

UNITED STATES BANKRUPTCY COURT

PROOF OF CLAIM

DISTRICT OF DELAWARE

PROOF OF CLAIM

In re (Name of Debtor)

FLEMING COMPANIES INC

CHAPTER

11

Case Number

03-10945(MFW)

NOTE: This form 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.

Name of Creditor (The person or other entity to whom the debtor owes money or property)

J DENNIS SEMLER
TULSA COUNTY TREASURER

- 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.
Check box if you have never received any notices from the bankruptcy court in this case.
Check box if the address differs from from the address on the envelope sent to you by the court.

REC'D JUN 12 2003

THIS SPACE IS FOR COURT USE ONLY

Name and Addresses Where Notices Should be Sent

J DENNIS SEMLER
Tulsa County Treasurer
500 S Denver
Tulsa, OK 74103

Telephone No 918-596-5082

Account or other number by which creditor identifies debtor

00000-50-00-01340

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

1 BASIS FOR CLAIM Ad Valorem taxes

X Taxes
2002 BUSINESS PERSONAL TAX

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
Wages, salaries, and compensations (fill out below)
Your social security number

Unpaid compensations for services performed from to (date) (date)

2. DATE DEBT WAS INCURRED 11/1/02

3 IF COURT JUDGEMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 137,969.80

If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges

5 SECURED CLAIM \$137,969.80

Check this box if your claim is secured by collateral (including a right of setoff)

Brief Description of Collateral

- Real Estate Motor Vehicle
Other

Value of Collateral \$

Amount of arrearage and other charges at time case filed included in secured claim, if any \$

6 UNSECURED PRIORITY CLAIM \$0.00

Check this box if you have an unsecured priority claim

Specify the priority of the claim Amount entitled to priority \$

- Wages salaries or commissions (up to \$4,650) earned within 90 days before filing of bankruptcy petition or cessation of the debtor's business whichever business which ever 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)(8)
Other- Specify applicable paragraph of 11 U.S.C. § 507(a)()

*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8 Supporting Documents Attach copies of supporting documents, such as promissory notes, purchase orders invoices, itemized statements of running accounts contracts, court judgments, mortgages security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain if the documents are voluminous, attach a summary

9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped, self-addressed envelope copy of this proof of claim

Date 30-May-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)

Judy Blickenfelder, Deputy

THIS SPACE IS FOR COURT USE ONLY

Vertical stamp: RECEIVED JUN 12 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

Fleming Companies Claim



00911

Pgm ID TR2101 TRBM Tulsa County Treasurer Date 05/28/03
Map.ID TR2101M2 TOTAL FOR A PARCEL & TOTAL FOR EACH TAX RECORD Time 11.56.17
Interest Thru Date. 06 /15/2003
Enter Parcel #: 00000 50 00 01340 Print-All· Paid-By:

Seq	Tax-Roll-Item	Tax-Bal-Due	Interest	Fees	Tot-Per-Item	Flag	Num
1	02-04-2707160-001-1	128,344 00	9,625 80		137,969 80		

Sub Totals: 128,344.00 9,625.80 137,969.80

Total Due For A = 137,969 80

Clear/PF2 Prev-Scen PF5 Refresh PF7 Page back PF8 PageForwd

TR2106 TRCJ
1 * MORE C RECORD
Parcel 00000 50 00 01340
Tax Roll. 02 04 2707160

Tulsa County Treasurer Tax Roll
2002 BUSINESS PERSONAL TAX

05/30/03 08 28 20
Record Displayed
00000-50-00-01340
02-04-2707160-001-1

ALBERTSONS INC NO 8225
TULSA DISTRIBUTION CENTER
C/O MARVIN F POER & CO
P O BOX 802206
DALLAS TX 75380-2206

Gross Assessed 1,067,402
Exemption - 0
Net Assessed = 1,067,402
T-1A TaxRate x 120.24
Tax Amount = 128,344.00
Fees/Cost + 0 00
Balance Due = 128,344 00
Delinquent Tax 0.00

C/CURR RECORD

Trn Action Tax Interest Fees Ref-No Notation

PF2= Menu PF4= Curr & History, PF5= RPS, PF7= PageBack PF10= Mortgage Pay

**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 September 1, 2005, document(s) were appended to Claim Numbers **911 and 15562** for the following reason(s)

