

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

PROOF OF CLAIM



551484

Bar Date Ref # 2-NVM-9708

In re Fleming Companies, Inc 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

Dpra Inc
332 Minnesota St Ste E-1500
St Paul MN 55101

0354653551484

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 (78) 539-3565 x1041

CREDITOR TAX ID #
48-0786852

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
005243

Check here replaces or amends a previously filed claim dated _____ if this claim

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 12/31/00 - 03/31/03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 27,814.04 (unsecured) \$ -0- (secured) \$ -0- (unsecured priority) \$ 27,814.04 (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

THIS SPACE FOR COURT USE ONLY

FILED

AUG 29 2003

BMC

Fleming Companies Claim

07074

DATE SIGNED 08-22-03

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)
Mary J Carter, Mary J Carter, Treasurer

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

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
)
Fleming Companies, Inc , et al ,¹) Case No 03-10945 (MFW)
Debtors) (Jointly Administered)

**NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

TO ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that the above-captioned debtors and debtors-in-possession (the "Debtors") filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court") The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code

Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(3), all Persons and Entities, including, without limitation, individuals, partnerships, corporations, estates, trusts, governmental units (which shall include all entities defined as such in Section 101(27) of the Bankruptcy Code, including any such entity that holds a claim arising from prepetition tax years or periods or from prepetition transactions to which a Debtor was a party), and entities asserting claims against an individual Debtor that arose out of the obligations of such entities or the Debtors under a contract for the provision of liability insurance (each a "Creditor" and collectively, "Creditors"), holding or wishing to assert a claim as defined in Section 101(5) of the Bankruptcy Code against any of the Debtors (collectively, the "Claims") or interest in any of the Debtors (collectively, the "Interests") arising on or before April 1, 2003 (the "Petition Date"), are required to file a separate, completed and executed proof of claim form conforming substantially to Official Bankruptcy Form 10) (the "Proof of Claim") on account of any Claims such Creditors hold or wish to assert against the Debtors, so that the Proof of Claim is actually received on or before 4 00 p m Pacific Daylight Time on September 15, 2003 (the "General Bar Date"), or in the case of governmental units, by October 1, 2003, the "Governmental Unit Bar Date," by the Debtors' Official Notice and Claims Agent at the following address

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue, El Segundo, CA 90245 (for overnight mail or hand delivery)
P O Box 900, El Segundo, CA 90245-0900 (for regular mail)
Telephone 1-888-909-0100

Notwithstanding the foregoing, AT THIS TIME, Proofs of Claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (f) below (collectively, the "Excluded Claims")

- (a) Claims listed in the Debtors' Schedules of Assets and Liabilities (the "Schedules") filed with the Court, pursuant to Bankruptcy Rule 1007, or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the creditor holding such claim as to nature, amount, or classification,
- (b) Claims on account of which a Proof of Claim has already been properly filed with the Court,
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court, including, without limitation, any claims of the Agents and/or the Lenders allowed pursuant to the Final DIP Order,²
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' chapter 11 cases,
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other Debtors,
- (f) Claims of an entity whose claim is limited exclusively to a claim for the repayment of principal and/or interest on or under any issuance by any of the Debtors of any debt security (collectively, the "Notes") or any indenture in respect of each issue of the Notes (the "Indentures" and each such Indenture collectively with the Notes issued thereunder, the "Debt Instruments"), provided, however, that (i) the foregoing exclusion shall not apply to the indenture trustees under any of the

¹ The Debtors are the following entities Core-Mark International, Inc , Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , Dunigan Fuels, Inc Favar Concepts, Ltd , Fleming Foods Management Co , L L C , Fleming Foods of Texas, L P , Fleming International, Ltd , Fleming Supermarkets of Florida, Inc , Fleming Transportation Service, Inc , Food 4 Less Beverage Company, Inc , Fuelserv, Inc , General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc , Minter-Weisman Co , Piggly Wiggly Company, Progressive Realty, Inc , Rainbow Food Group, Inc , Retail Investments, Inc , Retail Supermarkets, Inc , RFS Marketing Services, Inc , and Richmar Foods, Inc

