

United States Bankruptcy Court
District of Delaware

ADMINISTRATIVE PROOF OF CLAIM

In re (Name of Debtor)

CHAPTER 11

Fleming Companies Inc , et al ,

Case Number 03-10945(MFW)

Name of Creditor
BP Products N A

If name or address information is incorrect please complete

Name and address where notices should be sent

Name of Creditor

Street Address

City/State/Zip Code

BP Products N A
ATTN Eric Q Smith MC 304B1
28100 Torch Pkwy Suite 300
Warrenville, IL 60555

1 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) unsecured nonpriority (2) secured or (3) unsecured priority 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 the time of the filing of the petition initiating this case

ADMINISTRATIVE CLAIM § 320,478 96

" This amount reflects BP's reclamation claim pursuant to section 546(c) of the Bankruptcy Code"

SECURED CLAIM \$ _____

Attach evidence of perfection of security interest
Brief Description of Collateral

- Real Estate
- Motor Vehicle
- Other (Describe briefly)

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 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 of governmental units 11 U S C § 507(a)(8)
- Other Specify applicable paragraph of § 507(a)(1)

*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

3 TOTAL AMOUNT OF CLAIM

\$320,478 96

\$ _____

\$320,478 96

(Administrative)

(Secured)

(Total)

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

4 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Contractual obligations – License fee for easement
- Taxes

Wages salaries, and compensations (fill out below)

Your social security number _____
Unpaid compensations for services performed
from _____ to _____
(date) (date)

- Workers Compensation
- Other Employment Matters (describe briefly)
- Other (describe briefly)

REC'D JUL 03 2008

5 If this claim is founded upon a WRITING (including a writing evidencing a security interest), then

- the writing on which this claim is founded (or a duplicate thereof) is attached hereto or
- the writing cannot be attached hereto for the following reason

6 DATE claim arose

If court judgment, DATE judgment obtained

7 OFFSETS CREDITS AND SETOFFS

- All payments made on this claim have been credited and deducted from the amount claim
- This claim is not subject to any setoff or counterclaim
- This claim is subject to setoff or counterclaim

8 This proof of claim

- the first filed proof of claim evidencing the asserted claim,
- amends/supplements a proof of claim filed on _____ or
- replaces/supersedes a proof of claim filed on _____

9 ASSIGNMENT If the claimant has obtained this claim by assignment, a copy of said assignment is attached hereto

Date
June 20, 2003

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)

Eric Q. Smith Credit Analyst

Penalty for presenting fraudulent claim Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U S C §

Fleming Companies Claim

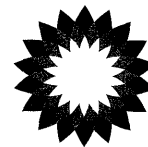


01779

Reclamation Claim - Dunigan Fuels 3/23/03 - 4/1/03

Invoice #	Ship Date	BOL	Volume	Amount
3010452591	3/23/03	133994	7,263	\$9,255 81
3010461725	3/24/03	187486	7,457	\$8,974 50
3010461726	3/24/03	134246	7,333	\$9,345 01
3010461727	3/25/03	142459	7,464	\$9,195 65
3010476110	3/26/03	135115	8,725	\$11,986 38
3010483640	3/26/03	135433	8,725	\$11,986 38
3010498494	3/28/03	142703	8,760	\$10,041 63
3010498495	3/28/03	189574	8,786	\$12,299 65
3010498496	3/28/03	189592	8,787	\$12,399 78
3010498497	3/28/03	189598	8,787	\$12,399 78
3010498498	3/28/03	189615	8,779	\$12,289 88
3010498499	3/28/03	189617	8,780	\$12,389 57
3010498500	3/28/03	136266	8,745	\$12,697 56
3010498501	3/29/03	189727	8,704	\$12,149 66
3010498502	3/29/03	189827	8,809	\$12,261 60
3010498503	3/29/03	136422	8,734	\$12,248 74
3010498504	3/30/03	189845	8,812	\$12,155 41
3010498505	3/30/03	189869	8,523	\$11,756 76
3010498506	3/30/03	189888	8,831	\$12,403 37
3010498507	3/31/03	190003	2,207	\$3,287 14
3010498508	3/31/03	190022	8,819	\$12,385 84
3010498509	3/31/03	190029	8,770	\$12,202 19
3010498510	3/31/03	190058	8,719	\$12,170 44
3010511438	3/31/03	190104	8,775	\$12,209 08
3010558915	3/29/03	136590	7,598	\$12,564 02
3010558916	3/30/03	136762	8,752	\$12,453 37
3010558917	3/30/03	136813	7,613	\$12,588 40
3010721398	3/28/03	136018	8,732	\$12,381 36
			230,789	\$320,478 96

bp



June 20, 2003

United States Bankruptcy Court
824 Market Street 5th Floor
Wilmington, Delaware 19801

RE Fleming Companies Inc , et al Chapter XI Case #03-10945(MFW)

Dear Sir

Attached is our proof of claim

Please return the file-stamped copies to

BP Products N A
Attn Eric Q Smith 304B1
28100 Torch Pkwy Suite 300
Warrenville, IL 60555

I have enclosed a self addressed stamped envelope

Sincerely,

A handwritten signature in black ink, appearing to read "Eric Q. Smith". The signature is written in a cursive, flowing style.

Eric Q Smith
Credit Analyst