

UNITED STATES BANKRUPTCY COURT
For the District of Delaware

PROOF OF CLAIM



In re Fleming Companies, Inc., et al. Case Number 03-10945 (MFW)

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) WCM Investment Co

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.

Address Line 1 5412 Neola Dr.

Check box if you have never received any notices from the bankruptcy court in this case.

Address Line 2

Check box if the address differs from the address on the envelope sent to you by the court.

Address Line 3

City DALLAS TX ST ZIP 75209

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

See Attached NSF Check

Check here if this claim replaces amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
 - Personal injury/wrongful death
 - Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Services performed
 - Taxes
 - Wages, salaries, and compensation (Fill out below)
 - Money loaned
 - Other (Describe Briefly)
- Your social security No _____
Unpaid compensation for services performed from _____ (date) to _____ (date)

2 Date Debt Incurred (MMDDYY)

03 26 03

3 If Court Judgment, Date Obtained.

_____|_____|_____|_____|_____|_____|_____|_____|

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 THE TIME CASE FILED.

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.

- UNSECURED PRIORITY CLAIM - Specify the priority of the claim.
 - 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)
 - Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
 - 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)
 - Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7)
 - Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____

5 AMOUNT OF CLAIM AT TIME CASE FILED

_____|_____|_____|_____|_____|_____|_____|_____|

(Secured)

186073.05

(Unsecured Nonpriority)

_____|_____|_____|_____|_____|_____|_____|_____|

(Unsecured Priority)

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

Date 6/2/03

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)

[Signature]

THIS SPACE IS FOR COURT USE ONLY
FILED
JUN 07 2003
BMC



Progressive Realty, Inc 4556, P O Box 26647, Oklahoma City, OK 73126-0647

Remittance Advice

Vendor # Name No 5505323125

20001 WCM Investment Company Date 03/26/2003

Payment is made on behalf of PROGRESSIVE REALTY, Inc, OKLAHOMA CITY

Invoice No.	Date	Division	Gross Amount	Deductn/Dscnts	Net Amount
TX-282	03/11/2003	1000	15,300 00 -	0 00	15,300 00
MANAG FEE 1/03	03/14/2003	1000	927 30	0 00	927 30
MO-225	03/17/2003	1000	26,437 50	0 00	26,437 50
OK-259	03/17/2003	1000	121,671 00	0 00	121,671 00
A4-075	03/18/2003	1000	17,542 50	0 00	17,542 50
OK-247	03/18/2003	1000	4,194 75	0 00	4,194 75
Check Total			186,073 05	0 00	186,073 05

Tuesday, March 11, 2003

Progressive Realty, Inc
Attn Charles Hall
P O Box 299013
Lewisville, TX 75029

WCM Investment Company, Inc.
Invoice

Location Texarkana, TX (TX-282)

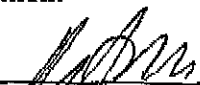
Transaction Fee Sale

Commission 75% of Pro Realty Commission (\$20,400 00) \$15,300 00 *pd.*

Total amount due upon receipt: \$15,300.00

Tax ID # 73-1396697

Approved for payment



Charles Hall

3/13/03

Date

Please remit to
5412 Nicola Dr
Dallas, Tx 75209

*Sent
3-13-03*

FROM PROGRESSIVE REALTY INC

FAX NO 4058423635

Mar 11 2003 09 10AM P2/2

HOWELL & BRITT ATTORNEYS AT LAW

Twenty Thousand Four Hundred and 00/100

DATE
March 7, 2003

AMOUNT

PAY
FOR THE
ORDER OF PROGRESSIVE REALTY CO, INC

Cindy M. Bond
Juan Collins

⑈00726⑈ ⑆111904215⑆ ⑆44 2880 3⑈

HOWELL & BRITT, ATTORNEYS AT LAW

7261

Buyer/Borrower THOMAS M RAFFAELLI
 Seller FLEMING COMPANIES, INC
 Lender STATE BANK OF DEKALB
 Property 3622 Robinson Road /
 Settlement Date March 7 2003
 Disbursement Date March 7, 2003
 Check Amount \$20,400 00 (RAFFAELLI)
 Pay To PROGRESSIVE REALTY CO INC
 For Commissions

Commission \$20 400 00

Closer/Responsible CINDY BOND

-ROM PROGRESSIVE REALTY INC

FAX NO 4058423636

Mar 11 2003 09:10AM P1/2



Progressive Realty, Inc

6440 Avondale Drive, Suite 206
Oklahoma City, OK 73116
Telephone 405-858-6958
Facsimile 405-842-3636

March 10, 2003

Howell & Britt
Cindy Bond
1921 Moores Lane
Texarkana, TX 75503

Progressive Realty, Inc. Invoice

Location	3624 N Robinson Rd Texarkana, TX (TX-282)
Transaction	Fee sale
Seller	Fleming Companies, Inc
Buyer	Thomas Raffaelli
Sale price	\$340,000 00
Commission	6% of sale price

