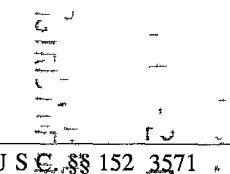
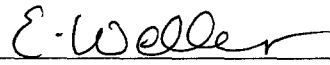


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM (Secured)		ORIGINAL REC'D JUN 05 2003 court use only
In Re FLEMING COMPANIES, INC		Case Number 03-10945 Chapter 11		
Name of Creditor ROCKWALL CAD		<input type="checkbox"/> Check if you are aware that anyone else has filed a proof of claim relating to your claim <input type="checkbox"/> Check if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check if the address differs from the address on the envelope sent to you by the court		
Name/Address Where Notices Should Be Sent Elizabeth Weller LINEBARGER GOGGAN BLAIR & SAMPSON, LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201 Telephone No (214)880-0089 Facsimile (214)253-2558 Email dallas_bankruptcy@publicans.com				
Number by which creditor identifies debtor See Attached Exhibits		This claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated <input type="text"/> <input type="checkbox"/> supplements		
1 BASIS FOR CLAIM		AD VALOREM TAXES		
2 DATE DEBT WAS INCURRED		January 1 of each tax year, pursuant to Sections 32 01 and 32 07 of the Texas Property Tax Code		
3 CLASSIFICATION OF CLAIM		Secured claim to extent of collateral value Unsecured Priority claim [11 U S C 507 (a)(8)] to extent of any shortfall in collateral value and for personal liability Secured by Tax Lien §§ 32 01 and 32 05 of the Texas Property Tax Code		
4 TOTAL AMOUNTS OF CLAIM		$ \begin{array}{r} \$ \quad 000 \quad + \quad \$ 31,123 \ 18 \quad + \quad \$ \quad 000 \quad = \quad \$ \quad 31,123 \ 18 \\ \text{(Unsecured)} \quad \quad \quad \text{(Secured)} \quad \quad \quad \text{(Priority)} \quad \quad \quad \text{(Total)} \end{array} $		
Plus interest accruing at 12% per annum pursuant to Texas Property Tax Code §33 01 as allowed under 11 U S C §506(b)				
Make checks payable to Mail payments to		ROCKWALL CAD 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201		
5 CREDITS AND SETOFFS		The amount of the 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		
6 SUPPORTING DOCUMENTS		Attached		court use only 
DATE MAY 20, 2003				
		 Elizabeth Weller TX Bar I D 00785514		
Penalty for presenting fraudulent claim Fine up to \$500,000 or imprisonment up to 5 years, or both 18 U S C §§ 152 3571				



ROCKWALL CENTRAL APPRAISAL DISTRICT
 341 JUSTIN ROAD
 ROCKWALL, TX 75087
 (972)771-2034 IR (972)635-9351

STATEMENT OF ACCOUNT

This is a statement of taxes paid & due as of
 30 APR 2003 based upon the tax records of the
 Rockwall County Appraisal District

Operator INQ

This document is not a tax certificate and does not absolve a taxpayer from tax liability in any way. Should this document be found to be in error it may be corrected by the collection office. Responsibility to pay taxes remains with the taxpayer as outlined in the Texas Property Tax Code.

RAINBOW FOODS #8953 (81787)
 6525 N MERIDIAN
 OKLAHOMA CITY, OK 73116

P46681 (7500-0000-2335-RW-0R)				VALUES		
(STATUS BANKRUPTCY)	BUSINESS	PERSONAL	PROPERTY	INV/F&F		
SITUS	8800 LAKEVIEW	PKWY			Land Ag Mkt	0
ENTS DESCRIPTION		EXEMPTIONS	TAXABLE		Land Ag Use	0
GRW UNKNOWN ENTITY			1,694,055		Land HS	0
SRW ROCKWALL ISD			1,694,055		Land NHS	0
CRT UNKNOWN ENTITY			1,694,055		Imp HS	0
					Imp NHS	1,694,055
					Assessed	1,694,055
					- HSCapAdj	0

PAID BILLS SUMMARY

BILL ID	BASE TAX	DISC P&I	ATT FEE PD	DATE PD	AMOUNT PAID
SRW.98 22403	33,529 65	0 00	0 00	01/31/99	33,529 65
SRW.99 22953.1	28,852 77	0 00	0.00	01/26/00	28,852 77
SRW 00 23738	29,892 02	0 00	0 00	01/31/01	29,892 02
SRW 01 25853	35,196 64	0 00	0 00	01/31/02	35,196 64
SRW 02 28396	31,123 18	0 00	0.00	01/31/03	31,123 18
Total Paid on Paid Bills					\$158,594 26

UNPAID BILLS SUMMARY

BILL ID	RATE	TAX DUE	PEN & INT	ATT FEE	AMOUNT DUE
Total Due on Unpaid Bills					\$0 00
Total Due for Property "P46681" if Paid Before 5/01/2003					\$0 00

Estimated taxes for year 2003 are \$ 31,123 18.
 Actual tax amounts will be determined at a later date pursuant to Texas law.