BIQ (Official Form 10) (Rev. 04/01)		1
UNITED STATES BANKRUPTCY COURT For the District of Delaware	PROOF OF CLAIM	
Inte Fleming Companies Inc. et al	Case Number 03- 10945 (m FW)	
NOTF This claim should not be used to make a claim for an administrative expense arrang A "request" for payment of an administrative expense may be filled pursu int to 11 U.S.C.§		PETON.
Creditor Name (Person or entity debtor owes)  Address Line 1  PO Box 500	Check box if you are aware that anyone clac has filed a proof of claim relating to your claim. Attach Copy of statement giving particulars.	ECD MAY 28 2003
Address Line 2 Address Line 3	Check box if you have never received any notices from the bankruptcy court in this case.	
STZIP Chadds Ford. PA 19317	Check box if the address differs from the address on the envelope sent to you by the court	THIS SPACE IS FOR COURT USE ONLY
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Chark here if this claim replaces	reviously filed claim dated.
Services performed laxes Wage  Your  Money loaned Other (Describe Briefly)  Unpr		
SECURED CLAIM Attach evidence of perfection of security interest Brief Description of Collateral  Real Estate Motor Vehicle Other (Describe briefly)  Amount of arrearage and other charges at time case filed included in secured claim above, if any \$  UNSECURED NONPRIORITY CLAIM A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.	before filmg of the bankruptey per whichever is earlier - 11 U S C §  Contributions to an employee ber  Up to \$2,100 of deposits toward p	up to \$4,650) earned not more than 90 days tutton or cessation of the debtor a business 507(a)(3)  nefft plan 11 U S C § 507(a)(4)  nurchase lease or rental of property or ousehold use - 11 U.S C § 507(a)(6)  al units 11 U S C § 507 (a)(7)
5 AMOUNT OF CLAIM AT TIME CASE FILED	O 5 / .6 2  d Nonpriority)  m. Attach itemized statement of all additional char	(Unsecured Priority)
6 CREDITS AND SETOFFS The amount of all payments on this claim has been credited of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debto		THIS SPACE IS FOR COURT USE ONLY
7 SUPPORTING DOCUMENTS <u>Angula copies of supporting documents</u> , such as promus statements of running accounts contracts court judgments or evidence of security interests If the documents are voluminous, attach a summary		
8 TIMF STAMPI D COPY To receive an acknowledgment of the filing of your claim encopy of this proof of claim	iclosed a stamped, self-addressed envelope and	
Date  Sign and print the name and title if any, of the creditor or other of power of attorney, if any)  1/23/03  Terry A. Hoover, Brandy with Penalty for presenting fraudulens claim. Fine of up to \$500,000 or imprisonment for up to 5 y	r person authorized to file this claim (attach copy  over	
Penalty for presenting fraudulent claim Fine of up to \$500,000 or imprisonment for up to 5 y	ears, or both. 18 U S C §§ 152 and 3571	Fleming Companies Claim 00342

# U S BANKRUPTCY COURT-DISTRICT OF DELAWARE INSTRUCTIONS FOR COMPLETING CLAIM FORM

The instructions and definitions below are general explanations of the law In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to these general rules

#### Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor

#### Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date the bankruptcy case was filed.

#### Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed

#### Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien in addition to the extent a creditor also owes money to be debtor (has a right of setoff), the creditor's claim may be a secured claim (See also Unsecured Claim)

#### Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

#### Unsecured Nonpriority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as Unsecured Nonpriority Claims.

### Court, Name of Debtor, and Case Number.

If not already pre-printed, fill in the name of the federal judicial district where the bankruptcy case was filed (for example Central District of California), the name of the debtor in the In re-space provided and the name of the bankruptcy case number—If you received a notice of the case from the court, all of this information is near the top of the notice

### Information about Creditor

If not already pre-printed, complete this section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if you address differs from that to which the court sent notice, or if this proof of claim replaces or amends a proof of claim that was already filed, check the appropriate box on the form

## Basis for Claim.

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

## 2. Date Debt Incurred

Fill in the date the debt was first owed by the debtor. Use the format MMDDYY (ie 100196 for October 1, 1996)

