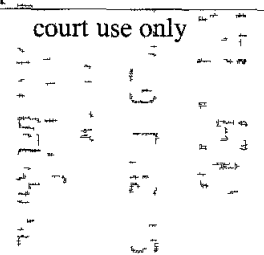



<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>		<b>1st Amended PROOF OF CLAIM (Secured)</b>		<b>FILED</b> <b>MAY 22 2003</b> <b>BMC</b> <b>ORIGINAL</b>  court use only
In Re <b>FLEMING COMPANIES, INC</b>		Case Number <b>03-10945</b> Chapter <b>11</b>		
Name of Creditor <b>DALLAS COUNTY</b>		<input type="checkbox"/> Check if you are aware that anyone else has filed a proof of claim relating to your claim  <input type="checkbox"/> Check if you have never received any notices from the bankruptcy court in this case  <input type="checkbox"/> Check if the address differs from the address on the envelope sent to you by the court		
Name/Address Where Notices Should Be Sent  Elizabeth Weller LINEBARGER GOGGAN BLAIR & SAMPSON, LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201  Telephone No (214)880-0089 Facsimile (214)253-2558 Email dallas bankruptcy@publicans.com				
Number by which creditor identifies debtor  See Attached Exhibits		<input type="checkbox"/> replaces <input checked="" type="checkbox"/> amends a previously filed claim, dated <b>4-10-03</b> <input type="checkbox"/> supplements		
<b>1 BASIS FOR CLAIM</b>		<b>AD VALOREM TAXES</b>		
<b>2 DATE DEBT WAS INCURRED</b>		January 1 of each tax year, pursuant to Sections 32 01 and 32 07 of the Texas Property Tax Code		
<b>3 CLASSIFICATION OF CLAIM</b>		Secured claim to extent of collateral value Unsecured Priority claim [11 U S C 507 (a)(8)] to extent of any shortfall in collateral value and for personal liability Secured by Tax Lien §§ 32 01 and 32 05 of the Texas Property Tax Code		
<b>4 TOTAL AMOUNTS OF CLAIM</b>		$  \begin{array}{r}  \$ \underline{\quad 000} \quad + \quad \text{**** ** ** *} \quad + \quad \$ \underline{\quad 000} \quad = \quad \underline{\$1,212,741.38} \\  \text{(Unsecured)} \quad \quad \quad \text{(Secured)} \quad \quad \quad \text{(Priority)} \quad \quad \quad \text{(Total)}  \end{array}  $		
Plus interest accruing at 12% per annum pursuant to Texas Property Tax Code §33 01 as allowed under 11 U S C §506(b)				
Make checks payable to Mail payments to		<b>DALLAS COUNTY</b> 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201		
<b>5 CREDITS AND SETOFFS</b>		The amount of the payments on this claim has been credited and deducted for the purpose of making this proof of claim In filing this claim, claimant has deducted all amounts that claimant owes to debtor		
<b>6 SUPPORTING DOCUMENTS</b>		Attached		
DATE MAY 09, 2003		court use only 		
 Elizabeth Weller TX Bar I D 00785514				
Penalty for presenting fraudulent claim Fine up to \$500,000 or imprisonment up to 5 years, or both 18 U S C §§ 152, 3571				





**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 26587590010020000

RICHMAR FOODS INC  
 1945 LAKEPOINTE DR  
 LEWISVILLE, TX 75057-6424

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 2140 JUPITER RD CG

SUPER 1 FOODS  
 BLK A LT 2 ACS 6.6102  
 VOL2002091/2373 0005022002 CD-DC  
 001 58759002

Property class: Other

MARKET VALUE: \$1,166,160

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20 03 are \$ 6,011.56.  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE**  
**DAVID CHILDS, TAX ASSESSOR/COLLECTOR**  
**RECORDS BUILDING PHONE: 214-653-7811**  
**DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 00000785243000100

FLEMING COMPANIES INC  
 ATTN MEL WILLMING  
 5701 N SHARTEL AVE  
 OKLAHOMA CITY, OK 73119-5924

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 5400 KIEST DA

BLK 8024  
 & BLK 8027 SPLIT 1 ACS 12.332  
 VOL95197/1878 DD100695 CO-DALLAS  
 8024 000 00001 2008024 000

Property class: Other

MARKET VALUE: \$537,180

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEEs	TOTAL DUE
=====	=====	=====	=====	=====	=====

*Estimated taxes for year 20 03 are \$ 15,056.24  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.*



