

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



s133317

Scheduled Claim Ref # 2-F2-20943
YOUR CLAIM IS SCHEDULED AS

\$6 025 75 UNSECURED

In re
Fleming Companies, Inc

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 and Address

0354429395153

FLAMM BOROFF & BACINE PC
UNION MEETING CORP CENTER
925 HARVEST DRIVE SUITE 220
BLUE BELL PA 19422

☐ 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 this address differs from the address on the envelope sent to you by the court

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number **215 239-6029**

CREDITOR TAX ID #

23-2864510

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here ☐ replaces or ☐ amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- ☐ Goods sold ☐ 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 number _____

Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED **March 2003**

3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **11,923.19** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ **11,923.19** (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below

See attached invoices

☐ 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 above if any \$ _____

6 UNSECURED PRIORITY CLAIM

☐ Check this box if you have an unsecured priority claim

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 4/1/01 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 your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

BY MAIL TO
Bankruptcy Management Corporation
P.O. BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY

FILED

AUG 08 2003

Fleming Companies Claim



02802

DATE SIGNED

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)

[Signature]
Esquivel

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

FLAMM,
BOROFF
& BACINE, PC

ATTORNEYS AT LAW

UNION MEETING CORPORATE CENTER 925 HARVEST DRIVE SUITE 220 BLUE BELL PA 19422
VOICE (215) 239 6000 FACSIMILE (215) 239 6060 WWW.FLAMMLAW.COM

NEW JERSEY OFFICE
WILLOW RIDGE EXECUTIVE OFFICE PARK SUITE 301 750 ROUTE 73 SOUTH MARLTON, NJ 08053
VOICE (856) 810 2299 FACSIMILE (856) 810 2266

Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-17012M
Invoice No 50221

Attn Ray Sprinkle Op Gp Pres

Warrington 611 Associates v Fleming Companies Inc

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/04/03 MJM Preparation for trial	2 80	588 00
03/05/03 MJM Preparation for Trial	2 10	441 00
03/06/03 MJM Preparation for Trial, Work on case	4 10	861 00
MJM Review Letter from Attorney Giles to Fleming, Conference with Attorney Gorchman	0 90	189 00
03/07/03 MJM Review file re Letter from landlord, compile documents, Letter to Attorney Kearney	1 80	378 00
03/13/03 MJM E-mail client re landlord and settlement authority, Telephone conference with B Lake, review file	1 00	210 00
03/17/03 MJM Preparation for trial	4 00	840 00
03/18/03 MJM E-mail to client re settlement authority, prepare for trial	2 20	462 00
03/19/03 MJM Telephone conference with Jerry Austin re memory of facts, prepare for trial	4 90	1,029 00
03/20/03 MJM Preparation for trial	5 90	1,239 00
03/26/03 MJM Telephone conference with Wm Mee re trial and status, telephone to Vicki Eldridge	0 70	147 00
03/27/03 MJM Draft work on Motion In Limine, work on Points for Charge, prepare for Trial	2 50	525 00
For Current Services Rendered	32 90	6,909 00

Fleming Companies, Inc

Page 2
March 28, 2003
Account No 4404-17012M
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Warrington 611 Associates v Fleming Companies Inc

Courtesy Discount -1,036 35

Net Fees after Courtesy Discount 5,872 65

Advances

01/31/03	Online legal research	West Group Payment Center	2 22
01/31/03	Online legal research	West Group Payment Center	76 10
01/31/03	Online legal research	West Group Payment Center	5 12

Total Advances 83 44

Total Current Work 5,956 09

Previous Balance \$5,431 33

Payments

03/18/03	Fee Payment	-3,585 30
03/18/03	Reimbursement for Advanced Costs	-11 58
03/25/03	Fee Payment	-1,820 70
03/25/03	Expense Payment	-13 75

Total Payments -5,431 33

Balance Due \$5,956 09

Thank you for retaining the professional services of FLAMM,
BOROFF & BACINE, P C Please let us know if there is
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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-17017M
Invoice No 50222

