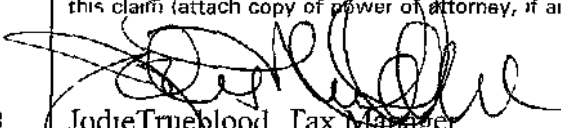



|   |   |   |
|---|---|---|
| <b>United States Bankruptcy Court for the District of Delaware</b>  |   | Ch 7 ___ Ch 13 ___ <u>Ch 11</u><br><b>PLEASE CHECK CHAPTER</b>  |
| Name of Debtor <b>Fleming Companies Inc</b>   |   | Case Number<br>03-10945   |
| <b>NOTE</b> This form should not be used to make 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.   |   | <b>PROOF OF CLAIM</b><br>(Cases Filed 4/1/98 & After)   |
| Name of Creditor (The person or other entity to whom the debtor owes money or property)<br><br><b>DEPARTMENT OF FINANCE CITY OF TACOMA</b>  |   | <b>REC'D JUL 03 2003</b><br><br>This space for court use only   |
| Name and Address Where Notices Should be Sent<br><b>TAX &amp; LICENSE DIVISION<br/>733 MARKET STREET ROOM 21<br/>TACOMA WA 98402 3779</b>   |   |   |
| Telephone No (253) 591-5252   |   |   |
| Account or other number by which creditor identifies debtor<br><b>T-94865 LEID # 278457</b>   |   |   |
| <b>1 BASIS FOR CLAIM</b><br><input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed<br><input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death<br><input checked="" type="checkbox"/> Taxes <input type="checkbox"/> Other  |   | <input type="checkbox"/> 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.<br><input type="checkbox"/> Check box if you have never received any notice from the bankruptcy court in this case.<br><input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.  |
| <b>2 DATE DEBT WAS INCURRED 01/01/03 thru 03/31/03</b>  |   | <b>3 IF COURT JUDGMENT, DATE OBTAINED</b><br><input type="checkbox"/> amends <input type="checkbox"/> replaces a previously filed claim dated _____   |
| <b>4 Total Amount of Claim at Time Case Filed</b> \$ <u>846.07</u><br>If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below.<br><input type="checkbox"/> 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.  |   |   |
| <b>5 Secured claim</b><br><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).<br>Brief Description of Collateral:<br><input type="checkbox"/> Real Estate<br><input type="checkbox"/> Motor Vehicle<br><input type="checkbox"/> Other<br><br>Value of collateral \$ _____<br><br>Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____   |   | <b>6 Unsecured Priority Claim</b><br><input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim.<br>Amount entitled to priority \$ <u>846.07</u><br>Specify the priority of the claim:<br><input type="checkbox"/> Wages, salaries, or commissions (up to \$4300) * 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)<br><input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4)<br><input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use 11 U.S.C. § 507(a)(6)<br><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child-11 U.S.C. § 507(a)(7)<br><input type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8)<br><input type="checkbox"/> Other- Specify applicable paragraph of 11 U.S.C. § 507(a)<br>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. |
| <b>7 CREDITS</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.<br><b>8 SUPPORTING DOCUMENTS</b> 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.<br><b>9 DATE-STAMPED COPY</b> To receive an acknowledgment of the filing of your claim, enclose a stamped self-addressed envelope and copy of the proof of claim. |   | <b>This Space Is for Court Use Only</b>   |
| Date<br>06/20/03  | 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)<br><br>Jodie Trueblood Tax Manager | Fleming Companies Claim<br><br>J1089   |

Bankruptcy

|   |   |   |
|---|---|---|
| CITY OF TACOMA<br>Department of Finance<br>Tax & License Division<br>FIELD AUDITOR'S REPORT |   | Registration<br>T94865  |
| Period of Adjustments<br>Firm Name<br>Business Address<br>Mail Address                      | January 1, 2003 through March 31, 2003<br>Fleming Companies Inc<br>2797 S Orange Av<br>PO Box 26647<br>Oklahoma City OK 73126 | Department<br>Forms<br>Form A X<br>Form C<br>Form D<br>Form B X<br>Original File<br>Miscellaneous |

