

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES INC ET AL		Case Number 03 10945
NOTE This form should not be used to make a claim for an administrative expense arising after commencement of the case A "request" for payment of an administrative expense may be filed pursuant to 11 USC § 503		
Name of Creditor (The person or entity to whom the debtor owes money or property) New Plan Excel Realty Trust Inc t/a Heritage Square S C Dover OH		<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 this address differs from the address on the envelope sent to you by the court
Name and address where notices should be sent c/o Jeffrey Meyers Ballard Spahr Andrews & Ingersoll LLP 1735 Market Street - 51 st Floor Philadelphia PA 19103 Telephone number 215 864 8623		
Account or other number by which creditor identifies debtor		Check here <input type="checkbox"/> replaces if this claim amends a previously filed claim dated _____
1 Basis for Claim <input type="checkbox"/> Goods sold <input 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 RENT DUE – SHOPPING CENTER LEASE		<input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS# _____ Unpaid compensation for services performed from _____ (date) to _____ (date)
2 Date debt was incurred VARIOUS		3 If court judgment, date obtained N/A
4 Total Amount of Claim at Time Case Filed		\$7,280 09
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 Check this box if you have an unsecured priority claim <input checked="" type="checkbox"/> Amount entitled to priority \$112,471 67 Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4000)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier - 11 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 USC § 507(a)(4) <input type="checkbox"/> Up to \$1800* of deposits toward purchase lease or rental of property or services for personal family or household use - 11 USC § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 USC § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 USC § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 USC § 507(a)(____) * Amounts are subject to adjustment on 4/1/98 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 acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and a copy of this proof of claim		THIS SPACE IS FOR COURT USE ONLY <h1 style="margin: 0;">FILED</h1> <h2 style="margin: 0;">SEP 08 2003</h2> <h1 style="margin: 0;">BMC</h1> Fleming Companies Claim  08971
Date 9/4/2003	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) <div style="text-align: center;">  JEFFREY MEYERS ESQ </div>	
Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 USC §§ 152 and 3571		

LAW OFFICES
BALLARD SPAHR ANDREWS & INGERSOLL, LLP

1735 MARKET STREET 51ST FLOOR
PHILADELPHIA PENNSYLVANIA 19103 7599
215 665 8500
FAX 215 864 8999
WWW.BALLARDSPAHR.COM

BALTIMORE MD
DENVER CO
SALT LAKE CITY UT
VOORHEES NJ
WASHINGTON DC

**TAMARA C LOUGHERY
LEGAL ASSISTANT**

DIRECT DIAL (215) 864-8768
PERSONAL FAX (215) 864-9978
E-MAIL LOUGHERYT@BALLARDSPAHR.COM

September 5, 2003

By Federal Express

Sir/Madam
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

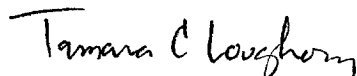
Re Fleming Companies, Inc et al
Case No 03-10945

Dear Sir/Madam

Enclosed for filing please find originals and two copies each of our proofs of claim with regard to the above captioned matter. We would appreciate you docketing the original and returning to us a time stamped copy of each claim. A self addressed stamped envelope is enclosed for your convenience.

If you have any questions, please feel free to call

Sincerely,


Tamara C Loughery *TCL*
Legal Assistant

TCL/jb
Enclosure

Schedule "A" to Proof of Claim of
New Plan Excel Realty Trust, Inc
(Dover, OH)

1 UNSECURED CLAIM [§502]

Rentals and other charges due up
to the petition date (4/1/2003)
per itemized statement attached
as Exhibit A

\$ 7,280 09

TOTAL UNSECURED CLAIM

\$ 7,280 09

2 ADMINISTRATIVE PRIORITY CLAIM [§503]

Rentals and other charges from the
date of filing to the present
as per itemized statement
attached as Exhibit A