Total amount due upon receipt:

\$20,400.00

Federal tax identification number 73-1485750

Please remit payment via overnight delivery to:

Progressive Realty, Inc
Attention Missy Cramer
6440 Avondale Drive, #206
Oklahoma City, OK 73116

Handwritten: 20 - 3-11-03

Friday, March 14, 2003

Progressive Realty, Inc
Attn Charles Hall
P O Box 299013
Lewisville, TX 75029

WCM Investment Company, Inc.
Invoice

Location Chouteau Crossings

Transaction Management Fee (Jan 2003)

Commission 75% of Pro Realty Commission (\$1,236 40) \$927 30

pd.

Total amount due upon receipt: \$927 30

Tax ID # 73-1396697

Approved for payment

[Signature]
Charles Hall

3/17/03
Date

Please remit to.
5412 Neola Dr
Dallas, Tx. 75209

*Sent
3-17-03*

*Bill memo copy
3-10-03*

*Check & backup to Terence
3-10-03*

J L. PETERSON, INC.
Commercial Real Estate
10975 Benson Drive, Building 12, Suite 570
Overland Park, KS 66210
(913) 345-9818 (913) 345-9166 - Fax

CHOUTEAU DEVELOPMENT COMPANY LLC
31 January 2003
INCOME STATEMENT SUMMARY

Invoice No 013103

Income Statement Summary and Management Invoice for management account of
Chouteau Crossings Shopping Center

Rent	\$48,610 46
CAM Fee	\$41,237 35
Rental Income - Fleming	\$33,229 17
Admin Income	\$391 10
Interest Income	<u>\$171 52</u>
Total Income with Adjustments	\$123 639 60
Management Fee	x 5%
Total Due 31 January 03	\$6,181 98

4% to J L Peterson Inc (Agent)	\$4,945 58
1% to Progressive Realty, Inc	\$1,236 40

pd.

6085

J L PETERSON, INC
PH 913 345 9818
10975 BENSON DR STE 570
OVERLAND PARK KS 66210

PAY TO THE ORDER OF Progressive Realty, Inc DATE 3-6-03 88-1764 1013

one thousand two hundred thirty-six & 40/100 \$1,236 40

FOR Jan Man Fee *[Signature]*

1100606511 401010017201 110060550

Monday, March 17, 2003

Progressive Realty, Inc
Attn Charles Hall
P O Box 299013
Lewisville, TX 75029

WCM Investment Company, Inc.
Invoice

Location Springfield, MO (MO-225)

Transaction Leasehold Sale

Commission 75% of Pro Realty Commission (\$35,250.00) \$26,437.50 *ps*

Total amount due upon receipt: \$26,437.50

Tax ID # 73-1396697

Approved for payment

[Signature]

Charles Hall

3/18/03

Date

Please remit to
5412 Nicola Dr
Dallas, Tx. 75209

PROGRESSIVE REALTY INC

FAX NO. 405-423-636

Mar 17 2003 12:48PM P2 3



Progressive Realty, Inc

6440 Avondale Drive Suite 206
 Nichols Hills OK 73116
 Telephone 405-858-6958
 Facsimile 405-842-3636

Delivery via facsimile 405-235-0439

Monday, March 17, 2003

McAfee & Taft
 Attention Richard A Riggs
 Tenth Floor, Two Leadership Square
 211 North Robinson
 Oklahoma City OK 73102-7101

Progressive Realty, Inc. Invoice

Location	93,825 square foot Fleming Leased surplus location 1533-35 East Battlefield Road, Springfield, MO (MO-225)	
Transaction	Amendment/Assignment/Release By and between Fleming Companies, Inc. Hob Lob, I P Kin Properties, Inc	
Purchase price	\$1,175,000 00	
Commission	3% of purchase price	\$35,250 00

Total amount due upon receipt: \$35,250.00

Federal Tax ID # 73-1485750

Please remit payment via check to



Progressive Realty, Inc
 Attention Teresa Hibbard
 6440 Avondale Drive, Suite 206
 Nichols Hills, OK 73116

Questions regarding this invoice should be directed to 405-858-6958

FROM PROGRESSIVE REALTY, INC

FXN NO 4058403636

Mar 18 2003 03:48PM P2 2

MC AFEE & TAFT 0175		1759
ESCROW ACCOUNT 10TH FLOOR-SOUTH TOWER 211 NORTH ROBINSON OKLAHOMA CITY OK 73102		
DATE <u>3-18-03</u>		<small>38-1 1001</small>
PAY TO THE ORDER OF	<u>Progressive Realty, Inc.</u>	\$**35,250.00**
-----Thirty-five thousand two hundred fifty and no/100-----		
DOLLARS 		
Bank of America 		
<small>ACH NT 16200017</small>		
FOR	<u><i>RACV</i></u>	
⑈001759⑈ ⑈103000017⑈ 071601562059⑈		

