

In re (Name of Debtor)
FLEMING COMPANIES, INC

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
 (The person or other entity to whom the debtor owes money or property)
OKLAHOMA TAX COMMISSION

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy or statement giving particulars.

Name and Address Where Notices Should Be Sent
**OKLAHOMA TAX COMMISSION
 BANKRUPTCY SECTION
 GENERAL COUNSEL'S OFFICE
 P O BOX 53248
 OKLAHOMA CITY, OK 73152-3248
 Telephone No (405) 521-3141**

Check box if you 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.

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
480222760F

Check here if this claim a previously filed claim dated _____ replaces } in the amount of _____
 amends }

1 BASIS FOR CLAIM

CHAPTER 11

- 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)
- Wage, salaries and commissions (Fill out below)
 Your social security number _____

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

2 DATE DEBT WAS INCURRED
SEE ATTACHED

3 IF COURT JUDGMENT, DATE OBTAINED

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 in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM

SECURED CLAIM \$ _____
 Attach evidence of perfection of security interest
 Brief Description of Collateral
 Real Estate Motor Vehicle Other (Describe)

Amount of arrearage and other charges included in secured claim above if any \$ _____

UNSECURED NONPRIORITY CLAIMS \$ **44,175 05**
 A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or the extent that value of such property is less than the amount of the claim.

UNSECURED PRIORITY CLAIM \$ **529,420 66**
 Specify the priority of the claim
 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)(3)
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
 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)
 Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7)
 Other - 11 U.S.C. §§ 507(a)(2) (a)(5) -(Describe briefly)

5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ **44,175 05** (Unsecured) \$ **529,420 66** (Secured) \$ **573,595 71** (Total)

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 DOCUMENT Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interest. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8 TIME-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.

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**FILED
 AUG 27 2003
 BMC**

Date
AUG 21 2003

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)
Joseph P. Bappa
OFFICE OF GENERAL COUNSEL



Penalty for Presenting Fraudulent Claim
 Fine of up to \$500,000.00 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571

CASE NUMBER 03-10945 MFW

FLEMING COMPANIES, INC

THAT FLEMING COMPANIES, INC
WAS (WERE) AT THE TIME OF BEING ADJUDGED BANKRUPT AND STILL IS (ARE)
JUSTLY INDEBTED TO THE STATE OF OKLAHOMA FOR

CIGARETTE TAX
ID NUMBER 480222760-OKC

PERIOD	TAX-LIABILITY	PENALTY	INTEREST	APPL-FEES	TOTAL
0	379571 42	37957 14	105019 56	00	522548 12
	AS EVIDENCED BY DEBTOR'S FILED REPORTS				

TOBACCO TAX
ID NUMBER 480222760-OKC

PERIOD	TAX-LIABILITY	PENALTY	INTEREST	APPL-FEES	TOTAL
0	11779 51	1401 38	2051 80	00	15232 69
	AS EVIDENCED BY DEBTOR'S FILED REPORTS				

TOBACCO TAX
ID NUMBER 480222760-TULSA

PERIOD	TAX-LIABILITY	PENALTY	INTEREST	APPL-FEES	TOTAL
0	22460 23	4366 53	1284 43	00	28111 19
	AS EVIDENCED BY DEBTOR'S FILED REPORTS				

SALES TAX - STS
ID NUMBER 125620

PERIOD	TAX-LIABILITY	PENALTY	INTEREST	APPL-FEES	TOTAL
0303	5980 73	00	00	00	5980 73
	AS EVIDENCED BY DEBTOR'S FILED REPORTS				

SALES TAX - STS
ID NUMBER 125620 00 05 -

PERIOD	TAX-LIABILITY	PENALTY	INTEREST	APPL-FEES	TOTAL
0006	00	450 00	1272 98	00	1722 98
	AS REFLECTED BY AUDIT OF DEBTOR BOOKS AND RECORDS				

FOR AN AGGREGATE AMOUNT DUE AND OWING TO THE STATE OF OKLAHOMA
AS \$ 573,595 71

PLEASE BE ADVISED THAT ALL PAYMENTS SHOULD BE MAILED TO THE OKLAHOMA TAX
COMMISSION, ACCOUNT MAINTENANCE DIVISION, P O BOX 53248, OKLAHOMA CITY, OK
73152-3248

EXHIBIT "A"