Attn Ray Sprinkle Op Gp Pres

Hilltown Litigation

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/12/03 MJM Preparation for Deposition of Mr Clemens	2 00	420 00
03/13/03 MJM Deposition of J Clemens, travel, preparation, Telephone conference with R Sprinkle	6 20	1,302 00
For Current Services Rendered	8 20	1,722 00
Courtesy Discount		-258 30
Net Fees after Courtesy Discount		1,463 70

Advances

03/18/03	Transcription fees Royal Court Reporting Service - deposition of Jack Clemens	305 95
Total Advances		305 95
Total Current Work		1,769 65
Balance Due		<u><u>\$1,769 65</u></u>

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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-17021M
Invoice No 50224

Attn Ray Sprinkle Op Gp Pres

Fleming v Adams Market-Electronic Shelf Labels

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/26/03 MJM Telephone conference with Attorney Zeka, Attorney Phelan	0 30	63 00
For Current Services Rendered	0 30	63 00
Courtesy Discount		-9 45
Net Fees after Courtesy Discount		53 55
Total Current Work		53 55
Previous Balance		\$1,356 75

Payments

03/18/03	Fee Payment	-1,053 15
03/18/03	Expense Payment	-18 00
03/25/03	Fee Payment	-285 60
Total Payments		-1,356 75
Balance Due		<u><u>\$53 55</u></u>

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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-17022M
Invoice No 50225

Attn Ray Sprinkle Op Gp Pres

Ray Overdorff t/a Garden Fresh Foods

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/17/03 MJM Telephone conference with Court Clerk re scheduling	0 30	63 00
03/24/03 MJM Letter from attorney Laidhold, telephone attorney, review court Order, review file, call court re pleadings, Letter to arbitrators, prepare for trial	2 20	462 00
	<hr/>	<hr/>
For Current Services Rendered	2 50	525 00
Courtesy Discount		-78 75
		<hr/>
Net Fees after Courtesy Discount		446 25
Total Current Work		446 25
Previous Balance		\$124 95

Payments

03/18/03	Fee Payment	-124 95
	Balance Due	<u><u>\$446 25</u></u>

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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-17024M
Invoice No 50227

Attn Ray Sprinkle

JN Management Inc v Fleming Companies Inc

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/07/03 FPS Review Notice of Discovery Deadline, forward to Attorney McCaney for handling	0 10	26 00
03/18/03 FPS Hearing Protective Order dated March Deposition of, 2003 and letter to Judge Russello re same, forward to Attorney McCaney for handling	0 30	78 00
03/19/03 MJM Letter from Attorney Beckelman	0 30	63 00
03/21/03 FPS Review letter from Attorney Butterfield (Steimel), forward to Attorney McCaney for handling	0 20	52 00
For Current Services Rendered	0 90	219 00
Courtesy Discount		-32 85
Net Fees after Courtesy Discount		186 15
Total Current Work		186 15
Previous Balance		\$261 80

Payments

03/18/03	Fee Payment	-75 65
03/25/03	Fee Payment	-186 15
	Total Payments	-261 80
	Balance Due	<u>\$186 15</u>

Fleming Companies, Inc

Page 2

March 28, 2003

Account No 4404-17024M

Invoice No 50227

JN Management Inc v Fleming Companies Inc

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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-18013M
Invoice No 50228

Attn Ray Sprinkle Op Gp Pres

Renaissance Center, Atlantic City NJ

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/14/03 KMW Telephone conference with N James re status of limited releases being executed, E-mail to A Brandolph re status of limited releases being signed	0 40	76 00
03/19/03 KMW Telephone call from R Sprinkle re outstanding documents that need to be signed by Fleming	0 30	57 00
03/21/03 KMW Left message for A Brandolph (returned A Brandolph's call re Dollar Store issue)	0 10	19 00
03/25/03 KMW Telephone call from A Brandolph re dollar store issue, Left message for R Sprinkle re dollar store issue status with respect to Fleming's position	0 40	76 00
03/27/03 KMW Telephone call from R Sprinkle re contact at Fleming with respect to the dollar store issue, Telephone conference with A Brandolph re contact at Fleming and developments with the dollar store issue	0 60	114 00
For Current Services Rendered	1 80	342 00
Courtesy Discount		-51 30
Net Fees after Courtesy Discount		290 70

