


UNITED STATES BANKRUPTCY COURT <u>For The</u> DISTRICT OF <u>Delaware</u>		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) GREAT SCOT SUPERMARKET, INC	<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 type="checkbox"/> 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 GREAT SCOT'S RITTENHOUSE MARKET 1733 Spruce Street Philadelphia, PA 19103	THIS SPACE IS FOR COURT USE ONLY	
Telephone number (215) 985-5930		
Account or other number by which creditor identifies debtor	Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends	
1 Basis for Claim <input checked="" 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 checked="" type="checkbox"/> Other <u>Damages under agreements with creditor</u>		
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2 Date debt was incurred <u>Various</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>1,057,839.80</u> See Statement of Claim If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input 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 Administrative <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ <u>4,300.00</u> Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan - 11 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 owed to governmental units - 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(<u>1</u>) *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.		THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; margin-bottom: 10px;">SEP 08 2003</div> <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">BMC</div> Fleming Companies Claim  08924
Date 9 / 4 / 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). <u>Gary Walker</u>	

GREAT SCOT SUPERMARKET, INC.

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	\$ 1,053,709 80
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2 Post-Petition Damages

(a) Retagging store for new wholesale grocer and labor costs in connection therewith	\$ 4,130 00
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