

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

PROOF OF CLAIM



560686

Bar Date Ref # 2-NVM-19257

In re Fleming Companies, Inc, et al Case Number 03-10945 (MFW)

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

the Aegis Group LLC
1102 18th Ave S
Nashville TN 37212

0354653560686

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.

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 ()

CREDITOR TAX I.D. #
621641863

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
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
 - Retiree benefits as defined in 11 U.S.C. § 1114(a)
 - Wages, salaries, and compensation (Fill out below)
- Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED 01-01-03 thru 03-31-03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 29,174.00 (unsecured) \$ _____ (secured) \$ 29,174.00 (unsecured priority) (total)

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

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

DATE SIGNED

8/12/03

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]

THIS SPACE FOR COURT

FILED

AUG 19 2003

BMC

Fleming Companies Claim



05196

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

Aegis Services Billing - Q1/03

| Fee work | | | | | | | |
|--|--------------------|--------------------|------------------|--------------------|--------------------|--------------------|--------------|
| 4th Quarter 2002 | 232 | @ | \$350 | \$81,200 | per year | \$20,300 | per quarter |
| Added Stores | 2 | @ | \$350 | \$700 | per year | \$175 | per quarter |
| Deleted Stores | (26) | @ | \$350 | (\$9,100) | per year | (\$2,275) | per quarter |
| 1st Quarter 2003 | 208 | | | \$72,800 | per year | \$18,200 | This quarter |
| Contingency work | | | | | | | |
| <u>Store ID</u> | <u>Div</u> | <u>Initial Amt</u> | <u>Final Amt</u> | <u>Savings</u> | <u>Contingency</u> | <u>Description</u> | |
| AZ-138 | 8747 | \$4,185 07 | \$0 00 | \$4,185 07 | \$418 51 | BILL CORRECTION | |
| WI-015 | 5505 | | | \$40,881 46 | \$4,088 15 | BILL CORRECTION | |
| MN-281 | 5505 | \$129,492 87 | \$118,128 00 | \$11,364 87 | \$1,136 49 | REDUCTION | |
| IL-154CS | 5505 | \$28,877 04 | \$15,490 97 | \$13,386 07 | \$1,338 61 | REDUCTION | |
| AZ-111 | 5505 | \$18,655 99 | \$11,437 36 | \$7,218 63 | \$721 86 | BILL CORRECTION | |
| OR-016 | | | | \$2,947 79 | \$294 78 | REDUCTION | |
| WI-812 | 5505 | \$23,306 90 | \$22,537 10 | \$769 80 | \$76 98 | BILL CORRECTION | |
| CA-231 | 8747 | \$26,323 26 | \$25,415 05 | \$908 21 | \$90 82 | BILL CORRECTION | |
| CA-113 | 8747 | \$29,001 40 | \$28,830 37 | \$171 03 | \$17 10 | BILL CORRECTION | |
| NY-063 | 1016 | \$49,522 12 | \$35,560 25 | \$13,952 17 | \$2,790 43 | REDUCTION | |
| | | | | \$95,785 10 | \$10,973 73 | | |
| Adjustment | | | | | | | |
| <u>Store ID</u> | <u>Description</u> | | <u>Amount</u> | | | | |
| | | | | | \$0 00 | per quarter | |
| | | | | Sum | \$29,174 | Q1 Payment | |
| <p>NOTE OR-016 - THIS REDUCTION WAS INITIALLY BILLED ON THE FOURTH QUARTER BILL, BUT WAS CALCULATED ON THE SAVINGS FROM ONE TAX PARCEL ONLY (THE PROPERTY IS COMPRISED OF TWO TAX PARCELS, BOTH PARCEL VALUES WERE REDUCED) THE BILLING AMOUNT IS THE BALANCE OF THE CONTINGENCY \$30,952 01 (TOTAL SAVINGS) - \$28,004 22 (BILLED Q4) = \$2,947 79 (BALANCE)</p> | | | | | | | |

