FORM B10 (Official Form 10) (4/01)

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor: FLEMING COMPANIES

Case Number: 03-10945

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)
USF HOGISTICS

Name and address where notices should be sent
USF HOGISTICS
a122 YORK RD STE 3000
OAK BROOK, IL 60521
Telephone number 630-754-3000

☐ 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 the address on the envelope sent to you by the court

REC'D JUL 0 3 2003

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor
FLL01 FLR01
FLN01

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

1 Basis for Claim

☐ Goods sold
☒ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other _____

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages, salaries, and compensation (fill out below)
Your SS # _____ _____ _____
Unpaid compensation for services performed
from _____ (date) to _____ (date)

2 Date debt was incurred

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed $ 2,451,177.47
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
☐ 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
☐ Check this box if you have an unsecured priority claim
Amount entitled to priority $_____
Specify the priority of the claim
☐ Wages salaries or commissions (up to $4 650) * earned within 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)
☐ Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)
☐ Taxes or penalties owed to 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 and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY

Date: 6/12/03

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)
Christopher H Reed VP, Finance

Penalty for presenting fraudulent claim Fine of up to $500,000 or imprisonment for up to 5 years or both

Fleming Companies Claim
01373

APLY TO NUMBER	CURREN CODE	TRX TYPE	AGING DATE	DOCUMENT NUMBER	APPLY DATE	DOCUMENT DATE	UNDER 30 DAY	31 0 DAYS	61 90 DAYS	91 1 0 DAYS	121 180 DAY	OVER 181 DAY
C tome	FLL01 FLEMING COMPANIES LUBBOCK FLEMING COMPANIES LUBBOCK LUBBOCK TEXAS				C tact Ph ( ) E t			Att ti Ph ( ) E t			S Acti	
375B	USD	ATF INV CRMEMO	07/18/ 001 3 5B 0 18/ 001 CRM000 8		07/ 8/ 001 08/20/ 002	07/18/ 001 08/20/2002						$ 8 00 ($563 001
		Sub T t l				$99 00	$0 00	$0 00	$0 00	$0 00	$0 00	$99 00
514	USD	ATF INV CASH RCT CASH RCT CASH RCT	01/2 / 002 514 01/22/ 00 874705301 01/ 2/ 002 05 012399 01/ 2/200 874 05462		01/ 5/2002 0 /25/2002 02/25/2002 03/08/2002	01/22/ 002 02/19/200 0 /18/2002 03/05/ 002						$33 00 ($33 00) ($33 00) ($33 00)
		Sub T t l				($66 00)	$0 00	$0 00	$0 00	$0 00	$0 00	($6 00)
517	USD	ATF INV CASH RCT CASH RCT	01/28/ 002 517 01/28/2002 874705342 4 01/ 6 00 0501 477		01/ 6/ 00 02/26/ 00 03/04/ 00	01/ 8/200 0 / / 002 02/ 5/200						$33 00 ($33 00) ($33 00)
		Sub T t l				($33 00)	0 00	$0 00	$0 00	$0 00	0 00	($33 00)
5 50000050	USD	ATF INV CASH RCT NSF	03/01/2003 5 50000050 3 01/ 003 235 0636 03/01/ 003 357063		03/01/ 003 03/ 8/ 003 04 05/2003	03/01/2003 03/24/2003 03/01/2003				$136 918 1 ($13 918 71) $136 918		
		Sub T t l				136 918 71	$0 00	$0 00	$0 00	$ 3 918 1	$0 0	$0 00
5250000055	USD	ATF INV CASH R T NSF	03/15/ 003 5 50000055 03/15/2003 2357 871 03/15/2003 2 57 871		03/25/2003 03/28/2003 04/05/ 003	03/15/2003 03/26/2003 03/15/2003			$141 146 09 ($141 14 0) $141 146 09			
		Sub T t l				$141 146 09	$0 00	$0 00	$141 146 09	$0 00	$0 00	$0 00
5 50000057	USD	ATF INV	03/ 2/2003 525 000057		03/31/2003	03/2 / 003			$12 599 68			
		Sub T t l				$1 7 599 68	$0 00	$0 00	$1 599 68	$0 00	$0 00	0 00
525000 062	USD	ATF INV	03/29/2003 5 500000		04/03/ 003	03/29/2003			$1 7 138 93			
		Sub-T 1				$1 7 138 93	$0 00	$0 00	$127 138 93	$0 00	$0 00	$0 00
52 0000064	USD	ATF INV	03/31/ 003 5 50 000 4		04/05/2003	03/31/ 003			$45 1 7 04			
		Sub-T t l				$45 137 04	$0 00	$0 00	$45 3 04	$0 00	$0 00	$0 00
52	USD	ATF INV CASH RCT CASH RCT	02/19/ 00 5 6 02/19/ 00 8 4 055 81 02/19/2002 8 4 05821		02/ /2002 03/18/200 04/02/200	02/19/2002 03/1 /200 03/2 / 00						$33 00 ($33 00) $33 00
		Sub T 1				($33 00)	$0 00	0 00	$0 00	0 00	$0 00	($33 00)
532	USD	ATF INV CASH RCT CASH RCT	0 /23/ 002 53 02 23 2002 05 01 62 0 / 3/200 8 47058217		02/23/ 00 03/18/ 00 04/02/ 00	02/ / 002 03/11 2002 03/ 9/2002						$3 00 ($33 00) ($33 00)
		Sub T t l				($33 00)	$0 00	$0 00	$0 00	$0 00	$0 00	($ 3 00)
8 47058964	USD	CASH RCT	04/02/200 8747058964		04/08/2002	04/02/2002						($ 3 00)
		Sub T 1				($33 00)	$0 00	0 00	$0 00	$0 00	$0 00	(33 00)
8 4 0595 1	USD	CASH RCT	04/05/2002 874 059591		04/12/ 00	04/05/ 002						($ 00)
		Sub T 1				($ 2 00)	0 00	$0 00	$0 00	$0 00	$0 00	($2 00)
CRM0002004	USD	ACM	04/ 7/2001 CRM000 004		04/27/ 001	04/27/ 001						($ 1 26)
		Sub T t l				($ 12 26)	$0 00	$0 00	$0 00	$ 00	$0 00	($21 61
L 56 5	USD	ATF INV	11/21 0998 L 5 5		11/ 5 19 8	11/21/0998	$2 91 61					
		Sub T t l				$ 791 61	$2 91 61	$0 00	$0 00	$0 00	$0 00	$0 00
C tom FLL01 Cu cy U D T t l						$580 3 8 80	$ 791 61	$0 00	$441 021 74	$13 918 71	$0 00	($33 26)