Advances

02/11/03	Federal Express/UPS/Worldwide Express - Fleming Companies	21 15
	Total Advances	21 15

Fleming Companies, Inc

Renaissance Center, Atlantic City NJ

Page 2

March 28, 2003

Account No 4404-18013M

Invoice No 50228

Total Current Work	311 85
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Previous Balance	\$1,359 16
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Payments

03/18/03	Fee Payment	-732 70
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03/18/03	Reimbursement for Advanced Costs	-28 91
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03/25/03	Fee Payment	-597 55
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Total Payments	-1,359 16
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Balance Due	<u>\$311 85</u>
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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-18044M
Invoice No 50229

Attn Ray Sprinkle Op Gp Pres

Warrington Plaza Davisville Centers

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/07/03 HG Review Landlord's Demand -	0 20	43 00
03/24/03 HG Review correspondence re Fleming Leasehold claim	0 10	21 50
For Current Services Rendered	0 30	64 50
Total Current Work		64 50
 Balance Due		 \$64 50

Thank you for retaining the professional services of FLAMM,
BOROFF & BACINE, P C Please let us know if there is
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ATTORNEYS AT LAW

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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-38033M
Invoice No 50231

Attn Ray Sprinkle Op Gp Pres

Ed Lauer

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/06/03 HG Review letter from landlord re damages	0 20	46 00
For Current Services Rendered	0 20	46 00
Total Current Work		46 00
 Balance Due		 \$46 00

Thank you for retaining the professional services of FLAMM,
BOROFF & BACINE, P C Please let us know if there is
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Fleming Companies, Inc
650 Pencader Drive
Newark DE 19702

Page 1
March 28, 2003
Account No 4404-38037M
Invoice No 50232

Attn Ray Sprinkle Op Gp Pres

Zoe Ltd 1997 Financing (Nick Pelis)

*Payment is requested upon receipt of this invoice
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Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/18/03 HG Preparation for Settlement	0 50	115 00
For Current Services Rendered	0 50	115 00
Total Current Work		115 00
Balance Due		<u><u>\$115 00</u></u>

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BOROFF & BACINE, P C Please let us know if there is
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Fleming Companies, Inc
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Newark DE 19702

Page 1
March 28, 2003
Account No 4404-38055M
Invoice No 50234

Attn Ray Sprinkle Op Gp Pres

Ernie Branch/Broad & Wingohocking

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Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

	<u>Hours</u>	
03/25/03 HG Review documents re Least/Termination	0 20	46 00
For Current Services Rendered	0 20	46 00
Courtesy Discount		-6 90
Net Fees after Courtesy Discount		39 10
Total Current Work		39 10
Balance Due		<u>\$39 10</u>

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Fleming Companies, Inc
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Newark DE 19702

Page 1
March 28, 2003
Account No 4405-38007M
Invoice No 50236

Attn Ray Sprinkle Op Gp Pres

Flederbach Foods, Inc - Prep of Facility Standby

*Payment is requested upon receipt of this invoice
Please make checks payable to FLAMM, BOROFF & BACINE, P C
Tax ID# 23-2864510*

Fees

		<u>Hours</u>	
03/05/03	HG Review correspondence from attorney - discovery	0 10	23 00
03/06/03	HG Telephone conference with Spall's office re depositions	0 10	23 00
03/07/03	HG Telephone conference with Rothenberg re discovery/depositions	0 30	69 00
03/11/03	HG Letter re deposition dates	0 10	23 00
03/12/03	HG Review Discovery responses/credits/accounts/to & from Flederbach	0 70	161 00
03/18/03	MJM Conference with Attorney Gershman, review file	5 00	1,050 00
03/19/03	MJM E-mail to Attorney Mooney re discovery	0 20	42 00
03/20/03	HG Telephone conference with Rothenberg, Esquire	0 20	46 00
	MJM Review file, work on discovery	0 80	168 00
03/24/03	MJM Review file and work on discovery, review letter from attorney Rothenberg	2 40	504 00
03/25/03	MJM Research - draft Motion for Protective Order, Revise Answer to Interrogatories, Telephone Mr Eiler, Review Kmart Agreement	4 80	1,008 00
03/26/03	MJM Telephone conference with Attorney Rothenberg re document of Schedule 1 3	0 40	84 00
03/27/03	MJM Telephone conference with attorney Rothenberg re discovery issues, preparation	1 20	252 00