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 00000785243300000

FLEMING COMPANIES INC  
 % P T S  
 PO BOX 814730  
 DALLAS, TX 75381-4730

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 5500 Kiest

DA

RED BIRD IND PK WEST  
 LOT 2 Kiest BLVD & DAN MORTON DR

CO-DALLAS  
 2008024 001

Property class: Other

8024 001 002

MARKET VALUE: \$1,752,880

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20 03 are \$ 51,978.15.  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE**  
**DAVID CHILDS, TAX ASSESSOR/COLLECTOR**  
**RECORDS BUILDING PHONE: 214-653-7811**  
**DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 99000000216711600

FLEMING COMPANIES INC  
 %STEVE OLIVER  
 PO BOX 26647  
 OKLAHOMA CITY, OK 73126-0647

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

PERSONAL PROPERTY  
 FLEMING G M D DALLAS #034

Property Location:  
 3400 DAN MORTON

DA

Property class: Personal

MARKET VALUE: \$7,787,330

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEEs	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20<sup>03</sup> are \$ 204,148.84.  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 99200101700120800

FLEMING COMPANIES INC  
 PO BOX 26647  
 OKLAHOMA CITY, OK 73126-0647

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 318 CADIZ

DA

PERSONAL PROPERTY  
 FLEMING COMPANIES INC

Property class: Personal

MARKET VALUE: \$30,000

----- For Years: 2003 Thru: 2003 -----

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEE'S	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20<sup>03</sup> are \$ 840.85  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 99932280000150800

FLEMING COMPANIES INC  
 XTAX DEPT JEFF LITTLEFIELD  
 6301 WATERFORD BLVD  
 PO BOX 26647  
 OKLAHOMA CITY, OK 73126-0647

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 2600 MCCREE

CG

PERSONAL PROPERTY  
 FLEMING FOODS OF TEXAS GARLAND

Property class: Personal

MARKET VALUE: \$32,388,300

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20 03 are \$ 465,882.74  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 26328500000010000

FLEMING FOODS OF TEXAS  
 15110 DALLAS PKY STE 500  
 PO BOX 819098  
 DALLAS, TX 75381-9098

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 2600 MCCREE

MCCREE INDUSTRIAL DISTRICT  
 TR 1 ACS 52.282

CG

VOL93162/0192 EX082093 CO-DALLAS  
 3285000000100 32632850000

Property class: Other

MARKET VALUE: \$13,381,340

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20 03 are \$ 281,413.59  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.





**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304**

PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 26328500000020000

FLEMING FOODS OF TEXAS  
 15110 DALLAS PKY STE 500  
 PO BOX 819098  
 DALLAS, TX 75381-9098

Date of Notice: 04-08-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 2610 MCCREE

CG

MCCREE INDUSTRIAL DISTRICT  
 TR 2 ACS 14.48  
 (ALONG RR)  
 VOL93162/0192 EX082093 CO-DALLAS  
 3285000000200 32632850000

Property class: Other

MARKET VALUE: \$2,210,240

----- For Years: 2003 Thru: 2003 -----

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20<sup>03</sup> are \$ 46,482.00  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE**  
**DAVID CHILDS, TAX ASSESSOR/COLLECTOR**  
**RECORDS BUILDING PHONE: 214-653-7811**  
**DALLAS, TEXAS 75202-3304**  
PROPERTY TAX NOTICE

Owner Name and Address:

Account number: 820111000000C0300

INLAND SOUTHEAST ROWLETT  
% INLAND REAL ESTATE  
2901 BUTTERFIELD RD  
OAK BROOK, IL 60523-1159

Date of Notice: 04-28-2003  
Amounts Good Thru: 04-30-2003

Property Legal Description:

J HART ABST 111 SH 1-4  
TR C.3 ACS 5.677

Property Location:  
8800 LAKEVIEW

PKWY RD

VOL2734/0144 CO-ROCKWALL  
000 0111000C

Property class: Other

MARKET VALUE: \$4,167,260

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEE'S	TOTAL DUE
=====	=====	=====	=====	=====	=====

**Estimated taxes for year 20<sup>03</sup> are \$26,670.46.**  
**Actual tax amounts will be determined at a later date**  
**pursuant to Texas law.**



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304  
 PROPERTY TAX NOTICE**

Owner Name and Address:

Account number: 26245500080430200

ALISON NATHAN TRUST  
 BOX 500  
 105 NW SPANISH RIVER BLVD  
 BOCA RATON, FL 33491-4227

Date of Notice: 05-09-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 1518 BUCKINGHAM CC