Aegis Portfolio - 1st Quarter 2003

| FRG | | | | | | | | |
|-------|------------------|-----------|-----------|--------------------|---------|----------------------------|------------------|-------|
| Div # | Division | Legal Num | Lease Num | Store Name | Store # | Address | City | State |
| 8201 | RAINBOW (MN RET) | MN-006 | 8201 0002 | RAINBOW FOOD STORE | 29 | 8950 HIGHWAY 7 | ST LOUIS PARK | MN |
| 8201 | RAINBOW (MN RET) | MN-008 | 8201 0003 | RAINBOW FOOD STORE | 55 | 1104 LAGOON AVENUE | MINNEAPOLIS | MN |
| 8201 | RAINBOW (MN RET) | MN-010 | 8201 0005 | RAINBOW FOOD STORE | 34 | 4300 CENTRAL AVENUE, NE | HEIGHTS | MN |
| 8201 | RAINBOW (MN RET) | MN-011 | 8201 5013 | RAINBOW FOOD STORE | 12 | 1566 UNIVERSITY AVENUE | ST PAUL | MN |
| 8201 | RAINBOW (MN RET) | MN-012 | 8201 0006 | RAINBOW FOOD STORE | 217 | 3505 W BROADWAY | ROBBINSDALE | MN |
| 8201 | RAINBOW (MN RET) | MN-013 | 8201 0008 | RAINBOW FOOD STORE | 28 | 15125 CEDAR AVENUE | APPLE VALLEY | MN |
| 8201 | RAINBOW (MN RET) | MN-016 | 8201 0009 | RAINBOW FOOD STORE | 53 | 551 87TH LANE, NE | BLAINE | MN |
| 8201 | RAINBOW (MN RET) | MN-017 | 8201 0010 | RAINBOW FOOD STORE | 32 | 12493 NE CENTRAL AVENUE | BLAINE | MN |
| 8201 | RAINBOW (MN RET) | MN-026 | 8201 0011 | RAINBOW FOOD STORE | 58 | 4190 VINEWOOD LANE N | PLYMOUTH | MN |
| 8201 | RAINBOW (MN RET) | MN-027 | 8201 0012 | RAINBOW FOOD STORE | 51 | 10200 6TH AVENUE NO | PLYMOUTH | MN |
| 8201 | RAINBOW (MN RET) | MN-031 | 8201 0013 | RAINBOW FOOD STORE | 54 | 1643 COUNTY ROAD B2 W | ROSEVILLE | MN |
| 8201 | RAINBOW (MN RET) | MN-032 | 8201 0014 | RAINBOW FOOD STORE | 50 | 892 ARCADE | ST PAUL | MN |
| 8201 | RAINBOW (MN RET) | MN-034 | 8201 0015 | RAINBOW FOOD STORE | 59 | 7050 VALLEY CREEK PLAZA | WOODBURY | MN |
| 8201 | RAINBOW (MN RET) | MN-184 | 8201 0016 | RAINBOW FOOD STORE | 49 | 8020 BROOKLYN BLVD | BROOKLYN PARK | MN |
| 8201 | RAINBOW (MN RET) | MN-188 | 8201 0017 | RAINBOW FOOD STORE | 56 | 1607 COUNTY ROAD 42 | BURNSVILLE | MN |
| 8201 | RAINBOW (MN RET) | MN-189 | 8201 0018 | RAINBOW FOOD STORE | 15 | 1276 TOWN CENTRE DRIVE | EAGAN | MN |
| 8201 | RAINBOW (MN RET) | MN-192 | 8201 0019 | RAINBOW FOOD STORE | 48 | 970 PRAIRIE CENTRE DR | EDEN PRAIRIE | MN |
| 8201 | RAINBOW (MN RET) | MN-196 | 8201 0020 | RAINBOW FOOD STORE | 62 | 289 SW 12TH STREET | FOREST LAKE | MN |
| 8201 | RAINBOW (MN RET) | MN-199 | 8201 0021 | RAINBOW FOOD STORE | 61 | 2501 WHITE BEAR AVENUE N | MAPLEWOOD | MN |
| 8201 | RAINBOW (MN RET) | MN-202 | 8201 0022 | RAINBOW FOOD STORE | 44 | 2919 26TH AVENUE SO | MINNEAPOLIS | MN |
| 8201 | RAINBOW (MN RET) | MN-203 | 8201 0023 | RAINBOW FOOD STORE | 52 | 7053 10TH STREET NORTH | OAKDALE | MN |
| 8201 | RAINBOW (MN RET) | MN-211 | 8201 0024 | RAINBOW FOOD STORE | 60 | 140 WEST 66TH STREET | RICHFIELD | MN |
| 8201 | RAINBOW (MN RET) | MN-214 | 8201 0025 | RAINBOW FOOD STORE | 402 | 3960 E FRONTAGE STREET | ROCHESTER | MN |
| 8201 | RAINBOW (MN RET) | MN-216 | 8201 0026 | RAINBOW FOOD STORE | 401 | 1201 SO BROADWAY | ROCHESTER | MN |
| 8201 | RAINBOW (MN RET) | MN-227 | 8201 0028 | RAINBOW FOOD STORE | 26 | 1201 W LARPENTEUR | ROSEVILLE | MN |
| 8201 | RAINBOW (MN RET) | MN-262 | 8201 0029 | RAINBOW FOOD STORE | 66 | 441 HIGHWAY 96 WEST | SHOREVIEW | MN |
| 8201 | RAINBOW (MN RET) | MN-267 | 8201 0032 | RAINBOW FOOD STORE | 67 | 7280 EAST POINT DOUGLAS RD | COTTAGE GROVE | MN |
| 8201 | RAINBOW (MN RET) | MN-269 | 8201 0033 | RAINBOW FOOD STORE | 70 | 200 PIONEER TRAIL | CHASKA | MN |
| 8201 | RAINBOW (MN RET) | MN-270 | 8201 0034 | RAINBOW FOOD STORE | 69 | 6350 BROOKLYN BLVD | CENTER | MN |
| 8201 | RAINBOW (MN RET) | MN-271 | 8201 0035 | RAINBOW FOOD STORE | 68 | 1540 NEW BRIGHTON BLVD | MINNEAPOLIS | MN |
| 8201 | RAINBOW (MN RET) | MN-272 | 8201 0036 | RAINBOW FOOD STORE | 71 | 5801 NEAL AVENUE NORTH | OAK PARK HEIGHTS | MN |