Fleming Companies, Inc

Page 2
March 28, 2003
Account No 4405-38007M
Invoice No 50236

Flederbach Foods, Inc - Prep of Facility Standby

For Current Services Rendered	16 30	3,453 00
Courtesy Discount		-517 95
Net Fees after Courtesy Discount		2,935 05
Total Current Work		2,935 05
Previous Balance		\$195 50

Payments

03/18/03	Fee Payment	-195 50
	Balance Due	<u>\$2,935 05</u>

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**FLAMM,
BOROFF
& BACINE, PC**

ATTORNEYS AT LAW

HOWARD GERSHMAN
(215) 239 6029
hgershman@flammlaw.com

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LEHIGH VALLEY OFFICE
3055 COLLEGE HEIGHTS BLVD ALLENTOWN PA 18104
VOICE (610) 434 1138 FACSIMILE (610) 434 1350

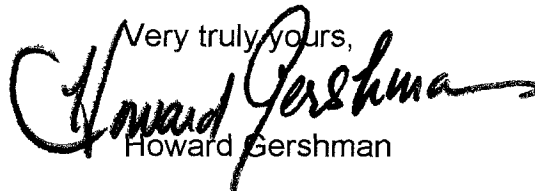
August 5, 2003

Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

Re Fleming Companies, Inc
U S B C Eastern District of Delaware - Case No 03-10945

Dear Sir or Madam

Enclosed for filing is a Proof of Claim in connection with the above-referenced matter. Please return a time-stamped copy in the envelope provided. Thank you.

Very truly yours,

Howard Gershman

HG/cd
Enclosures

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

**In re Fleming Companies, Inc et al
Case No 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On November 9, 2005, document(s) were appended to Claim Numbers **15263 and 2802** for the following reason(s)

- ☒ Stipulation and Agreement dated 10/26/05
- ☐ Proof of Payment
- ☐ Change of Address Request dated
- ☐ Notice of Withdrawal of Claim
- ☐ Other Docket Number ###

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11
FLEMING COMPANIES, INC , <u>et al</u> , ¹)	Case No 03-10945 (MFW)
Debtors)	(Jointly Administered)
)	
)	

**STIPULATION BY AND BETWEEN THE PCT AND FLAMM, BOROFF & BACINE
REGARDING RESOLUTION OF CLAIM NUMBER 15263 AND CLAIM NUMBER 2802**

This Stipulation is entered into by and among the PCT² and Flamm, Boroff &
Bacine ("Claimant", and together with the PCT, the "Parties")

RECITALS

I Background

A On April 1, 2003, the above-captioned debtors filed their voluntary petitions for relief under chapter 11 of title 11 of the United States Code

B On or about 12/19/03, the Claimant filed proof of claim number 15263 as an Administrative claim in the amount of \$19,664 Claim number 15263 remains pending against the Debtors' estates

¹ The Debtors whose cases remain open are as follows Core-Mark International, Inc , Fleming Companies, Inc , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , General Acceptance Corporation; Head Distributing Company, Marquise Ventures Company, Inc , and Minter-Weisman Co

² The PCT is the trust that was created pursuant to the *Debtors and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies Inc and Its Filing Subsidiaries Under Chapter 11 of the United States Bankruptcy Code* (the "Plan") and the PCT Agreement (as defined in the Plan) for the purposes of carrying out certain provisions of the Plan

C On or about 08/08/03, the Claimant filed proof of claim number 2802 as an Unsecured claim in the amount of \$11,923.19. Claim number 2802 remains pending against the Debtors' estates.