Monday, March 17, 2003

Progressive Realty, Inc
Attn Charles Hall
P O Box 299013
Lewisville, TX 75029

WCM Investment Company, Inc.
Invoice

Location Edmond OK (OK-259)

Transaction New Sublease -Hobby Lobby

Commission 75% of Pro Realty Commission (\$162,228 00) \$121 671 00

Total amount due upon receipt: \$121,671.00

Tax ID # 73-1396697

Approved for payment



Charles Hall



Date

Please remit to:
5412 Neola Dr.
Dallas, Tx 75209

FROM PROGRESSIVE REALTY INC

FAX NO 4058423636

Mar 17 2003 12:48PM P3/3



Progressive Realty, Inc

Delivery via facsimile 405-235-0439

6440 Avondale Drive Suite 206
Nichols Hills, OK 73116
Telephone 405-858-6958
Facsimile 405-842-3636

Monday, March 17, 2003

McAfee & Taft
Attention: Richard A Riggs
Tenth Floor, Two Leadership Square
211 North Robinson
Oklahoma City, OK 73102-7101

Progressive Realty, Inc. Invoice

Location	64 812 square foot Fleming Leased surplus location 800 West Danforth Road, Edmond, OK (OK-259)	
Transaction	Sublease completed 3/17/03 Between Fleming Companies, Inc (Sublandlord) And Hob Lob, LP (Subtenant)	
Commission	2.49% of base sublease value	\$162,228.00

Total amount due upon receipt: \$162,228.00

Federal Tax ID #, 73-1485750

Please remit payment via check to

Progressive Realty, Inc
Attention: Teresa Hibbard
6440 Avondale Drive, Suite 206
Nichols Hills, OK 73116

Questions regarding this invoice should be directed to 405-858-6958

FROM -PROGRESSIVE REALTY INC

FA. NO 4058423636

Mar 18 2003 03:48PM P1,2

MC AFEE & TAFT 0175		1758
ESCROW ACCOUNT 10TH FLOOR SOUTH TOWER 211 NORTH ROBINSON OKLAHOMA CITY OK 73102		DATE 3-18-03
PAY TO THE ORDER OF	Progressive Realty, Inc.	\$ *162,228.00**
One hundred sixty-two thousand two hundred twenty-eight and no/100		DOLLARS
Bank of America.		
ACH 6T 103000017		
FOR	<i>[Signature]</i>	
⑈001758⑈ ⑆103000017⑆ 071601562059⑈		

Tuesday, March 18, 2003

Progressive Realty, Inc
Attn Charles Hall
P O Box 299013
Lewisville, TX 75029

WCM Investment Company, Inc.
Invoice

Location Tucson, AZ (AZ-075)

Transaction Lease/Sublease Termination

Commission 75% of Pro Realty Commission (\$23,390 00) \$17,542 50 *pd*

Total amount due upon receipt: \$17,542 50

Tax ID # 73-1396697

Approved for payment

CHH

Charles Hall

3/18/03

Date

Please remit to.
5412 Neola Dr
Dallas, Tx. 75209

FROM PROGRESSIVE REALTY INC

FAX NO 4058423636

Mar 18 2003 10 57AM P3/4



Progressive Realty, Inc

6440 Avondale Drive Suite 206
Oklahoma City OK 73116
Telephone 405-858-6958
Facsimile 405-842-3636

March 18 2003

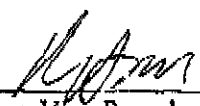
Fleming Companies, Inc
Attention Charles L Hall
1945 Lakepointe Drive
Lewisville, TX 75057

Progressive Realty, Inc. Invoice

Location	Closed retail store 7877 E Broadway Tucson, AZ (AZ-075)		
Transaction	Lease/sublease termination		
Commission	Admin Fee		\$28,390.00
	Di Rito Partners	\$ 5,000.00	
	Progressive Realty	\$23,390.00	

Total amount due upon receipt: \$28,390.00

Approved for payment

 Date 3/18/03
Charles L Hall, Senior Vice President

FROM PROGRESSIVE REALTY INC

FAX NO 4058423636

Mar 18 2003 10 57AM P4/4



Progressive Realty Inc.