#### 3 Court Judgments

If you have a court judgement for this debt, state the date the court entered the judgement

#### 4. Classification of Claim

Check either Secured, Unsecured Nonpriority or Unsecured Priority as appropriate (See DEFINITIONS above)

## 5. Amount of Claim

Insert the amount of claim at the time the case was filed in the appropriate box based on your selected Classification of Claim in item 4. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

#### 6 7.8 Please read - Important information

Upon completion of this claim form, you are certifying that the statements herein are true

Be sure to date the claim and place original signature of claimant or person making claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable"

RETURN CLAIM FORM (WITH ATTACHMENTS, IF ANY)
IF A CHAPTER 13 CASE INCLUDE A SECOND COPY WITH
ANY ATTACHMENTS

U S. BANKRUPTCY COURT
ATTN CLAIMS
824 MARKET STREET
5TH FLOOR
WILMINGTON, DELAWARE 19801

## BRANDYWINE FINANCIAL SERVICES CORP P O BOX 999 CHADDS FORD, PA 19317

YES'LESS STORE FAVOR CONCEPTS 3338 COMMERCIALAVENUE SUITE 11 NORTHBROOK, IL 60062 COLLEGE STATION LTD LIAB P O BOX 999 CHADDS FORD PA

TENANT DATE	E CODE	INVOICE DESC	CRIPTION A	ARREARS DUE	CURRENT DUE
100007055 02/27/20 100007055 02/27/20 100007055 02/27/20	003 CMA 003 INA	CA IN:	M ADJ S ADJ X ADJ	ARREARS DUE	(22 80) 3,451 23 20,623 19
** TOTALS FOR TE TENANT 100007055	ENANT NUMBER  BUILDING LOCA P O BOX 999	190007055 / SUITE	*	** TOTAL ARREARS ** TOTAL CURRENT	
************* GRAND T	OTAL FOR	YES'LESS STORE			24,051 62

THIS IS A PASS-THROUGH BILL ONLY ANY INQUIRIES CONCERNING THIS STATEMENT, PLEASE CALL (610) 388-9600 ANY OTHER QUESTIONS PLEASE CONTACT YOUR REGIONAL OFFICE THANK YOU

# **COLLEGE STATION PARTNERS**

	ESCALA	TOR AND PASS-T	HROUGHS			
TENANT BILLING ADDRESS	SUITE 11	CEPTS ERCIAL AVENUE				
	NORTHBROO	DK, IL 60062				
TENANT NUMBER	100007055					
FOR PROJECT BUILDING UNIT	1235 12351 4			MOVE IN D	ATE	02/01/2001
LEASE SQUARE FOOTAGE PROJECT SQUARE FEET	20 091 85,010			LEASE YI BILLING TO BILLING M	YPE 1	12/2002 LUMP SUM ACTUAL
	ACTUAL C	OMMON AREA MA	AINTENANC			
CODE CMA COMMON AREA M DATE BASE PERIOD 12/999 COMPARE PERIOD 11/2002	TYPE 9 L	OCCUPANCY 100 00% 100 00%		AMOUNT STIPULATI	ED IN LEASE	\$0 00
LAST ANNIVERSARY DATE NEXT ANNIVERSARY DATE PRO-RATA PERCENTAGE SYNOPSIS TYPE	11/30/2002 11/30/2003 23 6337% CAM			START DA STOP DAT		02/01/2001
FOR CURRENT PERIOD	12/2002					
ELECTRIC DRAINAGE LAWN CARE CLEANING SIGN REPAIR ELECTRICAL REPAIR SPRINKLER PARKING LOT STRIPING			\$2,390 39 422 06 1,994 05 1,567 17 124 08 733 40 76 81 232 81			
A) CURRENT YEAR TO	TAL		3,374	\$7	,540 77	
B) BASE YEAR TOTAL		· · · · · · · · · · · · · · · · · · ·			\$0 00	
TENANT PRO-RATA	SHARE (A -	B)		<u>\$7</u>	,540 77	
C) ADJUSTED TO CEIL	ING LIMIT OF			\$7	,540 77	
D) ADMINISTRATION F E) TOTAL TENANT SHA		10% D)			\$472 83 3.013 60	
F) AMOUNT CHARGED G) TOTAL DUE 12-2002		YEAR		\$8	3,036 40 (\$22 80)	
PAYABLE IN 1 PAYM	ENT OF				(\$22 80)	