Aegis Portfolio - 1st Quarter 2003

| Div # | Division | Legal Num | Lease Num | Store Name | Store | Address | City | State |
|-------|------------------|-----------|-----------|------------------------|-------|-------------------------------|-----------------|-------|
| 8201 | RAINBOW (MN RET) | MN-273 | 8201 0037 | RAINBOW FOOD STORE | 72 | 3340 NW 124TH AVENUE | COON RAPIDS | MN |
| 8201 | RAINBOW (MN RET) | MN-274 | 8201 0038 | RAINBOW FOOD STORE | 73 | 16705 COUNTY ROAD #24 | PLYMOUTH | MN |
| 8201 | RAINBOW (MN RET) | MN-275 | 8201 0039 | RAINBOW FOOD STORE | 75 | 16401 COUNTY ROAD 30 | MAPLE GROVE | MN |
| 8201 | RAINBOW (MN RET) | MN-276 | 8201 0040 | RAINBOW FOOD STORE | 74 | 2600 80TH STREET WEST | BLOOMINGTON | MN |
| 8201 | RAINBOW (MN RET) | MN-277 | 8201 0041 | RAINBOW FOOD STORE | 78 | 14100 S HIGHWAY 13 | SAVAGE | MN |
| 8201 | RAINBOW (MN RET) | MN-278 | 8201 0042 | RAINBOW FOOD STORE | 79 | 3959 2ND STREET SO | ST CLOUD | MN |
| 8201 | RAINBOW (MN RET) | MN-280 | 8201 0043 | RAINBOW FOOD STORE | 80 | 1621 MADISON AVENUE | MANKATO | MN |
| 8201 | RAINBOW (MN RET) | MN-282 | 8201 0062 | RAINBOW FOOD STORE | 82 | 1619 MAIN STREET | ALBERT LEA | MN |
| 8201 | RAINBOW (MN RET) | MN-283 | 8201 0063 | RAINBOW FOOD STORE | 83 | 430 N W SECOND AVENUE | FARIBAULT | MN |
| 8201 | RAINBOW (MN RET) | MN-284 | 8201 0064 | RAINBOW FOOD STORE | 76 | 9015 BRODERICK BOULEVARD | HEIGHTS | MN |
| 8201 | RAINBOW (WI) | WI-036 | 8201 0045 | 29 SUPERSAVER | 306 | 2806 SCHOFIELD | WESTON | WI |
| 8201 | RAINBOW (WI) | WI-037 | 8201 0046 | 29 SUPERSAVER | 303 | 110 SOUTH 17TH AVENUE | WAUSAU | WI |
| 8287 | HYDE PARK MKTS | FL-125X | 8287 0010 | HYDE PARK | 12 | 520 COLLINS AVENUE | MIAMI BEACH | FL |
| 8401 | THOMP FD BSKT | IL-028 | 8401 0007 | FOOD FESTIVAL | | 185 NORTH KENNEDY DRIVE | BRADLEY | IL |
| 8560 | FAVAR/YES LESS | LA-189 | 8560 0011 | SHREVEPORT YES'LESS | #### | 9032 MANSFIELD ROAD | SHREVEPORT | LA |
| 8560 | FAVAR/YES LESS | TX-347 | 8560 0002 | YES'LESS | 2 | 300 S ARMSTRONG AVE | DENISON | TX |
| 8560 | FAVAR/YES LESS | TX-348 | 8560 0001 | ATHENS YES'LESS | 1 | 505 S PALESTINE | ATHENS | TX |
| 8560 | FAVAR/YES LESS | TX-352 | 8560 0003 | SHERMAN YES'LESS | 3 | 1733 TEXOMA PARKWAY | SHERMAN | TX |
| 8560 | FAVAR/YES LESS | TX-353 | 8560 0004 | LONGVIEW YES'LESS | 4 | 1005 NORTH EASTMAN ROAD | LONGVIEW | TX |
| 8560 | FAVAR/YES LESS | TX-354 | 8560 0005 | WACO YES'LESS | 6 | 1417 SOUTH VALLEY MILLS DRIVE | WACO | TX |
| 8560 | FAVAR/YES LESS | TX-355 | 8560 0006 | KILLEEN YES'LESS | 5 | #501 | KILLEEN | TX |
| 8560 | FAVAR/YES LESS | TX-357G | 8560 0007 | WICHITA FALLS YES'LESS | 7 | 1600 MIDWESTERN PARKWAY | WICHITA FALLS | TX |
| 8560 | FAVAR/YES LESS | TX-359G | 8560 0009 | GARLAND YES'LESS | 9 | 1518 BUCKINGHAM ROAD | GARLAND | TX |
| 8560 | FAVAR/YES LESS | TX-360 | 8560 0012 | YES'LESS | 0 | 372 EAST PIPELINE ROAD | HURST | TX |
| 8560 | FAVAR/YES LESS | TX-361G | 8560 0010 | YES'LESS | 1 | 2700 TEXAS AVENUE SOUTH | COLLEGE STATION | TX |
| 8560 | FAVAR/YES LESS | TX-363G | 8560 0013 | YES'LESS | 2 | 5828 ABRAMS ROAD | DALLAS | TX |
| 8560 | FAVAR/YES LESS | TX-365 | 8560 0017 | YES' LESS | 3 | 8636 U S HWY 80 WEST | FORT WORTH | TX |
| 8560 | FAVAR/YES LESS | TX-366G | 8560 0014 | YES'LESS | 4 | 2400 W PIONEER PARKWAY | PANTEGO | TX |
| 8560 | FAVAR/YES LESS | TX-368 | 8560 0015 | YES'LESS | 5 | 1301 N COLLINS SUITE 315 | ARLINGTON | TX |
| 8560 | FAVAR/YES LESS | TX-369G | 8560 0016 | YES'LESS | 6 | 5334 TRAIL LAKE DRIVE | FORT WORTH | TX |
| 8560 | FAVAR/YES LESS | TX-372 | 8560 0018 | YES'LESS | 7 | 3639 GUS THOMASSON ROAD | MESQUITE | TX |

