

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

In re:

FLEMING COMPANIES, INC., et al.,

Debtors.

Chapter 11
Case No. 03-10945 (MFW)
(Jointly Administered)

REQUEST FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM

Manugistics, Inc. (“Manugistics”), by counsel, files this request for allowance of administrative expense claim (the “Request”), and in support thereof, states as follows:

BACKGROUND

1. On or about April 1, 2003 (the “Petition Date”), Fleming Companies, Inc., *et al.*, (“Fleming” or the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Debtors continue to operate their businesses as Debtors-in-Possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. On or about July 7, 1999, Fleming and Manugistics entered into that certain Software License Agreement (the “SLA”) together with Addenda thereto dated July 7, 1999, October 18, 1999, and July 21, 2000, and that certain Professional Services Agreement dated April 17, 2002 (the “PSA” and the SLA are hereinafter collectively referred to as the “Agreements”). Copies of the Agreements and any Addenda thereto, are attached hereto as Exhibit A.

3. Pursuant to the Agreements, Manugistics granted Fleming a nonexclusive, perpetual, nontransferable domestic license to use proprietary software and agreed to provide certain professional services to Fleming which included, but were not limited to, providing maintenance and support services.

4. After the Petition Date, Manugistics continued to provide professional services to the Debtors pursuant to the Agreements as requested by the Debtors. These services benefited the Debtors' estates.

5. The Debtors failed to pay Manugistics for the services provided under the Agreements post-petition. Accordingly, Manugistics claims an administrative expense claim pursuant to Section 503(a) of the Bankruptcy Code in the amount of \$1,710.00. A copy of the unpaid invoice listing the services provided to the Debtors post-petition is attached hereto as Exhibit B.

WHEREFORE, Manugistics respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit C, allowing Manugistics an administrative expense claim in the amount of \$1,710.00 and granting such further relief as is appropriate.

Dated: January 15, 2004

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