

UNITED STATES BANKRUPTCY COURT For The DISTRICT OF Delaware **PROOF OF CLAIM**

Name of Debtor **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 (The person or other entity to whom the debtor owes money or property)
MARY-LAWRENCE CORPORATION

- 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 the address differs from the address on the envelope sent to you by the court

Name and address where notices should be sent
**c/o PENNINGTON THRIFTWAY
25 Route 31 South, Suite X
Pennington, NJ 08534**

Telephone number **(609) 737-2055**

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor

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

- 1 Basis for Claim**
- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other Damages under agreements with creditor

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)
Your SS # _____
Unpaid compensation for services performed from _____ to _____ (date) (date)

2 Date debt was incurred Various

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed \$ 195,211.67 **See Statement of Claim**
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, if any \$ _____

6 Unsecured Priority Claim Administrative

Check this box if you have an unsecured priority claim
Amount entitled to priority \$ 1,500.00
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)(1)

*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

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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

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FILED
SEP 04 2003
BMC

Fleming Companies Claim
07809

Date 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)
Michael Rothwell - Michael Rothwell Vice President

MARY-LAWRENCE CORPORATION

STATEMENT OF CLAIM

The Claimant is a retail supermarket merchant who was supplied groceries and other products by the Debtor. The Claimant also a member of Retail Marketing Group, LLC a cooperative buying group which obtains promotional rebates and funding from manufacturers based upon high volume purchases. Because the Debtor breached its obligations under the controlling supply agreements (the " FSA ") by failing to pay the obligations which it owed to suppliers, the Claimant lost promotional funding which it would have otherwise received. In addition, because of the Debtors defaults under the FSA, Claimant incurred post petition damages. Claimant reserves the right to amend and/or supplement its proof of claim. Claimant's damages are more particularly set forth and itemized below.

1 Pre-Petition Damages

(a) Damages under Supply Agreement	\$ 30,000 00
(b) Lost Promotional Funding	\$ 163,711 67

Post-Petition Damages

(a) Retagging store for new wholesale grocer and labor costs in connection therewith	\$ 1,500 00
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