APLY TO NUMBER	CURREN CODE	TRX TYPE	AGING DATE	DOCUMENT NUMBER	APPLY DATE	DOCUMENT DATE	UNDER 30 DAY	31 0 DAYS	61 90 DAYS	91 1 0 DAYS	121 180 DAY	OVER 181 DAY
Cu me	FLN01 FLEMIN COMPANIE NASHVILLE FLEMING OMPANIES NASHVILLE NASHVILLE TN				C t t Ph ne ( ) E t			Att ti Ph ( ) E			t t Act	
35 0782	USD	CASH RCT CASH RCT CASH RCT	11/06/200 3 0782 11/06/2002 35 0 92 11/06/2002 235 0 82		11/12/2002 1/1 /2002 2/04/2002	11/08/ 002 11/08/2002 11/08/2002						($16 044 13) $166 983 32 $60 80
		Sub T t l				(0 01)	$0 00	$0 00	$0 00	$0 00	$0 00	($0 01)
5800000099	USD	AIF INV CASH RCT NSF	03/15/200 5800000099 03/15/200 35 28 2 03/15/2003 2357 872		03/25/2003 03 31/2003 04 04/2003	03/15/2003 03/ 6/2003 03/15/2003			$ 53 284 47 ($253 84 47) $25 284 47			
		Sub T t l				$253 84 47	$0 00	$0 00	$253 284 47	$0 00	$0 00	$0 00
5800000100	USD	ATF INV	03 22/2003 5800000100		03/31/ 003	03/ 2/2003			$ 34 817 75			
		Sub T-T l				$234 817 5	0 00	$0 00	$ 34 817 75	0 00	$0 00	$0 00
5800000125	USD	ATF INV	03/29 2003 5800000125		04/0 /2003	03/29/2003			$23 165 44			
		Sub T t l				$ 37 165 44	$0 00	$0 00	$237 165 44	$0 00	$0 00	$0 00
5800000183	USD	ATF INV	03/31 2003 5803000183		04 05/2003	03/31/2003			$43 331 45			
		Sub T 1				43 331 45	$0 00	$0 00	$43 331 45	$0 00	$0 00	$0 00
N0 3002	USD	ATF INV	07/30 002 N02 3002		07/27 2002	07/ 0 2002						$1 070 00
		Sub T t l				1 070 00	$0 00	$0 00	$0 00	$0 00	0 00	$1 070 00
N04 02	USD	ATF INV CASH R T	01/ 6/ 002 N04 02 01/ 6/ 00 2 440 58		01/26/2002 0 / 5 2002	01/26/2002 02/ 1/2002						$ 088 69 ($56 142 87)
		Sub T t l				$2 945 8	$0 00	$0 00	0 00	$0 00	$0 00	$ 45 82
C t m FLN01 C y USD T t l						$ 72 614 9	$0 0	$0 0	$768 5 9 11	$0 00	$0 00	$4 015 81

