
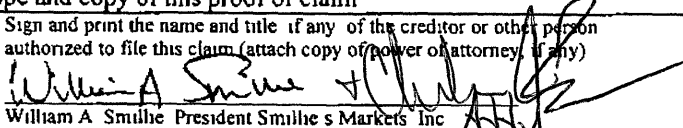


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		
Name of Debtor FLEMING COMPANIES, INC , et al		Case Number 03-10945 Jointly Administered
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (The person or other entity to whom the debtor owes money or property) Smullie's Markets, Inc		<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. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope. <div style="font-size: 2em; font-weight: bold; transform: rotate(-15deg); opacity: 0.5;">REC'D AUG 07 2003</div> <p>THIS SPACE IS FOR COURT USE ONLY</p>
Name and address where notices should be sent Smullie's Markets, Inc c/o Lee J Viorel Lowther Johnson, LLC 901 St Louis Street, 20th Floor Springfield, MO 65806		
Telephone number (417) 866-7777		
Account or other number by which creditor identifies debtor Fleming		<input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other Default under Supply Agreements SEE EXHIBIT "A"		
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS# _____ Unpaid compensation for services performed _____ to _____ (date) (date)		
2 Date debt was incurred <u>January 5, 1993</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed <u>\$Unknown</u> If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <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 of additional charges.		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages, salaries or commissions (up to \$4,300) 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) <input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. § 507(a)(4) <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) <input type="checkbox"/> Alimony, maintenance or support owed to governmental units 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units -- 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a) (_____) <small>*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.</small>
7 Credits The amount of all payments of 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 FOR COURT USE ONLY Fleming Companies Claim  02236 AUG 11 11 11 AM '03 5
Date 8/5/03	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)  William A. Smilie President Smilie's Markets, Inc	
Penalty for presenting fraudulent claim: Fine of up to \$ 50,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571.		

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

----Definitions----

<i>Debtor</i>	<i>Secured Claim</i>	<i>Unsecured Claim</i>
The person, corporation, or other entity that has filed a bankruptcy case is called the debtor	A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property	If a claim is not a secure claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full
<i>Creditor</i> a creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed	Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim.)	<i>Unsecured Priority Claim</i> Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as Unsecured Nonpriority Claims.
<i>Proof of Claim</i> A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.		

Items to be completed in Proof of Claim form (if not already filled in)

<p>Court, Name of Debtor, and Case Number Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.</p> <p>Information about Creditor Complete the section giving the name, address and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.</p> <p>1 Basis for Claim Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.</p> <p>2 Date Debt Incurred Fill in the date when the debt first was owed by the debtor.</p> <p>3 Court Judgments If you have a court judgment for this debt, state the date the court entered the judgment.</p>	<p>4 Total Amount of Claim at Time Case Filed Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.</p> <p>5 Secured Claim Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above)</p> <p>6 Unsecured Priority Claim Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above) A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.</p> <p>7 Credits By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit or all payments received from the debtor.</p> <p>8 Supporting Documents You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.</p>
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EXHIBIT "A"

*Breach under Contract with
Smillie's Markets, Inc*

On January 5, 1993, Fleming Companies, Inc (hereinafter "Fleming" or "Debtor") and Smillie's Markets, Inc (hereinafter "Smillie" or "Retailer") entered into a Supply Agreement (hereinafter "Agreement") wherein Debtor agreed to provide to Smillie a certain amount of food, grocery and related products on a timely basis

The Agreement at paragraph 1 requires the Debtor to supply goods to Smillie The Agreement states that

throughout the term of this Agreement, Retailer shall purchase from Fleming and Fleming shall sell to Retailer food, grocery, related products and merchandise which Fleming offers for sale to its affiliated retailers

Paragraph 6 indicates that

Fleming agrees that absent the occurrence of 'a condition beyond Fleming's control', as hereafter defined, it will use its best efforts to obtain and maintain at any time an average service level of at least 90% for the immediate past 52-week period during the term of this Agreement

Debtor is in default under the terms of the Agreement Debtor has failed to maintain a service level of 90% of goods and materials The default continues to the present and remains unremedied The default has been in existence both pre and post petition

The failure of the Debtor to fully perform has created a situation where Smillie's shelves are not fully stocked, it has forced Smillie to look for other suppliers and has generally caused Smillie to lose revenue and sales In seeking other suppliers, new credit must be established, orders must be in certain minimum lots, prices are increased and the costs have been greater than if supplied by the Debtor as ordered

Smillie has suffered a loss in advertising funds, a lack of supplies, a loss of favorable pricing on products and a loss of discounts from the Fleming PRCA program

Smillie has incurred extra accounting expenses in writing secondary orders to make up for the product not shipped by Debtor and a general loss of business due to the delay in getting inventory to put on the shelves caused by Debtor's inability to supply

Smillie has incurred legal fees and expenses in obtaining and responding to the cure amounts listed by Debtor

The debt is contingent and unliquidated