

COPY

B10 (Official Form 10) (Rev. 04/01)

<b>UNITED STATES BANKRUPTCY COURT</b> For the District of Delaware	<b>PROOF OF CLAIM</b>
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In re <b>Fleming Companies, Inc</b>	Case Number <b>03-10945 (MFW)</b>
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NOTE: This claim should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Creditor Name (Person or entity debtor owes) <b>MARKETING SPECIALTY</b>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach Copy of statement giving particulars.  <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Address Line 1 <b>4752 ANYSLEY COVE</b>	
Address Line 2	
Address Line 3	
City <b>MEMPHIS TN 38117-4002</b>	

REC'D MAY 23 2003

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	<input type="checkbox"/> replaces <input checked="" type="checkbox"/> amends	Check here if this claim _____ a previously filed claim dated _____
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<b>1 BASIS FOR CLAIM</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (Describe Briefly)	<b>2 Date Debt Incurred (MMDDYY)</b> <table border="1" style="width: 100px; text-align: center;"> <tr><td>0</td><td>8</td></tr> <tr><td>1</td><td>4</td></tr> <tr><td>0</td><td>2</td></tr> </table>	0	8	1	4	0	2
0	8						
1	4						
0	2						
Your social security No _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	<b>3 If Court Judgment, Date Obtained</b> <table border="1" style="width: 100px; text-align: center;"> <tr><td> </td><td> </td><td> </td><td> </td><td> </td></tr> </table>						

**4 CLASSIFICATION OF CLAIM** Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

<input type="checkbox"/> <b>SECURED CLAIM</b> Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly)  Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____	<input type="checkbox"/> <b>UNSECURED PRIORITY CLAIM</b> Specify the priority of the claim. <input type="checkbox"/> Wages, salaries or commissions (up to \$4,650) earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier. 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2,100 of deposits toward purchase, lease or rental of property or services for personal, family or household use. 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Taxes or penalties of governmental units. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____
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**5 AMOUNT OF CLAIM AT TIME CASE FILED**

(Secured)	3 8 5 3 6 8 3	(Unsecured Priority)
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Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

**6 CREDITS AND SETOFFS** The amount of all 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.

**7 SUPPORTING DOCUMENTS** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

**8 TIME STAMPED COPY** To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

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**APR 09 2003** Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any).  
*Robert Gentry*  
**ROBERT GENTRY OWNER**