D On July 26, 2004, this court entered an order confirming the Debtors' plan of reorganization. The plan became effective on August 23, 2004. Pursuant to the plan, the PCT has the authority to enter into this Stipulation. See Plan at Article X.A.

E As a result of discussions between representatives to the PCT and the Claimant, the Parties have agreed upon the appropriate treatment of claim number 15263 and claim number 2802.

STIPULATION

NOW, THEREFORE, the Parties hereto stipulate and agree as follows:

1 Flamm, Boroff, & Bacine PC, by its undersigned representative, hereby withdraws with prejudice its miscellaneous Administrative claim (Proof of Claim #15263 in the amount of \$19,664.50 (the "Administrative Claim")) because the Claim has been satisfied in full.

2 Flamm, Boroff, & Bacine PC, by its undersigned representative, hereby withdraws with prejudice its miscellaneous Unsecured claim (Proof of Claim #2802 in the amount of \$11,923.19 (the "Unsecured Claim")) because the Claim has been satisfied in full.

3 This Stipulation finally resolves the claims set forth herein as well as all claims that Claimant has against the Debtors, the PCT, and/or their respective successors, assigns, agents or representatives and Claimant hereby waives any additional claims it may have (whether they be asserted or unasserted) against the Debtors, the PCT and/or their respective successors, assigns, agents or representatives.

4 The Recitals set forth above are true and correct and are incorporated herein by this reference.

5 This Stipulation may be executed in any number of counterparts and by different Parties to the Stipulation on separate counterparts, each of which, when so executed, shall be deemed an original, but such counterparts shall constitute one and the same agreement. Any signature delivered by a Party by a facsimile transmission shall be deemed an original signature hereto. Pursuant to Article X A of the Plan, this Stipulation shall be effective upon execution by all Parties.

6 This Stipulation shall be binding upon and inure to the benefit of the successors and assigns of any of the Parties, including any Chapter 11 or Chapter 7 trustee appointed in the chapter 11 case.

7 Modifications of this Stipulation may be made only if such modifications are in writing and signed by each of the Parties hereto.

8 The Parties represent to each other that they have authority to act in connection with this Stipulation and will be bound by the terms of this Stipulation.

9 The Parties hereby expressly consent to the personal and subject matter jurisdiction of the Bankruptcy Court with respect to all matters relating to the interpretation of this Stipulation and any controversy arising with respect thereto. The Parties agree that the Bankruptcy Court shall have jurisdiction, but not exclusive jurisdiction, to resolve any disputes arising under or related to this Stipulation, and to interpret, implement and enforce the provisions of this Stipulation.

10 Each Party represents and warrants to the other Parties that this Stipulation was executed freely and voluntarily, that no promises or representations that are not contained in this Stipulation have been made to induce them to execute this Stipulation and that they have not relied on any promise or representation except as set forth herein, and that they have conducted their own independent investigation of all matters they deem relevant regarding this Stipulation.

11 This Stipulation constitutes the entire agreement between the Parties relating to the subject matter hereof, notwithstanding any previous negotiations or agreements, oral or written, between the Parties with respect to all or any part of the subject matter hereof. All prior or contemporaneous agreements, understandings, representations and statements, oral or written, with respect to all or any part of the subject matter of this Stipulation are superseded by this Stipulation and shall be of no further force or effect.

12 The Parties have each cooperated in drafting this Stipulation. Therefore, in any action or proceeding concerning this Stipulation, the provisions hereof shall be construed against any of the Parties.

13 This Stipulation shall be governed by and construed and enforced under and in accordance with the internal laws of the State of Delaware, without giving effect to the conflicts of laws provisions of such state.

Dated October 24, 2005

PCT, The Post-Confirmation Trust for the
Estate of Fleming Companies, Inc and its
former subsidiaries

By _____

Name
Title Authorized Representative

Dated 10/26/ 2005

Fleming, Horoff, & Bacich PC

By 

Name Howard Genshner
Title Vice President