



UNITED STATES BANKRUPTCY COURT For the District of Delaware PROOF OF CLAIM

In re Fleming Companies Inc Case Number 03-10945

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 Shell Oil Products US (Person or entity debtor owes) Attn Harry B Keller Address Line 1 P O Box 4427 Address Line 2 Address Line 3 City Houston ST ZIP TX 77210-4427

- 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 10 2003

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 363264 Check here if this claim replaces previously filed claim dated. amends

- 1 BASIS FOR CLAIM: Goods sold (checked), 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 to (date).

2 Date Debt incurred (MMDDYY) 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 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) (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 TIME STAMPED COPY To receive an acknowledgment of the filing of your claim enclosed a stamped, self-addressed envelope and copy of this proof of claim.

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Vertical stamp: DISTRICT OF DELAWARE, JUL - 1 2003

Date 7/01/03 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) Harry B Keller

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 3571

Shell Oil Products US Customer Statement

Customer no 363264
 FLEMING COMPANIES INC
 CTP WARSAW DIVISION
 CTP WARSAW DIVISION
 PO BOX 268854
 OKLAHOMA CITY,OK 73126-8854

Remit to
 SHELL OIL PRODUCTS US
 PO BOX 200889
 HOUSTON, TX 77216-0889

Statement Balance as of 04/30/2003

Date	Number	Description	PD	Amount
03/15/2001	2000111964	Lockbox payments	*	4 69
12/16/2002	0091238135	Product Invoice	*	770 40
		Product Invoice		
12/16/2002	0091238134	Product Invoice	*	2352 88
		Product Invoice		
12/16/2002	0091238133	Product Invoice	*	4622 40
		Product Invoice		
12/16/2002	0091238132	Product Invoice	*	2278 94
		Product Invoice		
12/24/2002	0091246236	Product Invoice	*	1848 96
		Product Invoice		
01/30/2003	0091278071	Product Invoice		2773 44
		Product Invoice		
01/30/2003	0091278070	Product Invoice	*	2278 94
		Product Invoice		
03/19/2003	0091337772	Product Invoice		2352 88
		Product Invoice		
03/19/2003	0091337773	Product Invoice		2194 56
		Product Invoice		
03/30/2003	2000225881	Lockbox payments	*	75 60
		Short Payment B321 25 3/30/03		
03/30/2003	2000225881	Lockbox payments	*	17 25
		Short Payment B321 25 3/30/03		
04/03/2003	0000172104	Customer invoice		1021 85
		Bank Return Item		
04/03/2003	1100406677	Accounting document	*	86 44
		Balance from Offset Request after 91341875		
		Total past due		14336 50
		Statement total		22679 23

For questions, please call HARRY KELLER 713-277-3160