

IN THE UNITED STATES BANKRUPTCY COURT FOR THE  
DISTRICT OF DELAWARE  
WILMINGTON DIVISION

IN THE MATTER OF

CASE NO 03-10955

FLEMING FOODS OF TEXAS, L P

DEBTOR

CHAPTER 11

REC'D MAY 15 2003

PROOF OF CLAIM

1 The undersigned, who has offices at 5929 Balcones Drive, Suite 200, PO Box 26990, Austin, Texas 78755, is the attorney for Tax Appraisal District of Bell County and is authorized to make this proof of claim on behalf of claimant

2 The Debtor was, at the time of the filing of the petition initiating this case, and still is indebted to this claimant, in the sum of \$8,920 77 If taxes for the year of the filing of the bankruptcy are not reflected in the attached tax exhibit, claimant further asserts an unliquidated claim for that tax year

3 This claim consists of the following sub-total amounts, and should be distributed as follows

Tax Appraisal District of Bell County	8,920 77
TOTAL	\$8,920 77

4 The basis for this claim is property taxes for which personal liability arose on January 1 of each tax year, with penalty and interest, if any, as of the date of the filing of the petition initiating this case on property belonging to the debtor as shown on the attached tax exhibit

5 No note or other negotiable instrument has been received for this debt or any part thereof No judgment has been rendered on the claim This claim is not subject to any setoff or counterclaim

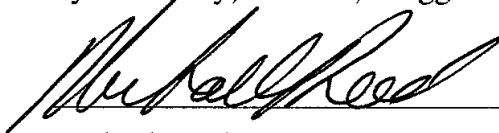
6 The amount of all payments of this claim have been credited and deducted for the purpose of making this proof of claim

7 This claim is secured with a security interest that is superior to that of any other secured claim pursuant to the Texas Constitution, Article VIII, Section 15, and the Texas Property Tax Code, Section 32 01 and Section 32 05(b)

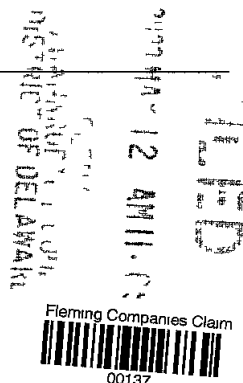
8 As a secured claim, this claim is entitled to post-petition interest under Bankruptcy Code Sec 506(b) and Texas Property Tax Code, Sec 33 01(c)

Dated May 5, 2003

Tax Appraisal District of Bell County  
By McCreary, Veselka, Bragg & Allen, P C



Michael Reed  
State Bar Number 16685400



EXHIBIT

Tax Appraisal District of Bell County

ACCOUNT NUMBER 233450

PROPERTY DESCRIPTION. PERSONAL PROPERTY, assessed on the tax rolls of this jurisdiction

ASSESSED NAME: YES LESS GROCERY C/O FAVOR CONCEPTS, LTD

ID NUMBER B032211L

TAX DUE Tax Appraisal District of Bell County

YEAR DUE	BASE TAX	PENALTY & INTEREST	SEC 33 07 PENALTY	TOTAL
2003 (EST)	8,920 77			8,920.77
	<u>8,920 77</u>			<u>8,920 77</u>

TOTAL AMOUNT DUE

Tax Appraisal District of Bell County

BASE TAX	PENALTY & INTEREST	SEC 33 07 PENALTY	TOTAL
\$8,920 77			\$8,920 77

TOTAL AMOUNT DUE IN BANKRUPTCY

BASE TAX	PENALTY & INTEREST	SEC 33 07 PENALTY	TOTAL
\$8,920 77			\$8,920 77

**McCREARY, VESELKA, BRAGG & ALLEN, P.C.**  
**ATTORNEYS AT LAW**  
P O. BOX 26990  
AUSTIN, TEXAS 78755-0990

COPY

May 5, 2003

United States Bankruptcy Court  
824 Market Street, 5th Floor  
Wilmington, Delaware 19801

Re CASE NO 03-10955, CHAPTER 11, FLEMING FOODS OF TEXAS, L P

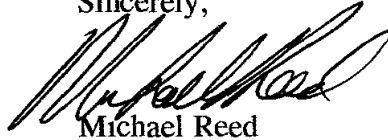
Dear Bankruptcy Clerk

Enclosed is a Notice of Appearance and Original Proof of Claim in bankruptcy to be filed in the above captioned matter on behalf of Tax Appraisal District of Bell County