Aegis Portfolio - 1st Quarter 2003

| Div # | Division | Legal Num | Lease Num | Store Name | Store | Address | City | State |
|-------|-----------------|-----------|-----------|--------------------------|-------|-----------------------------|-------------|-------|
| 8747 | RICHMAR FDS/F4L | AZ-004 | 8825 0001 | J&A FOOD 4 LESS | 7 | 245 EAST BELL ROAD | PHOENIX | AZ |
| 8747 | RICHMAR FDS/F4L | AZ-005 | 8825 0003 | FOOD 4 LESS | 9 | 5810 WEST PEORIA AVENUE | GLENDALE | AZ |
| 8747 | RICHMAR FDS/F4L | AZ-025 | 8825 0002 | J & A FOOD 4 LESS | 8 | 240 WEST WARNER ROAD | CHANDLER | AZ |
| 8747 | RICHMAR FDS/F4L | AZ-032 | 8750 0003 | FOOD 4 LESS | 9 | 1045 SOUTH GILBERT ROAD | MESA | AZ |
| 8747 | RICHMAR FDS/F4L | AZ-134 | 8825 0005 | FOOD 4 LESS | 1 | 1706 EAST SOUTHERN AVENUE | TEMPE | AZ |
| 8747 | RICHMAR FDS/F4L | AZ-137 | 8747 0028 | FOOD 4 LESS IRVINGTON | 3 | 1221 WEST IRVINGTON ROAD | TUCSON | AZ |
| 8747 | RICHMAR FDS/F4L | AZ-138 | 8747 0038 | FOOD 4 LESS ORANGE GROVE | 8 | 1990 WEST ORANGE GROVE ROAD | TUCSON | AZ |
| 8747 | RICHMAR FDS/F4L | AZ-139 | | FOOD 4 LESS | | | | |
| 8747 | RICHMAR FDS/F4L | AZ-140 | 8750 0006 | FOOD 4 LESS | 8898 | 8375 WEST THUNDERBIRD ROAD | PEORIA | AZ |
| 8747 | RICHMAR FDS/F4L | CA-011 | 1111 0002 | FOOD 4 LESS | 8849 | 9120 W THOMAS ROAD | PHOENIX | AZ |
| 8747 | RICHMAR FDS/F4L | CA-018 | 1114 0004 | FOOD 4 LESS | 7 | 3637 MOONEY BOULEVARD | VISALIA | CA |
| 8747 | RICHMAR FDS/F4L | CA-024 | 1111 0008 | FOOD 4 LESS | 7 | 1955 WEST TEXAS STREET | FAIRFIELD | CA |
| 8747 | RICHMAR FDS/F4L | CA-026 | 1111 0010 | FOOD 4 LESS | 1 | 1850 W LACEY BOULEVARD | HANFORD | CA |
| 8747 | RICHMAR FDS/F4L | CA-026 | 1111 0010 | FOOD 4 LESS | 2 | 1550 N BEN MADDOX | VISALIA | CA |
| 8747 | RICHMAR FDS/F4L | CA-036 | 1111 0015 | FOOD 4 LESS | 4 | 4590 NORTH FIRST STREET | FRESNO | CA |
| 8747 | RICHMAR FDS/F4L | CA-111 | 1114 0015 | ANTIOCH FOOD 4 LESS | 6 | 2950 DELTA FAIR BOULEVARD | ANTIOCH | CA |
| 8747 | RICHMAR FDS/F4L | CA-222 | 1111 0018 | CLOVIS FOOD 4 LESS | 3 | 1355 SHAW AVENUE | CLOVIS | CA |
| 8747 | RICHMAR FDS/F4L | CA-255 | 1111 0021 | PINOLE FOOD 4 LESS | 1 | 1370 FITZGERALD DRIVE | PINOLE | CA |
| 8747 | RICHMAR FDS/F4L | CA-259 | 1111 0024 | FOOD 4 LESS | 5 | 1177 FRESNO STREET | FRESNO | CA |
| 8747 | RICHMAR FDS/F4L | CA-270 | 8747 0039 | FOOD 4 LESS | 8807 | 1101 UNION AVENUE | BAKERSFIELD | CA |
| 8747 | RICHMAR FDS/F4L | CA-271 | | FOOD 4 LESS | | | | |
| 8747 | RICHMAR FDS/F4L | NM-289 | 8747 0036 | RAINBOW - LOHMANN | 8808 | 3860 FLORIN ROAD | SACRAMENTO | CA |
| 8747 | RICHMAR FDS/F4L | PA-842 | 8747 0029 | RICHMAR EDDYSTONE | 5 | 2200 E LOHMANN AVENUE | LAS CRUCES | NM |
| 8747 | RICHMAR FDS/F4L | TX-364 | 8747 0024 | RAINBOW - LUBBOCK | 4 | CHESTER PIKE & SIMPSON | EDDYSTONE | PA |
| 8747 | RICHMAR FDS/F4L | TX-367 | 8747 0018 | RAINBOW - AMARILLO | 9 | 2705 50TH STREET | LUBBOCK | TX |
| 8747 | RICHMAR FDS/F4L | TX-378GL | 1024 0029 | RAINBOW - FAIRBANKS | 4 | AVE | AMARILLO | TX |
| 8747 | RICHMAR FDS/F4L | TX-379 | | RAINBOW - MONTANA | 4 | 5210 FAIRBANKS | EL PASO | TX |
| 8747 | RICHMAR FDS/F4L | TX-380 | | RAINBOW - MONTANA | | 5200 MONTANA AVENUE | EL PASO | TX |
| 8747 | RICHMAR FDS/F4L | TX-381 | 8740 0021 | RAINBOW - MONTWOOD | | 11320 MONTWOOD DRIVE | EL PASO | TX |
| 8747 | RICHMAR FDS/F4L | TX-383 | 8747 0027 | RAINBOW - ZARAGOSA | 3 | 701 N ZARAGOSA ROAD | EL PASO | TX |
| 8747 | RICHMAR FDS/F4L | TX-385 | 8747 0030 | FORMER FURR'S | 6 | 8050 N MESA | EL PASO | TX |
| 8747 | RICHMAR FDS/F4L | TX-386 | 8747 0031 | RAINBOW STORE | 1 | 3265 BROADWAY | GARLAND | TX |
| 8747 | RICHMAR FDS/F4L | TX-387 | 8747 0032 | RAINBOW STORE | 3 | 8800 LAKEVIEW PARKWAY | ROWLETT | TX |
| 8747 | RICHMAR FDS/F4L | TX-388 | 8747 0033 | RAINBOW STORE | 2 | 2133 NORTH BELTLINE ROAD | MESQUITE | TX |
| 8747 | RICHMAR FDS/F4L | TX-389 | 8747 0034 | RAINBOW STORE | 8 | 3419 TRINITY MILLS | DALLAS | TX |
| 8747 | RICHMAR FDS/F4L | TX-390 | 8747 0035 | RAINBOW STORE | 9 | 4100 LEGACY DRIVE | PLANO | TX |
| 8747 | RICHMAR FDS/F4L | TX-390 | 8747 0035 | RAINBOW STORE | 7 | 5000 MAIN STREET | THE COLONY | TX |