² The term ' Final DIP Order ' refers to the Final Order Authorizing (I) Post-Petition Financing Pursuant to 11 U S C § 364 and Bankruptcy Rule 4001(c), (II) Use of Cash Collateral Pursuant to 11 U S C § 363 and Bankruptcy Rules 4001(b) and (d), (III) Grant of Adequate Protection Pursuant to 11 U S C §§ 361 and 363, and (IV) Approving Secured Inventory Trade Credit Program and Granting Subordinate Liens Pursuant to 11 U S C §§ 105 and 364(c)(3) and Rule 4001(c)



2003-000069231

Billing Date 03/31/2003

Billing # 000132

Description UNDERGROUND STORAGE TANK ASSESSMENT FOR RETAIL FOODS OF MINNESOTA, BROOKS SUPERETTE #18, RICE & MARYLAND, ST PAUL, MINNESOTA

Bill To
 Fleming Companies
 David Stegmann
 1945 Lakepointe Drive
 Lewisville, TX 75057

Remit To
 DPRA Incorporated
 332 Minnesota Street
 Suite E-1500
 St. Paul, MN 55101

Project Manager Timm, Allan P
 Account Number 005243 0009

Contract Amount. \$0 00
 Costs To Date: \$264,582 09

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	140 00	1 5	210.00
Project Eng/Geologist I	70 00	0 6	42.00
Total Labor		2.1	252.00
Consultants			517 50
Miscellaneous			33.42
Technology/Equipment			12 60
Total Expenses			563.52
Total This Invoice			\$815 52



2003-0000069233

Billing Date 03/31/2003

Billing # 000063

Description Quarterly monitoring and regulatory reporting at 29 Supermarket, 110 South 17th Avenue, Wausau, WI Purchase Order Number SF-20010124

Bill To

Fleming Companies
David Stegmann
1945 Lakepointe Drive
Lewisville, TX 75057

Remit To

DPRA Incorporated
332 Minnesota Street
Suite E-1500
St Paul, MN 55101

Project Manager Heimbach, Robert H

Account Number 005243 0062 0005

Costs to Date

\$14,686 10

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	\$140 00	1 50	\$210 00
Project Eng/Geologist I	\$70 00	17 00	\$1,190 00
Sr Technician	\$50 00	1 00	\$50 00
Technician	\$45 00	2 00	\$90 00
Administrative Assist	\$35 00	0 40	\$14 00
Total Labor		21 90	\$1,554 00
Miscellaneous			\$230 00
Technology/Equipment			\$77 70
Total Expenses			\$307 70
Total This Invoice			\$1,861 70



DPRA

2003-0000064830

Billing Date 02/28/2003

Billing # 000060

Description FORMER BROOKS #26 LOCATED IN STILLWATER, MINNESOTA FOR FLEMING COMPANIES

Bill To

Fleming Companies
David Stegmann
1945 Lakepointe Drive
Lewisville, TX 75057

Remit To

DPRA Incorporated
332 Minnesota Street
Suite E-1500
St Paul, MN 55101

Project Manager Hannu, Donovan

Account Number 005243 0122 0012

Costs to Date

\$8,738 62

Cost Item	Current Rate	Current Hours	Current Billable
Project Eng/Geologist I	\$80 00	1 00	\$80 00
Sr Technician	\$55 00	5 50	\$302.50
Total Labor		6 50	\$382 50
Miscellaneous			\$41 57
Technology/Equipment			\$19 13
Total Expenses			\$60.70
Total This Invoice			\$443.20



DPRA

2003-0000069235

Billing Date. 03/31/2003

Billing # 000061

Description FORMER BROOKS #26 LOCATED IN STILLWATER, MINNESOTA FOR FLEMING COMPANIES

Bill To.

