

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

PROOF OF CLAIM



565868

Bar Date Ref # 2-NVM-24573

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.

- 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.

Name of Creditor and Address

0354653565868

Royal Fire Protection Inc
PO Box A
Independence MO 64051

Creditor Telephone Number *(816)-836-3473*

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

CREDITOR TAX I.D. #
43-1479968

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
PO # 5-20020208

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)

Services performed Taxes Wages, salaries, and compensation (Fill out below)

Money loaned Other (describe briefly)

Your social security number _____

Unpaid compensation for services performed from _____ to _____

(date) (date)

2 DATE DEBT WAS INCURRED *12-20-02*

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ *13,303.00* (unsecured) \$ _____ (secured) \$ *13,303.00* (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 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

DATE SIGNED
9-2-03

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)

Robert Lutzen ROBERTA LUTJEN

THIS SPACE FOR COURT USE ONLY

FILED

SEP 08 2003

BMC

Fleming Companies Claim

08940

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).

ROYAL FIRE PROTECTION, INC.

P O BOX A – INDEPENDENCE, MO 64051 – (816) 836-3473 FAX – 816/836-2265

**TO. THE FLEMING COMPANIES
P.O BOX 41796
KANSAS CITY, MO 64141-0796**

INVOICE: 9677

DATE: DECEMBER 20, 2002

CONTRACT NOS' W-8753/8755

**ATTN: ACCOUNTS PAYABLE
PH # 913/281-8232**

TERMS: NET CASH

FIRST & FINAL BILLING = FOR SERVICE WORK, PER PROPOSAL DATED DECEMBER 13, 2002 TO REMOVE THE EXISTING RACK PIPING AND REINSTALL AFTER THE NEW FREEZER WAS HAS BEEN COMPLETED INSTALL NEW PROTECTO WIRE AT THE CEILING, AS DIRECTED BY FLEMING NEW ROOF PROTECTION TO BE ADDED AT ROOF LEVEL DUE TO NEW WALL, AT FLEMING FOODS, 5300 KANSAS AVENUE, KANSAS CITY, KANSAS (WORK COMPLETED DECEMBER 16, 2002)

THE FLEMING COMPANIES P.O. # S - 20020208

AMOUNT DUE \$ 13,303 00

THANK YOU FOR YOUR BUSINESS

Royal

JOB WORK ORDER

Fire Protection, Inc. 314 W 24 Hwy, Suite 100 Independence, MO 64050		Mailing Address P O Box A Independence Mo 64051 (816) 836-FIRE (3473)		No 8753	
JOB NAME <u>Fleming foods</u>		JOB LOCATION <u>KANSAS AVE</u>			
ORDERED BY <u>JOE</u>		PHONE _____			
CUSTOMER ORDER NO _____		<u>PO 15704</u>		DATE OF ORDER <u>11-22-02</u>	
BILL TO _____					
ADDRESS _____					
CITY _____		STATE _____		ZIP _____	
<input type="checkbox"/> TIME & MATERIALS		<input type="checkbox"/> CONTRACT		<input type="checkbox"/> CHANGE ORDER	
<input checked="" type="checkbox"/> MATERIAL SALE					
DESCRIPTION OF WORK					
<u>1. Service Call To Demo 4 Sprinkler lines</u> <u>in Bar Soviet for New Freezwall</u>					
<u>2 plug off 2 1/2" Down pipes for New Freezwall</u>					
<u>3 put all pipe back together later</u>					
<u>Left Systems R and R1 out of Service</u> <u>per HARGET + JOE = Harget will put</u> <u>System Back in Service</u>					
DATE STARTED <u>11 22, 02</u>		DATE COMPLETED <u>11, 22, 02</u>		MECHANIC <u>Clark</u>	
AUTHORIZED BY _____		SIGNATURE <u>Carroll</u>		I hereby authorize the above described work to be performed and agree to pay in accordance with terms	
TOTAL MATERIAL		TOTAL LABOR		OTHER	
TAX		TOTAL AMOUNT		<u>\$3475</u>	

Royal

JOB WORK ORDER

Fire Protection, Inc.		Mailing Address	No	8755
314 W 24 Hwy Suite 100 Independence, MO 64050		P O Box A Independence Mo 64051	(816) 836-FIRE (3473)	
JOB NAME	<i>Fleming Foods</i>			
JOB LOCATION	<i>Kansas Ave</i>			
ORDERED BY	<i>JOE</i>	PHONE		
CUSTOMER ORDER NO		DATE OF ORDER	<i>12-16-02</i>	
BILL TO				
ADDRESS	<i>PO</i>			
CITY	STATE	ZIP		
<input type="checkbox"/> TIME & MATERIALS	<input checked="" type="checkbox"/> CONTRACT	<input type="checkbox"/> CHANGE ORDER	<input type="checkbox"/> MATERIAL SALE	
DESCRIPTION OF WORK				
<i>Hooked up Protectoware on 3 Rack on System 1R - put System Back in Service - Tagged Value open 3925446</i>				
<i>Put pre Action System # 1 Back in Service Tagged Value open 3924460</i>				
DATE STARTED		DATE COMPLETED	MECHANIC	TOTAL MATERIAL
			<i>JK</i>	
AUTHORIZED BY		SIGNATURE		TOTAL LABOR
		<i>Terry King</i>		
I hereby authorize the above described work to be performed and agree to pay in accordance with terms				OTHER
				TAX
				TOTAL AMOUNT
				<i>\$13303 -</i>

Fleming

Purchase Order No:

S - 20020208

Order Date: 20-Dec-02

Ship to Arrive: 27-Dec-02

TERMS AND CONDITIONS Purchase Order Number must be shown on all Invoices, Shipping Papers and Freight Bill

Bill of lading must be itemized as to quantity size and description Shipment must be tendered to carrier sorted and segregated as to quantity size and description and bill of lading must carry certification of the same signed by carrier representative Delivery terms of sale require driver unloading at our dock It is the responsibility of the contractor to supervise their employees while on Fleming property

**** Failure to Comply with Above May Result in Refusal Of This Shipment**

Vendor: Royal Fire Protection, Inc
P O Box A
Independence, MO 64051
Attn Rob Knox

Ship To: FLEMING - KC - Kansas Ave
5150 Kansas Ave
Kansas City, KS 66106
Attn Joe Smoliga

Remit all invoices to:

Fleming Companies
Facilities Department
1945 Lakepointe Drive
Lewisville, TX 75057
Attn Daniel Apodaca

CEA (IO)#: 607578

Quan	Description	Material Cost	Labor Cost	Item Total
1	Furnish labor and material per your proposal dated December 13, 2002 to remove existing rack piping and reinstall after the new freezer wall has been completed Install new protecto wire at the ceiling New roof protection to be added at roof level Copy of proposal attached	\$13,300 00	\$0 00	\$13,300 00
SubTotal		\$13,300 00	\$0 00	\$13,300 00
Freight				\$0 00
Tax		6 90%	Included	\$0 00
Total Purchase Order Amount				\$13,300 00

**IMPORTANT
SIGN & RETURN WHEN
WORK IS COMPLETE**

All Work and/or Deliveries must be coordinated with

Joe Streumph

913-281-8200

**INSURANCE CERTIFICATIONS REFERRING TO PO# ARE REQUIRED PRIOR TO STARTING WORK
FLEMING'S LOCKOUT TAGOUT PROCEDURE WILL BE STRICTLY ADHERED TO**

This purchase order is issued in compliance with Executive Order #11246

Date Received 12/23/02 By [Signature] Buyer [Signature] 12/20/02