- Stipulation and Settlement Agreement
- New Supporting Documents
- Change of Address Request dated ###
- Proof of payment dated 7/10/05
- Other Docket Number ###

Fleming Companies, Inc - Estate

34225

REFERENCE NO / DESCRIPTION	INVOICE DATE	INVOICE AMOUNT	DISCOUNT TAKEN	AMOUNT PAID
Account Payables - CAP				453,468 01
CHECK DATE	CHECK NUMBER	PAYEE	DISCOUNTS TAKEN	CHECK AMOUNT
6/10/05	34225	OK TULSA COUNTY TREASURER		\$453,468 01

THE BACKGROUND OF THIS DOCUMENT IS PRINTED IN COLORED INK

Fleming Companies, Inc - Estate

Phone 405 811 5759
 5701 North Shoreline
 Oklahoma City, OK 73115

JI Mc Jan 2 1992 Barry
 New York Controlled Disbursements

34225

CHECK #	DATE	AMOUNT
34225	Jun 10, 2005	*****\$453,468 01

Four Hundred Fifty-Three Thousand Four Hundred Sixty-Eight and 01/100 Dollars

PAY TO THE ORDER OF

OK TULSA COUNTY TREASURER
 TULSA COUNTY TREASURER
 500 S DENVER
 TULSA OK 74103

Payment for C.A.M 911 & 15562

⑈0034225⑈ ⑆021000021⑆ ⑈904047075⑈

Updated/Revised Claim For
Tulsa County Treasurer
 Sandy Cedar
 500 S Denver
 Tulsa OK 74103

Contact
 Sandy Cedar
 (918) 596 5055
 trbkcy_l@tulsacounty.org

Proofs of Claim
 911 6/12/03
 15562 12/23/03

		Secured/Priority Portion of Tax Claim							Memo/Notes
		memo	+	+	+	+	=		
Claim Number	Parcel or Account	Base Claim Total	Tax Due	Interest @ 18 0% to 08/23/04	Penalties	Total Secured/Priority Due	Interest @ 5 0% Through 06/10/05 a	Total Priority Tax Payable	
911	00000 50-00-01340	137 969 80	128 344 00	38 039 05	-	166 383 05	6 632 53	173 015 58	2002 PP Tax due 12/31/02 2003 PP Tax due 12/31/03
15562	00000 50-30 03424	485,770 00	485,770 00	56,535 64	6 75	542,312 39	21,618 21	563,930 60	
		623 739 80	614 114 00	94 574 69	6 75	708 695 44	28 250 74	\$ 736,946 18	

Recap by claim

911	137 969 80	128 344 00	38 039 05	-	166 383 05	6 632 53	173 015 58
15562	485,770 00	485,770 00	56,535 64	6 75	542,312 39	21,618 21	563,930 60
	623 739 80	614 114 00	94 574 69	6 75	708 695 44	28 250 74	736 946 18

Payment Option A Accelerated Payment

Total Due 4/21/05	736 946 18
less 5% discount	(44,216 77)
Option A Payable on 06/10/05	692,729 41

Payment Option B - Installments

Due	Paid	Quarterly Claim Amount Due	Quarterly Total Payment Interest	
12/31/2004	4/21/2005	141 739 09	-	141 739 09
3/31/2005	4/21/2005	141 739 09		141 739 09
6/30/2005	6/30/2005	141 739 09	28 250 74	169 989 83
9/30/2005	9/30/2005	141 739 09	3 572 60	145 311 69
12/31/2005	12/31/2005	141,739 08	1,786 30	143,525 39
		708,695 44	33,609 64	742,305 08

Option B Payable on 06/10/05 453,468 01

Interest to be paid at 5% simple interest on total outstanding ' Secured/Priority Due from 8/23/04 until paid in full per court approved plan of reorganization

* Tulsa County Treasurer accepts these payments as full and final settlement for all property tax claims against PCT as Post Confirmation Trust of Fleming Companies, Inc and related debtors in the Chapter 11 Bankruptcy filed in the U S District Court of Delaware case 03 10945