Fleming Companies
David Stegmann
1945 Lakepointe Drive
Lewisville, TX 75057

Remit To*

DPRA Incorporated
332 Minnesota Street
Suite E-1500
St Paul, MN 55101

Project Manager Hannu, Donovan

Account Number 005243 0122 0012

Costs to Date **\$9,028.15**

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	\$140 00	0 50	\$70 00
Project Eng/Geologist I	\$80 00	1 50	\$120 00
Sr Technician	\$55 00	0 50	\$27 50
Total Labor		2 50	\$217.50
Miscellaneous			\$61 15
Technology/Equipment			\$10 88
Total Expenses			\$72.03
Total This Invoice			\$289.53



2003-0000069241

Billing Date 03/31/2003

Billing # 000004

Description Prepare PECFA Reimbursement Application for Fleming La Crosse Division, LaCrosse, WI

Bill To
 Fleming Companies
 David Stegmann
 1945 Lakepointe Drive
 Lewisville, TX 75057

Remit To
 DPRA Incorporated
 332 Minnesota Street
 Suite E-1500
 St. Paul, MN 55101

Project Manager: Meier, Paul M
 Account Number 005243 0137 0001

Contract Amount \$1,804 00
 Costs To Date \$1,608 62

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	140 00	5	700 00
Project Eng/Geologist II	85 00	1 5	127 50
Total Labor		6 5	827 50
Technology/Equipment			41 38
Total Expenses			41.38
Total This Invoice			\$868.88



2003-0000069242

Billing Date 03/31/2003

Billing # 000003

Description Prepare PECFA Reimbursement Application for Fleming Hub City Division, Marshfield, WI

Bill To
 Fleming Companies
 David Stegmann
 1945 Lakepointe Drive
 Lewisville, TX 75057

Remit To
 DPRA Incorporated
 332 Minnesota Street
 Suite E-1500
 St Paul, MN 55101

Project Manager Meier, Paul M

Contract Amount \$1,804 00

Account Number 005243 0137 0002

Costs To Date \$771 23

Cost Item	Current Rate	Current Hours	Current Billable
Project Eng/Geologist II	85 00	1 5	127 50
Total Labor		1 5	127 50
Technology/Equipment			6 38
Total Expenses			6 38
Total This Invoice			\$133.88



2003-0000069244

Billing Date 03/31/2003

Billing # 000003

Description Prepare PECFA Reimbursement Application for Fleming Crestwood Bakery Division, West Allis, WI

Bill To:
 Fleming Companies
 David Stegmann
 1945 Lakepointe Drive
 Lewisville, TX 75057

Remit To
 DPRA Incorporated
 332 Minnesota Street
 Suite E-1500
 St Paul, MN 55101

Project Manager: Meier, Paul M
 Account Number: 005243 0137 0004

Contract Amount \$1,804.00
 Costs To Date \$771.23

Cost Item	Current Rate	Current Hours	Current Billable
Project Eng/Geologist II	85.00	1.5	127.50
Total Labor		1.5	127.50
Technology/Equipment			6.38
Total Expenses			6.38
Total This Invoice			\$133.88



2003-0000069248

Billing Date 03/31/2003

Billing # 000014

Description Additional Site Assessment - Soil Borings, Groundwater and Sewer Sampling at Former Brooks #49 located at 594 West 78th Street, Chanhassen, Minnesota Purchase Order Number 995053

Bill To

Fleming Companies
David Stegmann
1945 Lakepointe Drive
Lewisville, TX 75057

Remit To

DPRA Incorporated
332 Minnesota Street
Suite E-1500
St. Paul, MN 55101

Project Manager Merer, Paul M
Account Number 005243 0429

Contract Amount \$14,818 00
Costs To Date \$17,695 81

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	140 00	0 5	70 00
Project Eng/Geologist II	85 00	1	85 00
Total Labor		1 5	155.00
Technology/Equipment			7 75
Total Expenses			7 75
Total This Invoice			\$162.75



2003-0000064844

Billing Date 02/28/2003

Billing # 000027

Description Additional Groundwater monitoring, analysis and reporting for Fleming-Hub City, 1700 South Laemie Avenue
Marshfield WI Purchase Order No SF-20020045

Bill To

Fleming Companies
David Stegmann
1945 Lakepointe Drive
Lewisville, TX 75057

Remit To

DPRA Incorporated
332 Minnesota Street
Suite E-1500
St Paul, MN 55101

Project Manager Meier, Paul M

Contract Amount \$49,515 00

Account Number 005243 0433

Costs To Date \$39,289 66

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	140 00	0 5	70 00
Project Eng/Geologist II	85 00	6	510 00
Total Labor		6 5	580 00
Technology/Equipment			29 00
Total Expenses			29 00
Total This Invoice			\$609 00