# **COLLEGE STATION PARTNERS**

#### **ESCALATOR AND PASS-THROUGHS TENANT** YES' LESS STORE **FAVOR CONCEPTS BILLING ADDRESS** 3338 COMMERCIAL AVENUE SUITE 11 NORTHBROOK, IL 60062 **TENANT NUMBER** 100007055 FOR PROJECT 1235 MOVE IN DATE 02/01/2001 **BUILDING** 12351 UNIT 2 LEASE YEAR 12/2002 LEASE SQUARE FOOTAGE 20,091 BILLING TYPE 1 **LUMP SUM** PROJECT SQUARE FEET 85,010 BILLING METHOD ACTUAL **ACTUAL INSURANCE** CODE INA INSURANCE ADJ DATE **TYPE OCCUPANCY AMOUNT** \$0.00 BASE PERIOD 12/9999 L 100 00% STIPULATED IN LEASE COMPARE PERIOD 1 12/2002 100 00% LAST ANNIVERSARY DATE 12/31/2002 **NEXT ANNIVERSARY DATE** 12/31/2003 START DATE 02/01/2001 PRO-RATA PERCENTAGE 23 6337% STOP DATE 01/31/2011 SYNOPSIS TYPE INS FOR CURRENT PERIOD 12/2002 ACCOUNT DETAILS LIABILITY INSURANCE \$2,083 78 PROPERTY INSURANCE \$1,367 45 A) CURRENT YEAR TOTAL \$3,451 23

B) BASE YEAR TOTAL	\$0 00
TENANT PRO-RATA SHARE (A - B)	3,451 <u>23</u>
C) ADJUSTED TO CEILING LIMIT OF	\$0 00
D) ADMINISTRATION FEE 0 00% \$0 00 E) TOTAL FENANT SHARE (C + D) \$5	\$0 00 3,451 23
F) AMOUNT CHARGED DURING THE YEAR G) TOTAL DUE 12-2002 (E - F) \$:	\$0 00 3,451 23
PAYABLE IN 1 PAYMENT OF	3,451 <u>23</u>

# **COLLEGE STATION PARTNERS**

	ESCALATO	R AND PASS-	THROUGHS			
TENANT BILLING ADDRESS	YES' LESS STOR FAVOR CONCER 3338 COMMERC SUITE 11 NORTHBROOK,	PTS CIAL AVENUE				
TENANT NUMBER	100007055					
FOR PROJECT BUILDING UNIT	1235 12351 2			MOVE IN I	DATE	02/01/2001
LEASE SQUARE FOOTAGF PROJECT SQUARE FEET	20,091 85,010			LEASE Y BILLING T BILLING M	YPE 1	12/2002 LUMP SUM ACTUAL
	ACTUA	L PROPERTY	TAXES			
CODE RTA R E TAX ADJ  DATE BASE PERIOD 12/999 COMPARE PERIOD 12/200	9 L 1	CUPANCY 00 00% 00 00%		AMOUNT STIPULAT	ED IN LEASE	\$0 00
LAST ANNIVERSARY DATE NEXT ANNIVERSARY DATE PRO-RATA PERCENTAGE SYNOPSIS TYPE	12/31/2002 12/31/2003 23 6337% TAX			START DA	[	02/01/2001 01/31/2011
FOR CURRENT PERIOD REAL ESTATE TAX	12/2002 ACCOU	NT DETAILS	\$20,623 19			
A) CURRENT YEAR TO	TAL			\$2	0,623 19	
FOR BASE PERIOD REAL ESTATE TAX B) BASE YEAR TOTAL	ACCOUNT DETA	AILS	\$0 00		\$0 00	
TENANT PRO-RATA	SHARE (A - B)			\$2	0,623 19	
C) ADJUSTED TO CEIL	ING LIMIT OF				\$0 00	
D) ADMINISTRATION F E) TOTAL TENANT SHA		0 00%	\$0 00	\$29	\$0 00 0.623 19	
F) AMOUNT CHARGED G) TOTAL DUE 12-2002		AR		\$2	\$0 00 0,623 19	
PAYABLE IN 1 PAYM	ENT OF			<u>\$2</u>	0,623 19	