Aegis Portfolio - 1st Quarter 2003

| Div # | Division | Legal Num | Lease Num | Store Name | Store # | Address | City | State |
|-------|-----------------|-----------|-----------|--------------------------|---------|----------------------------|----------------|-------|
| 8747 | RICHMAR FDS/F4L | TX-391 | 8747 0043 | RAINBOW STORE | 0 | 1801 W PARKER ROAD | PLANO | TX |
| 8747 | RICHMAR FDS/F4L | UT-003 | 8285 0001 | PROVO FOOD 4 LESS | 6 | PARKWAY | PROVO | UT |
| 8747 | RICHMAR FDS/F4L | UT-012 | | Rose Park Food 4 Less | | 729 North Redwood Road | Salt Lake City | UT |
| 8747 | RICHMAR FDS/F4L | UT-030 | 8285 0002 | KEARNS FOOD 4 LESS | 8 | 5345 SOUTH 4015 WEST | KEARNS | UT |
| 8747 | RICHMAR FDS/F4L | UT-033 | 1021 0018 | FOOD 4 LESS | 3 | 2735 WEST 7800 SOUTH | WEST JORDAN | UT |
| 8747 | RICHMAR FDS/F4L | UT-043 | | Van Winkle Food 4 Less | | 5504 South Van Winkle | Salt Lake City | UT |
| 8747 | RICHMAR FDS/F4L | UT-050 | 8285 0004 | SPANISH FORK FOOD 4 LESS | 6 | 784 CHAPPEL DRIVE | SPANISH FORK | UT |
| 8747 | RICHMAR FDS/F4L | UT-051 | | Food 4 Less | | 1585 WEST 3500 SOUTH | W VALLEY CITY | UT |
| 8747 | RICHMAR FDS/F4L | WI-182 | 8279 0012 | SUPERSAVER | 3 | N81 W15182 APPLETON AVENUE | FALLS | WI |
| 8747 | RICHMAR FDS/F4L | WI-428 | 8279 0021 | COLDSRING SUPERSAVER | 9 | 4275 SO 76TH STREET | GREENFIELD | WI |
| 8747 | RICHMAR FDS/F4L | WI-903 | 8279 0034 | RACINE SUPERSAVER | 1 | 5201 W WASHINGTON AVE | RACINE | WI |
| 8747 | RICHMAR FDS/F4L | WI-909 | 8279 0036 | KENOSHA FOOD 4 LESS | 7 | 3500 52ND STREET | KENOSHA | WI |
| 8747 | RICHMAR FDS/F4L | WI-931 | 8279 0037 | FRESH FOR LESS | 8 | 1230 CAPITOL DRIVE | PEWAUKEE | WI |
| 8747 | RICHMAR FDS/F4L | WI-940 | 8279 0043 | SENTRY | 7 | 4771 SOUTH 27TH STREET | GREENFIELD | WI |
| 8747 | RICHMAR FDS/F4L | WI-963 | 8747 0040 | SENTRY | 5 | 1535 EAST MORELAND BLVD | WAUKESHA | WI |
| 8747 | RICHMAR FDS/F4L | WI-965 | 8747 0041 | SENTRY | 4 | 6300 WEST BROWN DEER | BROWN DEER | WI |