\$112,471 67

TOTAL PRIORITY CLAIM

\$112,471 67

CLAIMANT RESERVES THE RIGHT TO AMEND THIS CLAIM ¹

¹ Plus any unbilled CAM, RE tax reconciliation and Insurance

Fleming
Dover, Ohio
Lease # 116020

Summary of Claim

Pre-Filing Arrears

Invoice Date	Remark	Open Amount
12/1/1993	Payment on Account - Unknown	-\$13 20
4/1/1994	Annual Minimum Rent	\$394 09
7/22/1998	Payment on Account - Unknown	-\$1,640 73
1/1/2000	CAM Reconciliation	-\$2 562 24
2/1/2000	CAM (Escrow / Deposit)	\$1 300 00
3/1/2000	CAM (Escrow / Deposit)	\$1,300 00
8/1/2000	CAM (Escrow / Deposit)	\$1 300 00
9/1/2000	CAM (Escrow / Deposit)	\$1,300 00
10/1/2000	CAM (Escrow / Deposit)	\$1,300 00
10/20/2000	CAM Reconciliation	-\$5,377 61
11/1/2000	CAM (Escrow / Deposit)	\$1,300 00
11/1/2000	Late Charges	\$118 17
12/1/2000	Late Charges	\$57 00
12/1/2000	CAM (Escrow / Deposit)	\$1,300 00
1/1/2001	CAM (Escrow / Deposit)	-\$2,240 65
1/1/2001	Late Charges	\$76 50
1/3/2001	Payment on Account - Unknown	-\$205 00
1/30/2001	Payment on Account - Unknown	-\$450 00
2/26/2001	Payment on Account - Unknown	-\$450 00
3/1/2001	Late Charges	\$33 07
4/1/2001	Late Charges	\$26 32
4/2/2001	Payment on Account - Unknown	-\$450 00
5/1/2001	Late Charges	\$19 57
5/8/2001	Payment on Account - Unknown	-\$450 00
5/30/2001	Payment on Account - Unknown	-\$450 00
6/1/2001	Late Charges	\$12 82
7/1/2001	Late Charges	\$6 07
7/1/2001	Real Estate Tax Reconciliation	\$312 04
7/2/2001	Payment on Account - Unknown	-\$450 00
7/31/2001	Payment on Account - Unknown	-\$450 00
9/1/2001	Late Charges	\$508 70
9/4/2001	Payment on Account - Unknown	-\$450 00
10/2/2001	Payment on Account - Unknown	-\$450 00
11/2/2001	Payment on Account - Unknown	-\$450 00
11/2/2001	CAM Reconciliation	\$5,200 00
11/8/2001	CAM (Escrow / Deposit)	\$2,350 00
11/15/2001	CAM Reconciliation	\$4,850 65
12/1/2001	CAM (Escrow / Deposit)	\$137 50
1/1/2002	CAM (Escrow / Deposit)	\$137 50
1/1/2002	Late Charges	\$119 92
2/1/2002	CAM (Escrow / Deposit)	\$137 50
3/1/2002	CAM (Escrow / Deposit)	\$5 78
4/12/2002	Late Charge	\$1,496 76
9/1/2002	CAM (Escrow / Deposit)	\$137 50
10/1/2002	CAM (Escrow / Deposit)	\$137 50

10/21/2002 CAM Recon 8/1/01-7/31/02	-841 22
12/1/2002 CAM (Escrow / Deposit)	\$67 40
1/1/2003 CAM (Escrow / Deposit)	\$1,367 40
1/1/2003 Annual Minimum Rent	\$8,155 73
1/2/2003 Put on account	-\$10 439 55
2/1/2003 CAM (Escrow / Deposit)	\$67 40
3/1/2003 CAM (Escrow / Deposit)	\$67 40
Total	\$7 280 09 Plus unbilled Cam, & Real Estate Tax Reconciliations

Post-Filing Arrears

InvoiceDate Remark	Open Amount
4/1/2003 Annual Minimum Rent	\$36 044 67
4/1/2003 CAM (Escrow / Deposit)	\$1,367 40
5/1/2003 CAM (Escrow / Deposit)	\$67 40
6/1/2003 CAM (Escrow / Deposit)	\$67 40
7/1/2003 CAM (Escrow / Deposit)	\$67 40
4/17/2003 RE Tax Reconc 1/1/02-12/31/02	\$37,377 93
8/1/2003 CAM (Escrow / Deposit)	\$67 40
9/1/2003 CAM (Escrow / Deposit)	\$1,367 40
9/1/2003 Annual Minimum Rent	\$36,044 67
Total	\$112,471 67 Plus unbilled Cam, & Real Estate Tax Reconciliations