2003-0000069249

Billing Date 03/31/2003

Billing # 000028

Description Additional Groundwater monitoring analysis and reporting for Fleming-Hub City, 1700 South laemie Avenue
Marshfield WI Purchase Order No SF-20020045

Bill To

Fleming Companies
David Stegmann
1945 Lakepointe Drive
Lewisville, TX 75057

Remit To

DPRA Incorporated
332 Minnesota Street
Suite E-1500
St Paul, MN 55101

Project Manager Meier, Paul M

Contract Amount \$49,515 00

Account Number 005243 0433

Costs To Date \$40,061 41

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	140 00	1	140 00
Project Eng/Geologist II	85 00	7	595 00
Total Labor		8	735 00
Technology/Equipment			36 75
Total Expenses			36 75
Total This Invoice			\$771 75



332 Minnesota Street Suite E 1500 St Paul Minnesota 55101 1314 Telephone 651 227-6500 FAX 651 227 5522

2001-0000074489

Billing # 000007

Billing Date 12/31/00

Description New System Installation at Fleming Companies Facility Located in Marshfield, Wisconsin
P O Number 175297 and P O Number 995051

Bill To
Fleming Companies
Mel Willming
5701 N Shartel
Oklahoma City, OK 73126-0647

Remit To
DPRA Incorporated
332 Minnesota Street
Suite E-1500
St Paul, MN 55101

Project Manager Bonnell, Martin D
Account Number 005243 0333

Costs to Date \$423,271 25

Cost Item	Current Rate	Current Hours	Current Billable
Sr Program Manager	110 00	3 0	330 00
Total Labor		3 0	\$330 00
Subcontract-Misc			21393 95
Total Expenses			\$21,393 95
Total This Invoice			\$21,723 95

MONTHLY PROGRESS REPORT
 Hub City Division
 1700 South Laemle Avenue
 Marshfield, Wisconsin 54449

DPRA Incorporated # 5243 333

Billing Date 12/31/00

Work Conducted through December, 2000

Construction Activities

- Replace tank probe, and install sump sensors
- Removed two remaining USTs
- Change Order #3 installed electronic line detector
- Change Order #3 installed brine sensors
- Change Order #3 installed heated oil reel cabinets
- Change Order add gravel to west end parking area on west end of blacktop lot
- Change Order constructed ditch on south side of blacktop lot with discharge offsite to west

Cost Summary

P O #175297	Original P O	8/21/97	\$400,605 00
Change Order	Kiosk Building enlargement		2,100 00
Change Order	# 3	4/9/99	10,000 00
Change Order	P O #995051	5/31/00	3,491 25
Change Order	Earthwork around parking lot		<u>7,075 00</u>
Total			\$423,271 25
Payments to date			<u>\$401,548 30</u>
Amount Due			\$ 21,723 95



332 Minnesota Street Suite E 1500 St Paul Minnesota 55101 1314 Telephone 651-227-6500 FAX 651-227 5522

February 4, 2002

Mr David Stegmann
Fleming Companies
1945 Lakepointe Drive
Lewisville, TX 75057

RE Outstanding Invoice
Fleming-Hub City Division
Fuel Facility

Dear Mr Stegmann

Enclosed is a copy of an outstanding invoice for the above referenced site If you have any questions regarding the invoice please call me at (651) 227-6500 extension 3140

Sincerely,

A handwritten signature in black ink, appearing to read "Martin D. Bonnell".

Martin D Bonnell, P E
Vice President/Civil Engineer

attach



August 28, 2003

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

To Whom It May Concern

Please accept this revised copy of our Proof of Claim. We found an error when looking over the Proof of Claim we sent you a few days ago. If you have any questions or concerns, please contact me at 785-539-3565 extension 1041.

Sincerely,

A handwritten signature in cursive script that reads "Mary J. Carter".

Mary J. Carter
Treasurer

Enclosures