GOLDEN MEADOWS 3  
 BLK 8 PT LOT 43 ACRES 2.33

VOL85192/3169 EX052385 CO-DALLAS  
 2455000804302 32624550008

Property class: Other

MARKET VALUE: \$828,510

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEE\$	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20 03 are \$ 4740.79.  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304  
 PROPERTY TAX NOTICE**

Owner Name and Address:

Account number: 00000398317000000

NORTHWEST ABRAMS SHOPPING  
 SUITE 580  
 5950 BERKSHIRE LN  
 DALLAS, TX 75225-5846

Date of Notice: 05-09-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 5828 ABRAMS

DA

BLK 5432  
 TR 3 ACS 3.2771

VOL97149/3347 DD073197 CO-DALLAS  
 5432 000 00300 1005432 000

Property class: Other

MARKET VALUE: \$1,812,850

----- For Years: 2003 Thru: 2003 -----

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

**Estimated taxes for year 20<sup>03</sup> are \$ 50,811.11**  
**Actual tax amounts will be determined at a later date**  
**pursuant to Texas law.**



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304  
 PROPERTY TAX NOTICE**

Owner Name and Address:

Account number: 99200121400010700

FLEMING CO  
 5828 ABRAMS RD  
 DALLAS, TX 75214-6929

Date of Notice: 05-09-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 5828 ABRAMS

DA

PERSONAL PROPERTY  
 YES LESS

Property class: Personal

MARKET VALUE: \$735,140

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20 03 are \$ 20,604.72.  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE**  
**DAVID CHILDS, TAX ASSESSOR/COLLECTOR**  
**RECORDS BUILDING PHONE: 214-653-7811**  
**DALLAS, TEXAS 75202-3304**  
**PROPERTY TAX NOTICE**

Owner Name and Address:

Account number: 99200126700168200

YES LESS  
 1518 W BUCKINGHAM RD  
 GARLAND, TX 75042-4203

Date of Notice: 04-30-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

PERSONAL PROPERTY  
 YES LESS

Property Location:  
 1518 BUCKINGHAM

CG

Property class: Personal

MARKET VALUE: \$133,210

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
*****	****	*****	*****	*****	*****

Estimated taxes for year 20<sup>03</sup> are \$ 686.70.  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE**  
**DAVID CHILDS, TAX ASSESSOR/COLLECTOR**  
**RECORDS BUILDING PHONE: 214-653-7811**  
**DALLAS, TEXAS 75202-3304**  
**PROPERTY TAX NOTICE**

Owner Name and Address:

Account number: 99200133100069500

YES LESS  
 3635 GUS THOMASSON RD  
 MESQUITE, TX 75150-3630

Date of Notice: 04-30-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

PERSONAL PROPERTY  
 YES LESS

Property Location:  
 3635 GUS THOMASON

CM

Property class: Personal

MARKET VALUE: \$775,060

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20 03 3995.44  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.



**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304  
 PROPERTY TAX NOTICE**

Owner Name and Address:

Account number: 99962980000107000

BROOKSHIRE CORP  
 XTAX DEPT  
 PO BOX 1411  
 TYLER, TX 75710-1411

Date of Notice: 05-09-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

PERSONAL PROPERTY  
 SUPER 1 FOODS

Property Location:  
 2133 BELTLINE

CM

Property class: Personal  
 MARKET VALUE: \$1,818,790

----- For Years: 2003 Thru: 2003 -----

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEE'S	TOTAL DUE
*****	****	*****	*****	*****	*****

*Estimated taxes for year 20<sup>03</sup> are \$ 9375.86  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.*





**DALLAS COUNTY TAX OFFICE  
 DAVID CHILDS, TAX ASSESSOR/COLLECTOR  
 RECORDS BUILDING PHONE: 214-653-7811  
 DALLAS, TEXAS 75202-3304  
 PROPERTY TAX NOTICE**

Owner Name and Address:

Account number: 99200029800038450

FLEMING CORPORATION  
 3419 TRINITY MILLS RD  
 DALLAS, TX 75287-0000

Date of Notice: 05-09-2003  
 Amounts Good Thru: 04-30-2003

Property Legal Description:

Property Location:  
 3419 TRINITY MILLS RD DA

PERSONAL PROPERTY  
 RAINBOW FOODS #8928

Property class: Personal

MARKET VALUE: \$3,435,600

For Years: 2003 Thru: 2003

TAXING ENTITY	YEAR	TAX DUE	PENALTY/ INTEREST	FEES	TOTAL DUE
=====	=====	=====	=====	=====	=====

Estimated taxes for year 20<sup>03</sup> are 24,042.33  
 Actual tax amounts will be determined at a later date  
 pursuant to Texas law.