Aegis Portfolio - 1st Quarter 2003

| Div # | Division | Legal Num | Lease Num | Store Name | Store # | Address | City | State |
|-------------------------|---------------|-----------|-----------|-----------------------|---------|-----------------------------|----------------|-------|
| SUPPORT SERVICES | | | | | | | | |
| Div # | Division | Legal Num | Lease Num | Store Name | Store # | Address | City | State |
| 5505 | SUPPORT SRVCS | AL-009CS | 1012 0002 | FOOD 4 LESS | | HWY 90 EAST & HWY 98 | SPANISH FORT | AL |
| 5505 | SUPPORT SRVCS | AL-113CS | 1012 0029 | FORMER CALHOUN MARKET | | BLVD | TUSKEGEE | AL |
| 5505 | SUPPORT SRVCS | AR-028CS | 5505 0006 | MEGAMARKET | 95 | 11400 W MARKHAM ST | LITTLE ROCK | AR |
| 5505 | SUPPORT SRVCS | AR-238 | 8289 0005 | RICHARDS BROTHERS | | 1025 US HIGHWAY 62 E | MOUNTAIN HOME | AR |
| 5505 | SUPPORT SRVCS | AZ-051 | 8750 0016 | ABCO DESERT MARKET | 425 | 4101 NORTH 48TH STREET | PHOENIX | AZ |
| 5505 | SUPPORT SRVCS | AZ-053CS | 8750 0018 | ABCO | 427 | 1737 EAST BROADWAY ROAD | TEMPE | AZ |
| 5505 | SUPPORT SRVCS | AZ-057CS | 8750 0022 | ABCO | 432 | 1500 WEST WARNER ROAD | GILBERT | AZ |
| 5505 | SUPPORT SRVCS | AZ-063CS | 8750 0028 | ABCO | 438 | 20165 NORTH 67TH AVENUE | PHOENIX | AZ |
| 5505 | SUPPORT SRVCS | AZ-095 | 8750 0057 | ABCO | 776 | 6645 WEST PEORIA AVENUE | GLENDALE | AZ |
| 5505 | SUPPORT SRVCS | AZ-096CS | 8750 0058 | ABCO | 777 | 1675 WEST VALENCIA | TUCSON | AZ |
| 5505 | SUPPORT SRVCS | AZ-099CS | 8750 0061 | ABCO | 780 | 9750 WEST PEORIA | PEORIA | AZ |
| 5505 | SUPPORT SRVCS | AZ-102CS | 8750 0064 | ABCO | 790 | 3415 WEST GLENDALE | PHOENIX | AZ |
| 5505 | SUPPORT SRVCS | AZ-111 | 8750 0068 | ABCO | 301 | 7125 EAST BROADWAY | TUCSON | AZ |
| 5505 | SUPPORT SRVCS | AZ-120 | 8750 0073 | ABCO DESERT MARKET | 445 | 6730 W CAMELBACK ROAD | GLENDALE | AZ |
| 5505 | SUPPORT SRVCS | AZ-122CS | 8750 0075 | ABCO | 447 | 2330 WEST BETHANY HOME ROAD | PHOENIX | AZ |
| 5505 | SUPPORT SRVCS | AZ-128CL | 8750 0082 | ABCO | 470 | 115 EAST DUNLAP | PHOENIX | AZ |
| 5505 | SUPPORT SRVCS | AZ-131CS | 8750 0081 | ABCO | 501 | 1519 WEST GURLEY STREET | PRESCOTT | AZ |
| 5505 | SUPPORT SRVCS | DE-120 | 1009 0003 | THRIFTWAY | | 456 W GLENWOOD AVE | SMYRNA | DE |
| 5505 | SUPPORT SRVCS | FL-020 b | 1162 0001 | BADCOCK FURNITURE | | 300 EAST STATE ROAD 434 | WINTER SPRINGS | FL |
| 5505 | SUPPORT SRVCS | FL-028 b | 1162 0003 | FABRICS | | 365 EAST BURLEIGH ROAD | TAVARES | FL |
| 5505 | SUPPORT SRVCS | FL-587CS | 1162 0015 | ABC LIQUOR, INC | | 1944 HWY A1A | BEACH | FL |
| 5505 | SUPPORT SRVCS | IA-023 | 8401 0001 | BURLINGTON FESTIVAL | 18 | 3351 AGENCY STREET | BURLINGTON | IA |
| 5505 | SUPPORT SRVCS | IL-030CS | 8401 0008 | THOMPSON FOOD BASKET | 11 | 1600 W JACKSON ST | MACOMB | IL |
| 5505 | SUPPORT SRVCS | IL-032 | 8401 0009 | THOMPSON FOOD BASKET | 14 | 1510 WEST GARFIELD | BARTONVILLE | IL |
| 5505 | SUPPORT SRVCS | IL-160CS | 8401 0012 | SAVOY FESTIVAL FOODS | | U S HIGHWAY 45 | SAVOY | IL |
| 5505 | SUPPORT SRVCS | IL-161CS | 8401 0013 | THOMPSON FOOD BASKET | | AVE | PEORIA | IL |
| 5505 | SUPPORT SRVCS | KS-039 | 8395 0011 | GRAND CENTRAL IGA | | 1620 LINCOLN | CONCORDIA | KS |
| 5505 | SUPPORT SRVCS | KS-044CS | 8395 0014 | JUBILEE FOODS | 30 | 121 EAST 11TH ST | GOODLAND | KS |
| 5505 | SUPPORT SRVCS | KS-084CS | 1004 0007 | FOOD 4 LESS | | K-7 HWY & DENNIS AVE | OLATHE | KS |
| 5505 | SUPPORT SRVCS | KS-109 | 1004 0016 | JEGEN'S UNITED SUPER | | 7908 W 151ST STREET | STANLEY | KS |
| 5505 | SUPPORT SRVCS | KY-062 | 4194 0005 | QUALITY STAMP | | WEST MAIN STREET @ HWY 41A | MADISONVILLE | KY |
| 5505 | SUPPORT SRVCS | LA-092CS | 1166 0016 | MARKET | 49 | 1750 S 5TH STREET | LEESVILLE | LA |
| 5505 | SUPPORT SRVCS | MD-887 | 1134 0008 | | | | | MD |