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 APR 14 PM 1:14  
 2003

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

Fleming Companies Claim  
  
 00252

Vendor# 604122

**Marketing Specialty  
A/R Aging Detail  
As of April 9, 2003**

04/09/03

Date	Num	P O #	Name	Terms	Due Date	Aging	Open Balance
<b>Current</b>							
3/31/2003	30355	033367-	Fleming Companies	Net-10 D	4/10/2003		461 16
3/31/2003	30356	023834-	Fleming Companies	Net 10 D	4/10/2003		461 16
3/31/2003	30357	004567-	Fleming Companies	Net 10 D	4/10/2003		485 71
3/31/2003	30358	023812-	Fleming Companies	Net-10 D	4/10/2003		485 71
3/31/2003	30359	023813	Fleming Companies	Net-10 D	4/10/2003		485 71
4/1/2003	30401	885235	Fleming Companies	Net 10 D	4/11/2003		485 71
4/1/2003	30402	019018+19	Fleming Companies	Net-10 D	4/11/2003		485 71
4/1/2003	30403	014158+59	Fleming Companies	Net-10 D	4/11/2003		613 81
4/1/2003	30404	033419	Fleming Companies	Net-10 D	4/11/2003		747 25
4/1/2003	30405	019014-	Fleming Companies	Net-10 D	4/11/2003		789 95
4/1/2003	30406	019039-	Fleming Companies	Net-10 D	4/11/2003		896 70
4/2/2003	30407	028595+96	Fleming Companies	Net 10 D	4/12/2003		613 81
4/2/2003	30408	014157-	Fleming Companies	Net-10 D	4/12/2003		907 38
4/2/2003	30409	019025	Fleming Companies	Net-10 D	4/12/2003		907 38
4/2/2003	30410	023821-	Fleming Companies	Net-10 D	4/12/2003		907 38
4/2/2003	30411	028604-	Fleming Companies	Net-10 D	4/12/2003		485 71
4/4/2003	30412	033406-	Fleming Companies	Net-10 D	4/14/2003		613 81
4/7/2003	30413	004568+69	Fleming Companies	Net-10 D	4/17/2003		625 71
<b>Total Current</b>							<b>11 459 76</b>
<b>1 - 30</b>							
3/7/2003	30308	807587	Fleming Companies	Net 10 D	3/17/2003	23	485 71
3/7/2003	30309	812439-	Fleming Companies	Net-10 D	3/17/2003	23	485 71
3/7/2003	30310	826999+	Fleming Companies	Net-10 D	3/17/2003	23	485 71
3/7/2003	30311	836806	Fleming Companies	Net-10 D	3/17/2003	23	469 70
3/7/2003	30312	841704+05	Fleming Companies	Net-10 D	3/17/2003	23	613 81
3/10/2003	30313	826998-	Fleming Companies	Net-10 D	3/20/2003	20	464 36
3/10/2003	30314	831913+14	Fleming Companies	Net 10 D	3/20/2003	20	485 71
3/10/2003	30315	836783+	Fleming Companies	Net-10 D	3/20/2003	20	485 71
3/10/2003	30316	846541+42	Fleming Companies	Net-10 D	3/20/2003	20	485 71
3/20/2003	2356		Fleming Companies				4 00
3/18/2003	30317	858842-	Fleming Companies	Net-10 D	3/28/2003	12	469 70
3/18/2003	30318	861103+	Fleming Companies	Net-10 D	3/28/2003	12	485 71
3/18/2003	30319	875595-	Fleming Companies	Net-10 D	3/28/2003	12	485 71
3/18/2003	30320	856234+35	Fleming Companies	Net-10 D	3/28/2003	12	613 81
3/18/2003	30321	875620-	Fleming Companies	Net-10 D	3/28/2003	12	645 84
3/18/2003	30322	890089-	Fleming Companies	Net-10 D	3/28/2003	12	645 84
3/18/2003	30323	856185-	Fleming Companies	Net 10 D	3/28/2003	12	747 25
3/18/2003	30324	856250-	Fleming Companies	Net-10 D	3/28/2003	12	789 95
3/18/2003	30325	841716-	Fleming Companies	Net-10 D	3/28/2003	12	896 70
3/18/2003	30326	841700-	Fleming Companies	Net-10 D	3/28/2003	12	907 38
3/21/2003	30327	899768-	Fleming Companies	Net 10 D	3/31/2003	9	461 16
3/21/2003	30328	894925-	Fleming Companies	Net-10 D	3/31/2003	9	469 70
3/21/2003	30329	885230+31	Fleming Companies	Net-10 D	3/31/2003	9	485 71
3/21/2003	30330	890090	Fleming Companies	Net 10 D	3/31/2003	9	645 84
3/26/2003	30331	014138-	Fleming Companies	Net-10 D	4/5/2003	4	469 70
3/26/2003	30332	885229-	Fleming Companies	Net-10 D	4/5/2003	4	464 36
3/26/2003	30333	885236	Fleming Companies	Net-10 D	4/5/2003	4	485 71
3/26/2003	30334	885237-	Fleming Companies	Net-10 D	4/5/2003	4	485 71
3/26/2003	30335	894912+13	Fleming Companies	Net 10 D	4/5/2003	4	485 71
3/26/2003	30336	899759-	Fleming Companies	Net-10 D	4/5/2003	4	485 71
3/26/2003	30337	014123+24	Fleming Companies	Net-10 D	4/5/2003	4	485 71
3/26/2003	30338	894934-	Fleming Companies	Net-10 D	4/5/2003	4	507 06
3/26/2003	30339	885223+24	Fleming Companies	Net-10 D	4/5/2003	4	613 81
3/26/2003	30340	894921+22	Fleming Companies	Net-10 D	4/5/2003	4	613 81
3/26/2003	30341	894911-	Fleming Companies	Net-10 D	4/5/2003	4	907 38
3/26/2003	30342	019024-	Fleming Companies	Net 10 D	4/5/2003	4	907 38
3/27/2003	30343	014125-	Fleming Companies	Net-10 D	4/6/2003	3	485 71
3/27/2003	30344	014126+27	Fleming Companies	Net-10 D	4/6/2003	3	485 71
3/27/2003	30345	885179-	Fleming Companies	Net-10 D	4/6/2003	3	507 06
3/27/2003	30346	885230+31	Fleming Companies	Net-10 D	4/6/2003	3	480 00
3/27/2003	30347	885232-	Fleming Companies	Net-10 D	4/6/2003	3	485 71
3/27/2003	30348	885233-	Fleming Companies	Net 10 D	4/6/2003	3	485 71
3/27/2003	30349	885238+39	Fleming Companies	Net-10 D	4/6/2003	3	485 71
3/27/2003	30350	019016+17	Fleming Companies	Net 10 D	4/6/2003	3	485 71
3/27/2003	30351	865935-	Fleming Companies	Net-10 D	4/6/2003	3	613 81
3/27/2003	30352	899772+73	Fleming Companies	Net-10 D	4/6/2003	3	613 81

04/09/03

**Marketing Specialty  
A/R Aging Detail  
As of April 9, 2003**

<u>Date</u>	<u>Num</u>	<u>P O #</u>	<u>Name</u>	<u>Terms</u>	<u>Due Date</u>	<u>Aging</u>	<u>Open Balance</u>
3/27/2003	30353	014155-	Fleming Companies	Net-10 D	4/6/2003	3	645 84
3/27/2003	30354	894952	Fleming Companies	Net-10 D	4/6/2003	3	747 25
Total 1 - 30							26 642 51
<b>31 - 60</b>							
Total 31 - 60							
<b>61 - 90</b>							
Total 61 - 90							
<b>&gt; 90</b>							
8/14/2002	20812	870901	Fleming Companies	Net-10 D	8/24/2002	228	434 56
Total > 90							434 56
<b>TOTAL</b>							<b>38,536 83</b>