APLY TO NUMBER	CURREN CODE	TRX TYPE	AGING DATE	DOCUMENT NUMBER	APPLY DATE	DOCUMENT DATE	UNDER 30 DAY	31 0 DAYS	61 90 DAYS	91 1 0 DAYS	121 180 DAY	OVER 181 DAY
C me	FLR01 FLEMI IG ROMEOVILLE FLEMIN ROMEOVILL ROMEOVILLE I				C t Ph ( ) E t			Att t Ph) E			S A i	
012403	USD	ATF INV	01 24/ 000 012403		0 /01/2003	01/ 4/ 000						$6 934 68
		b T t l				6 934 68	$0 00	$0 00	0 00	$0 00	$0 0	$6 934 68
0 383502A	USD	ATF INV CASH RCT	08 31/ 002 0238 5 2A 08 31/200 9040 08 5		9/12 2002 10/03/2002	08/31/ 002 09/30/ 002						$34 873 6 ($15 998 6)
		Sub T t l				$18 8 5 00	$0 00	0 00	$0 00	$0 00	$0 0	$1 875 00
0238353 B	USD	ATF INV	08/ 1/200 0 38350 B		0 /12/2002	08/31/2002						$3 5 00
		Sub T t l				325 00	$0 00	$0 00	$0 00	0 0	$0 00	$325 00
020000005	USD	ATF INV CASH RCT	02/03/2003 5020 0003 0 03/2003 90406 14		0 /01/2003 02 18/ 003	02/03/2003 02/1 /2003					$ 6 630 10 ($70 145 12)	
		Sub T t				$6 484 98	0 00	$0 00	$0 00	$0 00	$ 484 8	$0 00
0 0000006	U D	ATF INV	0 /03/2003 502000 006		0 /0 /2003	03/0 / 003				$650		
		Sub T-T t l				6 0 3	$0 00	0 00	$0 00	$650 3	$0 00	0 00
6840	USD	CASH RCT CASH RCT	0 10/200 6840 09/10/ 001 6840		08/ 0/2001 08/ 0/2001	09/1 /2 01 09/10/2001						($129 860 6) $129 8 0 96

Begi g C me Code f110
Begi i g C tome d LN01
Begi i g C tome C de FLR01
B g i g C tome C d flw01

E d g C me C de 1101
E di g C me C d FLN01
E di g C me C d f1 01
E d g C me C de flw01