Please find original plus one copy for you as well as a third copy to be file stamped and returned in the enclosed self-addressed, stamped envelope

Thank you for your attention in this matter

Sincerely,



Michael Reed

PMR/kam  
Enclosures

cc Interim Chief Appraiser Tax Appraisal District of Bell County, P O Box 390, Belton, TX 76513  
Fleming Foods of Texas, L P , 1945 Lakepointe Dr, Lewisville, TX 75057-6424  
Laura Davis Jones, Attorney for Debtor, PACHULSKI, STANG, ZIEHL, YOUNG & JONES,  
919 N Market St 16th Fl, Wilmington, DE 19899-8705

<b>AUSTIN</b> 5829 Balcones Dr Suite 200 Austin TX 78731 (512) 451 9000 FAX(512) 454-1881	<b>ABILENE</b> 1634 S Treadaway Blvd Suite B Abilene TX 79602 (815) 672-4870 FAX(915) 676 7877	<b>DENTON</b> 300 E McKinney St Suite B Denton TX 76201 (940) 383 3546 (940) 387 7475 FAX(940) 380 1311	<b>GEORGETOWN</b> 710 S Main St Suite B-3 Georgetown TX 78626 (612) 943 1645 FAX(512) 943-1619	<b>LONGVIEW</b> 140 E Tyler St Suite 280 Longview TX 75601 (903) 767-6757 FAX(903) 753-7374	<b>SAN ANGELO</b> 17 S Chadbourne St Suite 305 San Angelo TX 76903 (915) 657 0198 FAX(915) 658-1421	<b>VICTORIA</b> P O BOX 2977 Victoria TX 77902 (361) 573-3744 FAX(361) 572 3713	<b>WACO</b> 100 N 6th St. Suite 704 Waco TX 76701 (254) 756-7755 FAX(254) 756-0333
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**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re: Fleming Companies, Inc. et al.  
Case No. 03-10945-(MFW)-11**

**DOCUMENTS APPENDED TO CLAIM**

On May 20, 2005, document(s) were appended to Claim Number 137 for the following reason(s):

- Stipulation and Order
- New Supporting Documents
- Change of Address
- Withdrawal Notice, Docket Number 11141 EOD 5/19/05
- Other: Creditor Letter dated \_\_\_\_\_

Michael Reed  
MCCREARY, VESELKA, BRAGG, AND  
ALLEN, P.C.  
P. O. Box 26990  
Austin, Texas 78755  
512-451-9000

Attorneys for Tax Appraisal District of Bell County,  
County of Brazos, County of Denton, Longview  
Independent School District, County of Henderson, City  
of Waco, Waco Independent School District

IN THE UNITED STATES BANKRUPTCY COURT FOR THE  
DISTRICT OF DELAWARE  
WILMINGTON DIVISION

IN THE MATTER OF:

CASE NO. 03-10945

FLEMING COMPANIES, INC.

DEBTOR

CHAPTER 11

RELEASE OF CLAIMS

1. The undersigned, who has offices at 5929 Balcones Drive, Suite 200, P.O. Box 26990, Austin, Texas 78755, is the attorney for Tax Appraisal District of Bell County, County of Brazos, County of Denton, Longview Independent School District, County of Henderson, City of Waco, Waco Independent School District and is authorized to release the claims, filed in case numbers 03-10945 and 03-10955, listed below on behalf of claimants:

Claim Numbers filed in cases			
Claimant	03-10945	03-10955	Claim Amount
Tax Appraisal District of Bell County	237	137	\$ 8,920.77
Brazos County	236	138	\$ 5,771.68
Denton County	235	142	\$ 6,256.08
Longview ISD	238	139	\$ 7,394.98
Henderson County	234	140	\$ 12,785.82
City of Waco/Waco ISD	239	141	\$ 9,945.06

2. The basis for this release is as follows: These claims have been satisfied in full.
3. Therefore, the claims are hereby released.

Date: May 19, 2005

Respectfully submitted,

McCREARY, VESELKA, BRAGG &  
ALLEN, P.C.

Attorneys for Claimants, Tax Appraisal  
District of Bell County, County of  
Brazos, County of Denton, Longview  
Independent School District, County of  
Henderson, City of Waco, Waco  
Independent School District  
P. O. Box 26990  
Austin, Texas 78755  
(512) 451-9000

/s/ Michael Reed

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Michael Reed  
State Bar Number 16685400