# 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 Arreason	ugust 11, 2005, document(s) were appended to Claim Number 342 for the following n(s)
	Stipulation and Settlement Agreement
	New Supporting Documents
	Change of Address
	Proof of Payment
$\boxtimes$	Other Docket Numbers 1702 and 1408

# ORIGINAL

## IN THE UNITED STATES BANKRUPTCY COURT

### FOR THE DISTRICT OF DELAWARE

In re	) Chapter 11
Fleming Companies, Inc, et al,	) Case No 03-10945 (MFW) ) (Jointly Administered)
Debtors	)
	) Related Docket No 1408

ORDER AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO ASSUME AND ASSIGN OR, ALTERNATIVELY, REJECT CERTAIN UNEXPIRED NON-RESIDENTIAL REAL PROPERTY LEASES REGARDING CERTAIN YES'LESS LOCATIONS

Upon the motion of the debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the "Debtors") seeking an entry of an order (the "Order") pursuant to section 365(a) of chapter 11, title 11, United States Code (the "Bankruptcy Code"), authorizing, but not directing, the Debtors to assume and assign or, alternatively, reject certain unexpired non-residential real-property leases and subleases associated with fifteen (15) Yes¹Less stores currently operated by the Debtors (the "Motion")¹, and it appearing that the relief requested is essential to the continued operation of the Debtors' business and in the best interest of the Debtors' estates and creditors, and it appearing that this Motion is a core proceeding pursuant to 28 U S C §§ 157 and 1334, and it appearing that this Motion is a core proceeding pursuant to 28 U S C §§ 157(b)(2), and it appearing that venue of this proceeding and

The Debtors are the following entities FCI Corporation, ABCO Food Group, Inc, ABCO Markets, Inc, ABCO Realty Corp, ASI Office Automation, Inc, C/M Products, Inc, Core-Mark International, Inc, Core-Mark International, Inc, Core-Mark International, Inc, Core-Mark Mid-Continent, Inc, Dunigan Fuels, Inc, EA Morris Distributors, Ltd, Favar Concepts, Ltd, Fleming Foods Management Co, LLC, Fleming Foods of Texas, LP, Fleming International, Ltd, Fleming Supermarkets of Florida, Inc, Fleming Transportation Service, Inc, Food 4 Less Beverage Company, Inc, Fuelserv, Inc, General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc, Minter-Weisman Co, Piggly Wiggly Company, Progressive Realty, Inc, Rainbow Food Group, Inc, Retail Investments, Inc, Retail Supermarkets, Inc, RFS Marketing Services, Inc, and Richmar Foods, Inc

Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion

the Motion in this district is proper under 28 U S C §§ 1408 and 1409, and adequate notice of the Motion having been given, and it appearing that no other notice need be given, and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT

The Motion is granted

Fx ce of asto the Vessless Leases for premises /oc.tel

The Debtors are authorized but not directed to assume and assign the

Yes'Less Leases to the Assignees, and there are no outstanding defaults by the Debtors under the Yes'Less Leases The Rejected Leases Shell be deemed rejected as of June 30, 2003.

The Debtors are authorized but not directed to enter into the form of the Yes'Less Assignment Agreement and to consummate the transactions contemplated therein

- The Debtors are authorized but not directed to pay the Cure Amounts in connection with the assumption and assignment of the Yes'Less Leases upon entry of this Order, provided, however, that if the euro amount differs from the Cure Amounts listed on Exhibit 1 of the Motion, the Debtors reserve the right to reject the Yes'Less Leases
- In the event the Debtors do not sell the Yes'Less Assets to Grocery Outlet, the Debtors are authorized but not directed to reject the Yes'Less Leases, which rejection Shall should be effective on the date that the Debtors cease to occupy the property in connection with the respective Yes'Less Leases
- This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order
- Notwithstanding the possible applicability of Bankruptcy Rules 6004(g),

