debtors.	Objection Deadline: December 29, 2003 Hearing Date: January 5, 2004 at 2:00 p.m. (Eastern)

**RESPONSE OF SARA LEE COFFEE & TEA CANADA TO
DEBTORS' FIRST OMNIBUS OBJECTION TO CLAIMS**

Sara Lee Coffee & Tea Canada ("Sara Lee"), a creditor and party in interest herein, hereby responds to the First Omnibus Objection to Claims (the "Objection") filed by Fleming Companies, Inc. and its related debtors (collectively, the "Debtors"), and in support respectfully states as follows:

1. On or about August 26, 2003, Sara Lee filed a proof of claim against Core-Mark International, Inc. in the amount of \$32,235.75 (Claim No. 6675), and on or about September 11, 2003, Sara Lee filed a proof of claim against Core-Mark International, Inc. in the amount of \$32,235.75 (Claim No. 10343) (collectively, the "Claims").

2. On or about December 5, 2003, the Debtors filed the Objection which seeks to disallow Claim No. 10343 in its entirety because the Claims are allegedly duplicative.

3. The Claims arose from the sale of goods from Sara Lee to the Debtors on open accounts prior to the bankruptcy filing. Sara Lee disputes that the Claims are duplicative.

4. Sara Lee's proofs of claim constitute *prima facie* evidence of the validity and amount of the Claims. Fed. R. Bankr. P. 3001(f). The Debtors now bear the burden of putting forth evidence sufficient to negate the *prima facie* validity of the Claims. *St. Johnsbury Trucking*

Co., Inc. v. Adams (In re St. Johnsbury Trucking Co., Inc.), 206 B.R. 318, 323 (Bankr. S.D.N.Y. 1997), *aff'd*, 221 B.R. 692 (S.D.N.Y. 1998), *aff'd*, 173 F.3d 846 (2d Cir. 1999); *In re Waterman Steamship Corp.*, 200 B.R. 770, 774-75 (Bankr. S.D.N.Y. 1996). The Debtors have failed to offer any such evidence.

5. The parties have not exchanged discovery requests, and the Debtors have not requested any additional information or documentation from Sara Lee in connection with the Claims. The Debtors have offered no evidence to dispute the Claims. Sara Lee's Claims should be allowed and the Objection to the Claims should be overruled.

WHEREFORE, Sara Lee respectfully requests entry of an Order:

- A. Overruling the Objection;
- B. Allowing Sara Lee's Claims in their entirety; and
- C. Granting such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: December 29, 2003

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Chapter 11
(Jointly Administered)

Debtors.

CERTIFICATE OF SERVICE

I, David L. Finger, hereby certify that on this 29th day of December, 2003, a copy of the Response of Sara Lee Coffee & Tea Canada to Debtors' First Omnibus Objection to Claims was served on each of the following by electronic mail and overnight mail:

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Dated: December 29, 2003

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