APPLY TO NUMBER	CURRENCY CODE	TRY TYPE	AGIN DATE	DOCUMENT NUMBER	APPLY DATE	DOCUMENT DATE	UNDER 30 DAYS	31 Q DAYS	61 90 DAYS	91 120 DAf	1 1 80 DAY	OVER 181 DAY
C t me FLR01 FLEMING ROMEOVILLE C ti d												
8402	USD	CASH RCT	09/10/ 00 6840		10/ 5/ 00	09/10/2001						[12 8 0 96]
		CASH RCT	09/10/2001 40		10/15 2002	09/10/ 001						$1 8 037 00
		S b T 1				($1 823 96)	$0 00	$0 00	$0 00	$0 0	$0 00	($1 8 3 96)
C t me FLR01 C y USD T t l						$31 44 0	$0 00	$0 00	$0 00	$ 50 37	$6 484 98	$24 310 72
C t me FLW01 FLEMING WAR AW FLEMING WAR AW					C ct Ph ( ) E			Att Ph ( ) E t			S A	
01 301	USD	ATF INV	01/23/2001 01 301		0 /05/2001	01/ 3/2001						$8 932 12
		Sub T 1				$8 93 1	$0 00	$0 00	$0 00	$0 00	$0 00	$8 93 1
013001	USD	ATF INV	01/30/2001 013001		0 /05/2001	01/30/ 001						$6 4 9 40
		S b T 1				$ 4 9 40	$0 00	0 00	$0 00	$0 00	$0 00	$6 42 40
07180	USD	ATF NV	0 /16/ 002 0718		0 /19 00	0 /18/ 002						$ 000 00
		S b T t 1				$6 000 00	$0 00	$0 00	$0 00	$0 00	$0 00	000 00
3 0302	USD	ATF INV	01/19/200 2360302		01/24/200	01 19/2002						$85 161 82
		CASH RCT	01/19/2002 04046104		01/30/ 00	0 /07/2002						[$85 161 85]
		Sub T 1				($0 03)	$0 00	$0 00	$0 00	$0 00	$0 00	($0 03)
2360402K	USD	ATF INV	01/ 6/200 2360402K		01/26/200	01/26/ 00						$95 066
		CASH RCT	01/26/2002 23459223		04/2//20	04/19/2002						($81 388 48)
		S b-T 1				$13 677 79	$0 00	$0 0	$0 0	$0 00	$0 00	$13 6 9
36050 F	USD	ATF INV	02/02/ D02 2360502F		02/18/200	0 / / 002						$83 05 3
		CA.H RCT	0 /02/2002 04 0464 5		0 / 2/2002	02 19/ 00						($83 65 9
		Sub-T t 1				($60 00)	$0 00	$0 00	$0 00	$0 00	$0 00	($60 00)
236340 F	USD	ATF INV	08/24/200 23 3402F		08/ 4/ 002	08/ 4/2002						$90 136 08
		CA.H RCT	08/24/2002 25 16404		09/18/ 002	09/10/ 002						($89 791 68)
		S b-T t 1				$344 40	0 00	$0 00	$0 00	0 00	$0 00	$344 40
2365002	USD	ATF INV	1 /19/ 000 236 002		12/ 1/20 0	12/19/2000						$6 909 15
		S b-T t 1				$6 0 15	$0 00	$0 00	$0 00	$0 00	$0 00	$6 909 15
5700000009K	USD	ATF INV	03/08/ 003 5700000009K		03/14 003	03/08/2003				$125 564 98		
		S b T t 1				$1 5 5 4 8	$0 00	$0 00	$0 00	$12 564 98	$0 00	$0 00
5700000010	USD	ATF INV	03/15/ 003 5700000010		03/25/2003	03/15/2003			$130 697 46			
		S b T t 1				1 0 697 46	$0 00	$0 00	$ 0 7 46	$0 0	$0 00	$0 00
700000011	USD	ATF INV	03/22/ 003 5700000011		03/31/2003	03/ 2/2003			$124 060 92			
		b T t 1				124 060 92	$0 00	$0 00	$124 060 9	$0 00	$0 00	$0 00
5 0000012	USD	A F INV	03/29/2003 570000001		4/03/2003	03/29/ 003			$120 45 4			
		b-T t 1				$1 0 45 4	$0 00	$0 00	$1 0 945 4	$0 00	$0 00	$0 00
5 0000001 K	USD	ATF INV	03/29 003 5 0000001 K		04/03/2003	03/ 9/2003			$ 2 1			
		b 1				$ 2 21	$ 00	$0 00	$22 1	$0	$0 00	$0 00
5 00000013	USD	ATF INV	03/31/2003 5 0000001		04/05/2003	03/31/20 3			$23 19 00			
		b 1				$23 1 2 00	$0 00	0 0	$23 19 00	$0 00	$0 00	0 00
C ome FLW01 C y USD T t l						$566 715 6	$0 0	$0 00	$398 18 05	$125 564 98	$0 00	42 232 83
REPO T TOTALS						$1 51 175 65	2 791 61	$0 00	$1 608 5 0 90	$263 134 0	6 484 98	$70 226 10

T t l umbe f ma li d 4

PROMISSORY NOTE

$500,001 82 May 23, 2002

FOR VALUE RECEIVED, the undersigned ("Fleming") promises to pay to the order of USF LOGISTICS, INC ("USF") at 3880 Salem Lake Drive, Long Grove, Illinois 60047, or at such other place as may be designated from time to time by USF, the amount of FIVE HUNDRED THOUSAND ONE and 82/100 DOLLARS ($500,001 82), with no interest thereon

Payment Terms

This Note shall be payable in one (1) single payment of the above amount on or before the earlier of (i) October 17, 2003 or (ii) the effective date that Kmart Corporation emerges from bankruptcy Fleming may, at any time, and from time to time, prepay the balance of this Note in whole or in part without premium or penalty Any partial prepayment shall not postpone the due date set forth above

This Note is issued by Fleming and accepted by USF pursuant to a transaction negotiated, consummated, and to be performed in the State of Texas, as memorialized in a letter agreement between the parties dated May 16, 2002, and this Note is to be governed by and construed according to the domestic laws of the State of Texas without giving effect to conflict of law provisions (whether of the State of Texas or any other jurisdiction) that would cause the application of the law of any other jurisdiction

IN WITNESS WHEREOF, the undersigned has duly executed this Note, this 17 day of June, 2002

FLEMING COMPANIES, INC
1945 Lakepointe Drive
Lewisville, Texas 75057

By William A. Mangum
Its SR VP Logistics