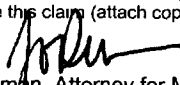



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor General Acceptance Corporation	Case Number 03-10961 (MFW)	THIS SPACE IS FOR COURT USE ONLY
<small>NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503.</small>		
Name of Creditor (The person or entity to whom the debtor owes money or property) Marriott International, Inc, on behalf of Atlanta Marriott-Marquis	<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 checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	
Name and Addresses Where Notices Should be Sent c/o Jodie E Buchman Esquire Piper Rudnick LLP 6225 Smith Avenue Baltimore Maryland 21209-3600 Telephone No (410) 580-3000		
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____	
1 BASIS FOR CLAIM		
<input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages salaries and compensations (Fill out below) Your social security number _____ Unpaid Compensations for services performed from _____ to _____ (date) (date)	
2 DATE DEBT WAS INCURRED See attached	3 IF COURT JUDGMENT DATE OBTAINED	
4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 357,635 02 If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input checked="" 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 or 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 \$4 650) 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)(3) <input type="checkbox"/> Contributions to an employee benefit plan — U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties of 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 4/1/04 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 on this claim has been credited and deducted for the purpose of making this proof of claim		THIS SPACE IS FOR COURT USE ONLY
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		
Date 9/1/03	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)  Jodie E Buchman Attorney for Marriott International Inc on behalf of Atlanta Marriott Marquis	
Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U.S.C. § 1573		

FILED

SEP 02 2003

BMC

Fleming Companies Claim



05857

CLASSIFICATION OF CLAIM

Marriott International, Inc , on behalf of Atlanta Marriott-Marquis (“Marriott”) provided prepetition hotel accommodations, services and prepaid expenses to General Acceptance Corporation (the “Debtor”) As of the date of the Petition, the Debtor was indebted to Marriott for outstanding invoices in the total amount of \$357,635 02

Marriott reserves the right to amend and supplement this Proof of Claim and/or to file additional proofs of claim for additional claims Marriott further reserves all rights accruing to it and the filing of this Proof of Claim is not intended to be, and shall not be construed as, (a) an election of remedy, (b) a waiver of limitation of any rights of Marriott, (c) a consent to the termination of the Debtor’s liability to Marriott by any particular court, including, without limitation, the Bankruptcy Court and (d) a consent to the jurisdiction or venue of any particular court, including, but not limited to, the Bankruptcy Court

Marriott asserts the following additional claims, to the extent that any such claims exist, as to all of which Marriott expressly reserves all rights, notwithstanding anything contained in this Proof of Claim (a) rights to estimate contingent claims, and (b) claims which may be presently in amounts not fully ascertainable but to be later provided if such claims are estimated and/or liquidated

Piper Rudnick

6225 Smith Avenue
Baltimore, Maryland 21209-3600
main 410 580 3000 fax 410 580 3001

MELISSA L WHITE
melissa.white@piperrudnick.com
direct 410 580 4405 fax 410 580 3505

September 2, 2003

VIA HAND DELIVERY

Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

Re In re Fleming Companies, Inc et al
(See attached Exhibit A for list of related Debtors)
Proofs of Claims for
(1) Marriott International, Inc , on behalf of Marriott Salt Lake City-Cottonwood,
(2) Marriott International, Inc on behalf of Minneapolis Marriott Southwest,
(3) Marriott International, Inc , on behalf of Atlanta Marriott-Southwest

Dear Claims Agent

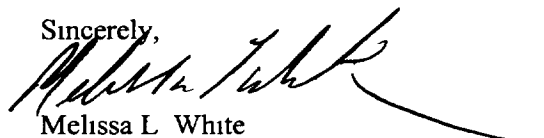
Enclosed please find 87 original proofs of claims for filing in the above-referenced matters as follows

- 29 original proofs of claim to be filed in each of the cases referred to in the attached Exhibit A on behalf of Marriott International, Inc , on behalf of Marriott Salt Lake City-Cottonwood
- 29 original proofs of claim to be filed in each of the cases referred to in the attached Exhibit A on behalf of Marriott International, Inc on behalf of Minneapolis Marriott Southwest
- 29 original proofs of claim to be filed in each of the cases referred to in the attached Exhibit A on behalf of Marriott International, Inc , on behalf of Atlanta Marriott-Southwest

Also provided are 87 duplicate copies of the proofs of claim Please date stamp each copy and return them to our messenger

Should you have any questions please feel free to contact me at 410-580-4405 or Jennifer Chiarelli at 310-595-3033

Sincerely,



Melissa L. White
Paralegal to Jodie E Buchman, Esq

Enclosures
cc Jodie E Buchman, Esq