Memorandum
February 14 2003

To: Chuck Hall

Copy to: Nathan Sheldon
Bill Mee
Terry Rebel
Frank Kuelinger
Greg Downs
Mike Carey
John McDuff

From: Darron McCleve

Subject: Capital lease and sublease termination opportunity
28,390 sq. ft. former Lucky/ABC store
Tucson, AZ (AZ-075) 7877 East Broadway

Quick View

Remaining liability	\$620,507
Reserve	\$369,130
(Capital, good through 2/28/03)	
Total Est Cost	\$129,890
Termination fee \$100,000	
Legal Fees \$1,500	
Commission \$28,390	
Est. net savings	\$490,617
Est. P&L Effect	\$239,240

Chuck We have an opportunity to terminate the subject lease and sublease under the following terms and conditions

Proposed Lease Termination Date	April 14, 2003
Estimated remaining base rent obligation	\$539,571
Estimated remaining triple net charge obligation	\$80,936
Lease termination fee	\$100,000
Reserve Amount	\$369,130
(per Frank Kuelinger on 2/14/03)	
Commission/admin fee	\$28,390
Total Est Net Savings	\$490,617
Est P&L Effect	\$239,240 Gain

Subject location is a former ABCO that is being operated by Garrett's IGA. This transaction will include the termination of both the lease and sublease for a total consideration of \$100,000. Fleming is currently subsidizing rent in the amount of \$104,000 annually. The termination of the sublease will alleviate an estimated \$300,000 rent subsidy over the remaining term. The FF&E is owned by the subtenant. Based upon conversations with accounting, terminating the lease will provide the Phoenix PSC/Fleming with a P&L gain of approximately \$239,240. PRI recommends the above transaction. Please advise.

Tuesday, March 18, 2003

Progressive Realty, Inc
Attn Charles Hall
P O Box 299013
Lewisville, TX 75029

WCM Investment Company, Inc.
Invoice

Location Okla City, OK (OK-247)

Transaction Warehouse Annex Lease Termination

Commission 75% of Pro Realty Commission (\$5,593 00) \$4,194 75

Total amount due upon receipt: \$4,194.75

Tax ID # 73-1396697

Approved for payment



Charles Hall



Date

Please remit to.
5412 Neola Dr.
Dallas, Tx. 75209

FROM PROGRESSIVE REALTY INC

FAX NO 4058423636

Mar 18 2003 10 56AM P1/4



Progressive Realty, Inc.

6440 Avondale Drive, Suite 206
Oklahoma City, OK 73116
Telephone 405-858-6958
Facsimile 405-842-3636

March 17, 2003

Fleming Companies, Inc
Attention Charles L. Hall
1945 Lakepointe Drive
Lewisville, TX 75057

Progressive Realty, Inc. Invoice

Location	801 NE Memorial Rd (OKC Annex facility) Oklahoma City OK (OK-247)		
Transaction	Lease termination		
Commission	4% of Base Rent/Tax savings		\$5,593 00
	Progressive Realty,	\$5,593 00	
Total amount due upon receipt:			\$5,593.00

Approved for payment



Charles L. Hall, Senior Vice President

Date

3/18/03

FROM PROGRESSIVE REALTY INC

FAX NO 4058423636

Mar 18 2003 10 57AM P2/4



Progressive Realty Inc

Memorandum
February 26, 2003

To Chuck Hall

Copy to Danny Apodaca
Carlos Hernandez
Kent Ferren
Brian Lake
Bill Mee
Darren McCleve
William Merrigan
Jerry Rebel
Nathan Sheldon
Dave Stegmann

From Greg Downs

Subject Termination opportunity - Operating Lease
801 NE Memorial Rd.
Oklahoma City, OK (OK-247)

Quick View

Total Est. Liability	\$ 747,814
Total Est. Cost	\$ 457,593
*Termination Fee. \$ 450,000	
Commission \$ 5,593	
Est Legal Fees \$ 2,000	
Estimated Net Savings.	\$ 290,221
Reserve 2/28/03	\$ 869,000
Total Cost	\$ 457,593
Reserve Gain	\$ 411,407

Chuck We have an opportunity to terminate the subject lease (OK-247) under the following terms and conditions

Original Lease Termination Date	July 31, 2004
Proposed Lease Termination Date	March 31, 2003
Estimated remaining base rent & tax obligation	\$589,814
Estimated remaining net charge obligation (includes \$1.00psf surrender cost)	\$158,000
Estimated total remaining lease obligation	\$747,814
Estimated PV of remaining total obligation @6.5%	\$697,385
Lease termination fee	\$450,000 (65% of PV)
Reserve Amount as of Feb 28, 2003	\$869,000
FF&E	Will be removed by Fleming prior to termination
Base Rent and Tax Savings	\$139,814
Total Savings (including net charges & surrender charge)	\$297,814
Commission	4% of Base Rent & Tax Savings

The subject location was leased by Fleming in 1995 and was used primarily for overflow storage for the OKC Division. The lease originally expired in 2001 but was extended at that time for three (3) years. The building has been vacant since the third quarter of 2002.

PRJ recommends the proposed terms. Please advise.