Copy



TIM HARRIS
TULSA COUNTY DISTRICT ATTORNEY
TULSA COUNTY COURTHOUSE
500 S DENVER AVE., SUITE 900
TULSA OKLAHOMA 74103-3832
(918) 596-4805
FAX (918) 596-4830

June 3, 2005

Barbara Hall
Fleming Companies Estate
15150 Preston Road, Suite 240
Dallas, TX 75248

Re Fleming Bankruptcy Claims

Dear Ms Hall

This office is in receipt of your communication by e-mail dated June 1, 2005 in reference to Tulsa County property tax claims 911 and 15562 This communication expressed offers described as Option A, Payable on 06/10/05 for \$692,729 41 and Option B, Payable on 06/10/05 as Installments with \$453,468 01 payable on 06/10/2005 with balance of payments when due,(\$145,311 69 due 09/30/2005 and \$143,525 39 due 12/31/2005) for a total to be paid of \$742,305 08

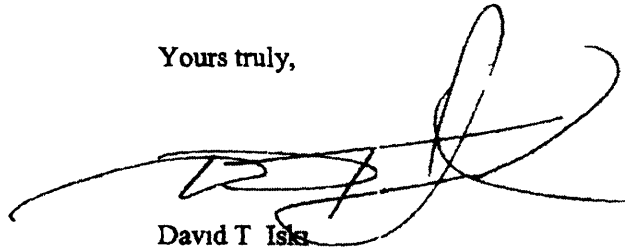
The Tulsa County Treasurer has elected to accept your offer of Option B Installments With the communication of this acceptance to you, the Tulsa County Treasurer will anticipate \$453,468 01 payable on 06/10/2005 Thereafter, we will

anticipate \$145,311 69 due 09/30/2005 and \$143,525 39 due 12/31/2005 for a total of all payments to be paid of \$742,305 08

Please send the payments to

Dennis Semler, Tulsa County Treasurer
Attn Bankruptcy Department
500 S Denver Ave , Rm 323
Tulsa, OK 74103

Yours truly,

A handwritten signature in black ink, appearing to read "David T. Isla", with a large, stylized flourish extending to the left.

David T Isla
Assistant District Attorney
For Dennis Semler, Tulsa County Treasurer

**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 January 17, 2006, document(s) were appended to Claim Numbers **911 and 15562** for the following reason(s)

- Stipulation and Settlement Order
- Proof of Payment
- Change of Address Update
- Notice of Withdrawal
- Other Docket Number 12416 filed 1/10/06

IN THE UNITED STATES BANKRUPTCY COURT
FOR
THE DISTRICT OF DELAWARE

F-1-12
2006 JAN 10 AM 11 48

J. Dennis Semler
DISTRICT CLERK
COURT OF DELAWARE

In re: Fleming Companies, Inc., et al.,

Debtors.

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Case No. 03-10945 (MJW)
(Jointly Administered)

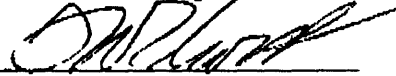
Chapter 11

NOTICE OF
WITHDRAWAL OF PROOF OF CLAIM

PLEASE TAKE NOTICE that the undersigned creditor in the above referenced case withdraws the proof of claim number 911 filed on June 6, 2003 in the amount of \$137,969 80 and claim number 15562 filed on December 23, 2005 in the amount of \$485,770 00 for business personal taxes

Respectfully submitted,

Gordon W Edwards, Attorney at Law, P C
A Professional Corporation



Gordon W Edwards, OBA #2636
2919 West F Street
Jenks, OK 74037
918-346-0229
gwedwardsattorney@sbcglobal.net

Attorney for
J Dennis Semler,
Tulsa County Treasurer

Docket # 12416

CERTIFICATE OF MAILING

I hereby certify that on the 5th day of January 2006, I mailed a true and correct copy of the foregoing withdrawal to

District of Delaware
United States Bankruptcy Court
824 Market St 5th Floor
Wilmington, DE 19801

KIRKLAND & ELLIS LLP
James H M. Sprayregen, P.C
777 South Figueroa Street
Los Angeles, CA 90017

---and---

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
WEINTRAUB P.C.
Scotta E McFarland
919 North Market Street, 16th Floor
PO Box 8705
Wilmington, Delaware 19899-8705



Gordon W Edwards, OBA #2636