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| 5505 | SUPPORT SRVCS | MN-004 | 8201 0001 | RAINBOW | 131 | 3030 111TH AVENUE NW | COON RAPIDS | MN |
| 5505 | SUPPORT SRVCS | MN-038 | 1140 0013 | KNOWLAN'S | 10 | 3400 150TH STREET WEST | ROSEMOUNT | MN |
| 5505 | SUPPORT SRVCS | MN-281CS | 8201 0044 | RAINBOW FOOD STORE | 81 | 1700 17TH ST NW | AUSTIN | MN |
| 5505 | SUPPORT SRVCS | MO-035CS | 1004 0051 | RAY GREENHILLS | 1 | 3602 MITCHELL AVE | ST JOSEPH | MO |
| 5505 | SUPPORT SRVCS | MO-041CS | 1004 0052 | ROY'S GREENHILLS | 1 | 3414 SOUTH 22ND STREET | ST JOSEPH | MO |
| 5505 | SUPPORT SRVCS | MS-001CS | 5505 0026 | SACK AND SAVE | 25 | HWY45 & WAVERLY RD | COLUMBUS | MS |
| 5505 | SUPPORT SRVCS | NC-013CS | 1168 0005 | CLUB 211 | | HIGHWAY 211 | WEST END | NC |
| 5505 | SUPPORT SRVCS | NJ-053 | 1009 0012 | SHOP 'N BAG | | 516 WILLIAMSTOWN RD | SICKLERVILLE | NJ |
| 5505 | SUPPORT SRVCS | NJ-088 | 1009 0017 | SHOP 'N BAG | | MOSS MILL ROAD BYPASS | SMITHVILLE | NJ |
| 5505 | SUPPORT SRVCS | NJ-104 | 1009 0021 | ZALLIE SHOP RITE | | EVESHAM AVENUE & ROUTE 30 | SOMERDALE | NJ |
| 5505 | SUPPORT SRVCS | NY-003 | 1131 0002 | LOCKPORT JUBILEE FOODS | | 34 CHESTNUT ST | LOCKPORT | NY |
| 5505 | SUPPORT SRVCS | NY-047 | 8320 0009 | SOUTH OGDEN JUBILEE | 564 | 652 SOUTH OGDEN | BUFFALO | NY |
| 5505 | SUPPORT SRVCS | NY-057CS | 5505 0036 | SUPER DUPER | | 3930 N BUFFALO ROAD | ORCHARD PARK | NY |
| 5505 | SUPPORT SRVCS | NY-063 | 8320 0016 | HAMBURG JUBILEE | | 4233 LAKE AVENUE | HAMBURG | NY |
| 5505 | SUPPORT SRVCS | NY-064CS | 5505 0037 | S M FLICKINGER | 46 | AMES PLAZA, ROUTE 4 | ONTARIO | NY |
| 5505 | SUPPORT SRVCS | NY-197CS | 1131 0024 | SUPER DUPER | | ROUTE 11 | MALONE | NY |
| 5505 | SUPPORT SRVCS | NY-314CS | 1131 0036 | JUBILEE - HAMBURG PLAZA | | 5999 SOUTH PARK AVENUE | HAMBURG | NY |
| 5505 | SUPPORT SRVCS | OH-001CS | 1016 0003 | RENO IGA | | 5000 E MARKET ST | WARREN | OH |
| 5505 | SUPPORT SRVCS | OH-016 | 1016 0014 | SALINEVILLE IGA FOODLINER | | 60 WEST MAIN STREET | SALINEVILLE | OH |
| 5505 | SUPPORT SRVCS | OH-034CS | 1016 0020 | VOLLIK'S BI-RITE | | 35111 CENTER RIDGE ROAD | NORTH RIDGEVILLE | OH |
| 5505 | SUPPORT SRVCS | OK-027 | 1003 0008 | IGA-MARVIN'S | | 2630 NORTH MAIN | MIAMI | OK |
| 5505 | SUPPORT SRVCS | OK-046 | | | | | | OK |
| 5505 | SUPPORT SRVCS | OK-094 | 8800 0004 | | | | | OK |
| 5505 | SUPPORT SRVCS | OK-101CS | 1003 0030 | DICUS | 3 | 806 ARLINGTON CENTER | ADA | OK |
| 5505 | SUPPORT SRVCS | OK-104 | 1003 0031 | | | | | OK |
| 5505 | SUPPORT SRVCS | OK-141 | 1003 0045 | | | | | OK |
| 5505 | SUPPORT SRVCS | OK-142CS | 1003 0046 | JIM'S SUPERTHRIFT | 2 | 12201 NORTH WARWICK DRIVE | OKLAHOMA CITY | OK |
| 5505 | SUPPORT SRVCS | OR-007 | 1022 0004 | SANDY BARR'S FLEA MARKET | | 17942 SOUTHWEST MCEWAN | TUALATIN | OR |
| 5505 | SUPPORT SRVCS | OR-016 | 1022 0011 | THE DALLES SHOP N KART | | 2600 WEST SIXTH | THE DALLES | OR |
| 5505 | SUPPORT SRVCS | PA-020CS | 1016 0029 | FAMILY STORES | | OLD ROUTE 22 AND S R 3005 | MIFFLINTOWN | PA |
| 5505 | SUPPORT SRVCS | PA-049CS | 8412 0015 | FESTIVAL FOODS | 790 | 3431 SIMPSON FERRY ROAD | TOWNSHIP | PA |
| 5505 | SUPPORT SRVCS | PA-203CS | 8320 0027 | EMPORIUM JUBILEE | 31 | 612 E ALLEGANY STREET | EMPORIUM | PA |
| 5505 | SUPPORT SRVCS | PA-238CS | 1142 0007 | GREENSBURG FOOD 4 LESS | | RR6, BOX 224 | GREENSBURG | PA |
| 5505 | SUPPORT SRVCS | PA-241CS | 1142 0008 | MONROEVILLE FOOD 4 LESS | | 3625 WILLIAM PENN HIGHWAY | MONROEVILLE | PA |
| 5505 | SUPPORT SRVCS | PA-835 | 8412 0019 | HILLS PLAZA JUBILEE FOODS | 82 | 1919 S ATHERTON STREET | STATE COLLEGE | PA |