| Classes        | 1998 | 1999 | 2000 | 2001 | 2002   | TOTAL  |
|----------------|------|------|------|------|--------|--------|
| Service        |      |      |      |      | 799 43 | 799 43 |
| Corrected Tax  |      |      |      |      | 799 43 | 799 43 |
| Reported Tax   |      |      |      |      | 799 43 | 799 43 |
| DEBIT/(CREDIT) |      |      |      |      | 799 43 | 799 43 |

|               |          |   |
|---------------|----------|---|
| Date          | 05/20/03 | Adjustments prepared by Danielle Larson |
| Field Auditor |          |   |

| REMARKS | YEAR                                    | INTEREST RATE | DEBIT    | (CREDIT) | TOTAL  |
|---------|---|---------------|----------|----------|--------|
|         | 1998                                    | SEE SCH I     |          |          |        |
|         | 1999                                    | SEE SCH I     |          |          |        |
|         | 2000                                    | SEE SCH I     |          |          |        |
|         | 2001                                    | SEE SCH I     |          |          |        |
|         | 2002                                    | SEE SCH I     | 799 43   |          | 6 67   |
|         | Total Int Dr(Cr)                        |               | 799 43   |          | 6 67   |
|         | Total Tax (Shown Above) DR/(CR)         |               |          |          | 799 43 |
|         | Total Penalties (See Attached)          |               |          |          | 39 97  |
|         | Total Due City of Tacoma/(Due Taxpayer) |               |          |          | 846 07 |
|         | Extensions                              |               | Dr Noted | Date     |        |
|         | Reviewer                                |               | Cr Noted | Date     |        |
|         | Code                                    |               | Classif  | Hours    |        |

|  | 2003            |             |             |             |                 | Grand           |
|--|-----------------|-------------|-------------|-------------|-----------------|-----------------|
|  | 1st Quarter     | 2nd Quarter | 3rd Quarter | 4th Quarter | Total           | Total           |
| <b>WHOLESALING</b>                                 |                 |             |             |             |                 |                 |
| Gross Per Schedule II                              | \$783,752 00    |             |             |             | \$783,752 00    | \$783 752 00    |
| Deductions   |                 |             |             |             |                 |                 |
| <b>TAXABLE INCOME</b>                              | \$783 752 00    |             |             |             | \$783 752 00    | \$783,752 00    |
| <b>Tax Due</b>                                     | <b>\$799 43</b> |             |             |             | <b>\$799.43</b> | <b>\$799 43</b> |
| Tax Paid   |                 |             |             |             |                 |                 |
| <b>DIFFERENCE</b>                                  | <b>\$799 43</b> |             |             |             | <b>\$799 43</b> | <b>\$799 43</b> |
| <b>MINIMUM TAX PAID</b>                            |                 |             |             |             |                 |                 |
| <b>MINIMUM TAX DUE</b>                             |                 |             |             |             |                 |                 |
| <b>TOTAL TAX DUE/(CR)</b>                          | <b>\$799.43</b> |             |             |             | <b>\$799.43</b> | <b>\$799 43</b> |
| <b>INTEREST</b>                                    |                 |             |             |             |                 |                 |
| Interest Rate                                      | 0 00834         |             |             |             |                 |                 |
| <b>Interest Due</b>                                | <b>\$6 67</b>   |             |             |             | <b>\$6 67</b>   | <b>\$6 67</b>   |
| <b>PENALTY</b>                                     |                 |             |             |             |                 |                 |
| Penalty Rate                                       | 0 05            |             |             |             |                 |                 |
| <b>Minumum Penalty Due</b>                         | <b>\$39 97</b>  |             |             |             | <b>\$39 97</b>  | <b>\$39 97</b>  |
| Penalty Paid                                       |                 |             |             |             |                 |                 |
| <b>DIFFERENCE</b>                                  | <b>\$39 97</b>  |             |             |             | <b>\$39 97</b>  | <b>\$39 97</b>  |
| <b>TOTAL TAX INTEREST AND PENALTY DUE/(CREDIT)</b> | <b>\$846 07</b> |             |             |             | <b>\$846 07</b> | <b>\$846 07</b> |