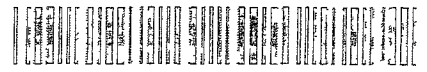


UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



486038

Bar Date Ref # 2-G5-5387

YOUR CLAIM IS SCHEDULED AS

In re
Fleming Companies, Inc

Case Number
03-10945

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.

- 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.

*# 9806 copy of Bond
See Sub Notes Btd 1/31/98*

Name of Creditor and Address
Patricia K Wollenhaupt Trustee for

PATRICIA K WOLLENHAUPT Trustee
under the SHOEMAKER Liquidation Plan filed MAY 24 1999 and
at 877 Main Street
4005 Teicrete Omaha NE 68127

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed a proof of claim must be filed. 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 **402 339-2019**
CREDITOR TAX ID # **41-6229318**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces if this claim 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 2-15-2001 **3 IF COURT JUDGMENT DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 9806 (unsecured) \$ _____ (secured) \$ 9806 (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 or 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

SEP 02 2003

DATE SIGNED 8-27-03

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).
Patricia K Wollenhaupt Trustee
Patricia K Wollenhaupt TRTEE

RMC
Fleming Companies Claim
07534



First Union Securities
 Post Office Box 1357
 Richmond VA 23218-1357



Confirmation Date
 02/15/01

Account Number
 4W54 8627-4642

Your Financial Advisor
 MICHAEL ZAHLER
 719-636-8000

Investment Objective
 GROWTH + INCOME MODERATE

4428 1 2 541 11C

PATRICIA K WOLLENHAUPT TR
 SHOEMAKER REV LIVING TRUST
 U/A DTD 5-24-99
 9005 T CIRCLE
 OMAHA NE 68127-3559

For Your CASH Account

| TRANSACTION | PRICE | PRINCIPAL AMOUNT | ACCRUED INTEREST | HANDLING | AMO |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------|---------|
| You Bought 10000 Face Amount | | | | | |
| FLEMING COS INC SR SUB NOTES EXTRAORDINARY CALL CPN 10 625% DUE 07/31/07 DTD 01/31/98 FC 07/31/98 CALL 07/31/02 @ 105 313 CUSIP NO 339130 AL 0 | 98 0000 | 9,800 00 | 61 98 | 6 00 | \$9,867 |
| | | TRADE DATE 2/15/01 | FIRST UNION SECURITIES, INC ACTED AS PRINCIPAL FOR YOUR ACCOUNT INTEREST ACCRUED FROM 1/31/01 | | |
| | | SETTLEMENT DATE 2/21/01 | SOLICITED CALL FEATURES EXIST MAY AFFECT YIELD INFORMATION AVAILABLE ON REQUEST YIELD TO MATURITY DATE BASIS YIELD 11 064 | | |

*NON INVESTMETN GRADE SEC YTM=11 06 YTFC=15 63
 This is not an "investment grade"
 security See Item 14 on reverse

Account carried by First Clearing Corporation member New York Stock Exchange SIPC

This confirms you have deposited the amount shown in this statement into the account listed below. If you have deposited additional funds, you may wish to contact your broker for more information.

PATRICIA K WOLLENHAUPT TR
 SHOEMAKER REV LIVING TRUST
 U/A DTD 5-24-99
 9005 T CIRCLE
 OMAHA NE 68127-3559

Settlement Date
 2/21/01
 Account Number
 4W54 8627-4642
 Your Financial Advisor
 MICHAEL ZAHLER

Bought

| | | |
|-----------------------|-----------------------|----------|
| Transaction | For Your CASH Account | Net Amou |
| 10000 FLEMING COS INC | | \$9,867 |
| | Security No 6192-433 | |

CHECK HERE FOR ADDRESS CORRECTION
 PLEASE COMPLETE REVERSE SIDE

FIRST UNION SECURITIES, INC
 102 SOUTH TEJON SUITE 1200
 COLORADO SPRINGS CO 80903