  7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective

  and enforceable upon its entry

  and 2400 west Pioneer Parking, Pantage,

  Texas Ccollectively, the "Rejected Leases")

28587-001\DOCS\_DE 72854 I

	8	All time periods set forth in this Order shall be calculated in accordance
with Bankruj	ptcy Rul	e 9006(a)
Dated	Ju	The Honorable Mary F Walrath United States Bankruptcy Judge

# **EXHIBIT 1**

Lease Chart

[See Attached)

#	Lease No	Lease Location	Lease Expiration Date	Landlord/Address	Assignee	Cure Amount
1	TX-347	300 S Armstrong Ave Denison, TX 75020	2/28/10	WLW Investments, Ltd Herb Weiner 1401 S Armstrong Denison, TX 75020	Grocery Outlet	\$0 00
2	TX-352	1717 Texoma Parkway Sherman, TX 75090	5/31/10	Eisenhower Texoma, Ltd John Munson 2402 West Morton Street Denison, TX 75020	Grocery Outlet	<b>\$5,484</b> 68
3	TX-353	1005 N Eastman Rd Longview, TX 75601	7/26/10	Alpine 259, Ltd John N Thomas 430 N Center St Longview, TX 75601	Grocery Outlet	\$0 00
4	TX-355	1001 Veterans Memorial Blvd Killeen, TX 76541	10/25/05	Dug Gı Kım 806 Sunfish Cırcle Kılleen, TX 76547	Grocery Outlet	\$902 93
5	TX-360	800 - 700 E Pipeline Rd Hurst, TX 76053	2/28/11	A & S Properties, Inc Donald Sloan 614 W Main St , Ste 210, P O Box 460915 Garland, TX 75046	Grocery Outlet	\$0 00
6	TX-361	2700 Texas Avenue South College Station, TX 77842	1/31/11	College Station, LLC Jack Russo 2 Ponds Edge Drive Chadds Ford, TX 19317	Grocery Outlet	\$24,051 62

7	TX-363	SWC Abrams Rd & Northwest Hwy Dallas, TX 75214	4/30/11	Northwest/Abrams Shopping Center, Inc David Classen 8400 Westchester, Ste 300 Dallas, TX 75225	Grocery Outlet	\$8,225 36
8	TX-348	Robins & Palestine Athens, TX 75751	2/28/10	E B Larue, Jr 25 Highland Park Village #100-280 Dallas, TX 75205-2726	Grocery Outlet	<b>\$0 00</b>
9	LA-189	9032 Mansfield Road Shreveport LA 71107	11/8/10	Mainstreet Commercial Development, Inc Matthew R Delaney 1410 Hawn Avenue Shreveport, LA 71107	Grocery Outlet	\$0 00
10	TX-365	Las Vegas Trail and Hwy 80 Fort Worth, TX 76133	7/30/11	Boniuk Interests, Ltd David Boniuk David Boniuk Houston, TX 77004	Grocery Outlet	\$17,272 51
11	TX-368	1301 N Collins Arlington, TX 76011	8/8/11	Six Flags Village Joint Venture Lease Administrator 17400 Dallas Parkway, Suite 216 Dallas, TX 75287	Grocery Outlet	\$33,294 46
12	TX-369	5334/5336 Trail Lake Drive Fort Worth, TX 76133	7/27/11	Benbrooke Wedgwood Partners, L P Richard Lubkin 30 Glenn Street, Third Floor White Plains, NY 10603	Grocery Outlet	\$613 26

13	TX-359	1518 Buckingham Rd Garland, TX	1/31/11	Sunwest N O P , Inc Cory Darden 17776 Preston Road, #100 Dallas, TX 75252	Grocery Outlet	\$0 00
14	TX-357	1508 Midwestern Parkway Wichita Falls, TX	1/24/11	Sunwest N C Trust Cory Darden 17776 Preston Road, #100 Dallas, TX 75252	Grocery Outlet	<b>\$</b> 0 00
15	I I X3/2	3639 Gus Thomasson Rd Mesquite, TX 75150		Texas Properties, Inc Sharon Hensley 2948 Stemmons Freeway Dallas, TX 75247	Grocery Outlet	\$0 OO