

**UNITED STATES BANKRUPTCY COURT
District of Delaware**

PROOF OF CLAIM

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|----------------------------------------------------|----------------------------|
| In re (Name of Debtor) Fleming Companies | Case No 03-10945 |
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NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503

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| Name of Creditor Rubbermaid Home Products, division of Rubbermaid, Inc , subsidiary of Newell Rubbermaid, Inc | <input type="checkbox"/> Check box if you are aware that anyone has filed a Proof of Claim relating to your Claim. Attach copy of statement giving particulars |
| Name and Addresses Where Notice Should Be Sent Attn Gary Popp Newell Rubbermaid Inc 29 East Stephenson Street, FL1638 Freeport, IL 61032 | <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court |
| Telephone No (815) 233-8031 | |

REC'D AUG 21 2003

THIS SPACE IS FOR COURT USE ONLY

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| Account or other number by which creditor identifies debtor FL1638 | Check here if this Claim <input type="checkbox"/> replaces a previously filed Claim, dated 6/3/03 <input checked="" type="checkbox"/> amends |
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| 1 BASIS FOR CLAIM <input checked="" 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 type="checkbox"/> Other (Describe briefly) | <input type="checkbox"/> Retiree benefits as described in 11 U.S.C. §1114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date) |
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|------------------------------------------------------------------|-------------------------------------------|
| 2 DATE DEBT WAS INCURRED See attached statement | 3 IF COURT JUDGMENT, DATE OBTAINED |
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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 one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describes your Claim and STATE THE AMOUNT OF THE CLAIM

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> SECURED CLAIM \$ _____ Attach evidence of perfection of security interest Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe Briefly) Amount of arrearage and other charges included in secured claim above If any \$ _____ | <input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ _____ Specify the priority of the claim. <input type="checkbox"/> Wages salaries or commissions (up to \$2000) 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)(4) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. §507(a)(4) <input type="checkbox"/> Up to \$900 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"/> Taxes or penalties of governmental units 11 U.S.C. §507(a)(7) <input type="checkbox"/> Other 11 U.S.C. §507(a)(2) (a)(5) (Describe briefly) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

UNSECURED NONPRIORITY CLAIM \$ 17,054 98
 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

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| 5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 17,054 98 (Unsecured) \$ _____ (Secured) \$ _____ (Priority) | \$ 17,054 98 (Total) |
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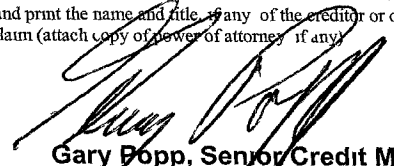
Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

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 acknowledgement of the filing of your Claim, enclose a stamped self-addressed envelope and copy of this Proof of Claim.

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| Date 8/8/03 | Sign and print the name and title of any of the creditor or other person authorized to file this Claim (attach copy of power of attorney if any)  Gary Popp, Senior Credit Manager |
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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





STATEMENT OF ACCOUNT

VENDOR NO RUBBERMAID HOME PRODUCTS

DATE 8/8/2003

CUSTOMER NO FL163800000

CTP/MEMPHIS GMD
FLEMING INC
PO BOX 268865
OKLAHOMA CITY OK 73126

PLEASE REMIT TO

Rubbermaid Home Products
c/o Newell Rubbermaid Inc.
29 East Stephenson St.
Freeport, IL 61032

| DATE | DEPT | OUR REFERENCE NO | AMOUNT | P O NUMBER | REMARKS |
|----------|------|------------------|-------------|------------|-------------------|
| 3/4/03 | HPHP | 036938825 | \$ 4,364 66 | 543101-MG | PAST DUE |
| 3/11/03 | HPHP | 037014412 | 3,472 40 | 566381-MG | PAST DUE |
| 3/25/03 | HPHP | 037224682 | 5,024 64 | 621938-MG | PAST DUE |
| 4/9/03 | HPHP | 037436604RB | 215 40 | MGX844498 | PAST DUE |
| 12/27/02 | HPHP | UD1484622 | 79 02 | CU25760344 | UNEARNED DISCOUNT |
| 12/28/02 | HPHP | UD1485331 | 144 70 | CU25763646 | UNEARNED DISCOUNT |
| 2/8/03 | HPHP | UD1514577 | 399 78 | CU25780630 | UNEARNED DISCOUNT |
| 3/19/03 | HPHP | UD1542472 | 122 54 | CU23564667 | UNEARNED DISCOUNT |
| 11/29/02 | HPHP | UD1465554 | 131 38 | CU25750024 | UNEARNED DISCOUNT |
| 10/19/02 | HPHP | UD1437770 | 305 62 | CU25731809 | UNEARNED DISCOUNT |
| 10/2/02 | HPHP | UD1425195 | 115 62 | CU52724444 | UNEARNED DISCOUNT |
| 8/7/02 | HPHP | UD1387260 | 241 38 | CU25699900 | UNEARNED DISCOUNT |
| 6/17/02 | HPHP | UD1351459 | 229 33 | CU25675842 | UNEARNED DISCOUNT |
| 7/26/02 | HPHP | UD1378613 | 163 09 | CU25694269 | UNEARNED DISCOUNT |
| 8/3/02 | HPHP | UD1384170 | 268 11 | CU25698445 | UNEARNED DISCOUNT |
| 11/21/01 | HPHP | UD1205299 | 201 56 | CU25582353 | UNEARNED DISCOUNT |
| 2/6/02 | HPHP | UD1255778 | 201 92 | CU25616737 | UNEARNED DISCOUNT |
| 9/24/01 | HPHP | UD1160289 | 79 26 | CU25552051 | UNEARNED DISCOUNT |
| 10/2/01 | HPHP | UD1166630 | 85 79 | CU25557191 | UNEARNED DISCOUNT |
| 6/12/01 | HPHP | UD1085127 | 216 00 | CU25504558 | UNEARNED DISCOUNT |
| 2/28/01 | HPHP | UD1003182 | 303 78 | CU25458815 | UNEARNED DISCOUNT |
| 3/28/01 | HPHP | UD1028856 | 199 36 | CU25471635 | UNEARNED DISCOUNT |
| 4/3/01 | HPHP | UD1033069 | 151 84 | CU25471016 | UNEARNED DISCOUNT |
| 4/30/01 | HPHP | UD1053067 | 131 69 | CU25485908 | UNEARNED DISCOUNT |
| 1/27/01 | HPHP | UD977065 | 206 11 | CU25446026 | UNEARNED DISCOUNT |

\$17,054 98

TOTAL OUTSTANDING