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| 5505 | SUPPORT SRVCS | PA-838CS | 8412 0025 | JUBILEE FOODS | 857 | 710 EAST MAIN ST | WAYNESBORO | PA |

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| 5505 | SUPPORT SRVCS | PA-839 | 1009 0067 | THRIFTWAY | | 4424-4444 N BROAD STREET | PHILADELPHIA | PA |
| 5505 | SUPPORT SRVCS | SD-069CS | 1140 0030 | JUBILEE FOODS | | 711 5TH STREET SE | WATERTOWN | SD |
| 5505 | SUPPORT SRVCS | TN-096CS | 1155 0057 | PIGGLY WIGGLY | 41 | 240 PEN-MAR CIRCLE | PLEASANT VIEW | TN |
| 5505 | SUPPORT SRVCS | TN-167CS | 1151 0060 | PIGGLY WIGGLY | 25 | HIGHWAY 51 NORTH | MILLINGTON | TN |
| 5505 | SUPPORT SRVCS | TN-296 | 1155 0072 | OAKWOOD MARKET | | MAIN STREET & HIGHWAY 11 | CHURCH HILL | TN |
| 5505 | SUPPORT SRVCS | TX-030 | 1008 0004 | HANDY ANDY | | 1720 EAST MAIN STREET | ALICE | TX |
| 5505 | SUPPORT SRVCS | TX-085CS | 1005 0005 | FLEA MARKET | | 13128 STUEBNER AIRLINE ROAD | HOUSTON | TX |
| 5505 | SUPPORT SRVCS | TX-091CS | 1005 0008 | PRICE STAR | | 820 HIGHWAY THREE | LAMARQUE | TX |
| 5505 | SUPPORT SRVCS | WI-004 | 1139 0015 | DEPERE JUBILEE FOODS | 7 | 811 MAIN STREET | DEPERE | WI |
| 5505 | SUPPORT SRVCS | WI-015CS | 8279 0001 | VERONA ROAD SUPERSAVER | 15 | 4629 VERONA ROAD | MADISON | WI |
| 5505 | SUPPORT SRVCS | WI-088 | 5505 0081 | | | | | WI |
| 5505 | SUPPORT SRVCS | WI-710 | 8279 0030 | PLYMOUTH SENTRY | 710 | 2225 EASTERN AVENUE | PLYMOUTH | WI |
| 5505 | SUPPORT SRVCS | WI-808CS | 1020 0032 | SENTRY STORE | 808 | 9038 W APPLETON AVENUE | MILWAUKEE | WI |
| 5505 | SUPPORT SRVCS | WI-812 | 1020 0033 | WASHTOCK'S SENTRY | 812 | 3221 EIGHTH STREET SOUTH | WISCONSIN RAPIDS | WI |
| 5505 | SUPPORT SRVCS | WI-932CS | 8279 0038 | PERSHING PLAZA SUPERSAVER | 80 | 7600 PERSHING BOULEVARD | KENOSHA | WI |
| 5505 | SUPPORT SRVCS | WI-936CS | 8279 0039 | BUCHANAN SUPERSAVER | 105 | W3165 VAN ROY ROAD | BUCHANAN | WI |
| 5505 | SUPPORT SRVCS | WI-939CS | 8279 0040 | SENTRY STORE | 730 | 741 SOUTH TAYLOR DRIVE | SHEBOYGAN | WI |
| OTHERS | | | | | | | | |
| Div # | Division | Legal Num | Lease Num | Store Name | Store # | Address | City | State |
| 1020 | MILWAUKEE DIV | WI-065 | 8279 0004 | SUPERSAVER | 65 | 4140 WEST GREENFIELD AVENUE | WEST MILWAUKEE | WI |
| 1020 | MILWAUKEE DIV | WI-230 | 8279 0016 | | | | | WI |
| 1020 | MILWAUKEE DIV | WI-250 | 8279 0019 | MIDDLETON SENTRY | 250 | 2502 ALLEN BOULEVARD | MIDDLETON | WI |
| 1020 | MILWAUKEE DIV | WI-418 | 8279 0020 | BELOIT SUPERSAVER | 418 | 1805 PRAIRIE AVENUE | BELOIT | WI |
| 1020 | MILWAUKEE Div | WI-901 | 8279 0032 | SOUTHTOWNE SUPERSAVER | 25 | 2151 ROYAL AVENUE | MONONA | WI |
| 1060 | NE MARYLAND | PA-044 | 1009 0029 | SHOP 'N BAG | | EASTON ROAD AND ST ROAD | WARRINGTON | PA |
| 1141 | SUPERIOR | MI-036 | 5505 0025 | PAT'S JUBILEE FOODS | | 200 TIN STREET | ONTONAGON | MI |
| 1141 | SUPERIOR | MN-047 | 1141 0003 | BIWABIK JAMBOREE | | 317 N MAIN STREET | BIWABIK | MN |
| 1166 | LAFAYETTE | LA-084 | 1166 0014 | MINDEN MARKET | | 1204 HOMER ROAD | MINDEN | LA |