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)
Hawkins Companies agent for 5 Mile Plaza t/a Amarillo Fleming Amarillo TX

Name and address where notices should be sent
c/o Jeffrey Meyers
Ballard Spahr Andrews & Ingersoll LLP
1735 Market Street 51st Floor
Philadelphia PA 19103

Telephone number 215 864 8623

- ☐ 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.

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor

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

1 Basis for Claim
- ☐ Goods sold
- ☐ Services performed
- ☐ Money loaned
- ☐ Personal injury/wrongful death
- ☐ Taxes
- x **Other RENT DUE – SHOPPING CENTER LEASE**
- ☐ 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 _____ (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 **$2,028,531 00**

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
Check this box if you have an unsecured priority claim
X Amount entitled to priority **$12,846 00**
Specify the priority of the claim
- ☐ 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)
- ☐ Contributions to an employee benefit plan 11 USC § 507(a)(4)
- ☐ 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)
- ☐ Alimony maintenance or support owed to a spouse former spouse or child 11 USC § 507(a)(7)
- ☐ Taxes or penalties owed to governmental units - 11 USC § 507(a)(8)
- ☐ 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

FILED
SEP 08 2003
BMC
Fleming Companies Claim
08976

Date 9/ /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)

JEFFREY MEYERS ESQ

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 USC §§ 15_

Schedule "A" to Proof of Claim of
Hawkins Companies
(Amarillo Fleming – TX-367)

1 UNSECURED CLAIM [§502]

Rentals and other charges due up to the petition date (4/1/2003) per itemized statement attached as Exhibit A	$ 25,693 00
Rejection damages limited as per 502(b)(6) See statement attached as Exhibit A	$2,002,838 00
TOTAL UNSECURED CLAIM	$2,028,531 00

2 ADMINISTRATIVE PRIORITY CLAIM [§503]

Rentals and other charges from the date of filing to the date of rejection as per itemized statement attached as Exhibit A	$ 12,846 00
TOTAL PRIORITY CLAIM	$ 12,846 00

CLAIMANT RESERVES THE RIGHT TO AMEND THIS CLAIM

Amarillo Flemming

Years		1	2	3	4	5	5	6	7	8	9	
		7/03-6/04	**7/04-6/05**	**7/05-6/06**	**7/06 9/06**	**10/06-6/07**	**7/07-6/08**	**7/08-6/09**	**7/09-6/10**	**7/10-6/11**	**7/11-09/11**	**10/1**
Fleming Store Lease	**Totals**	After Rejection 7/1/03 6/30/04				Rent increase 10/1/07						Ren incr 10/1
Square Feet	55 242											
Minimum Rent per year Grocery	11 459 157	563 197	563 197	563 197	140 799	432 756	577 008	577 008	577 008	577 008	144 252	44
Minimum Rent per year Gas Pad	569 650	25 000	25 000	25 000	6 250	20 625	27 500	27 500	27 500	27 500	6 875	2
Additional Rent per year												
Tax Reimbursement		77 080										
3% CPI increase on Additional Rent	1 969 798	77 080	79 392	81 774	84 227		86 754	89 357	92 038	94 799	97 643	
Total Rent	13 998 605	665 277	667 589	669 971	231 277	453 381	691 262	693 865	696 546	699 307	248 770	47
Claim	2 002 838											
A 1 Year	665 277											
B 15% of Total Rent	2 099 791											
C 3 Years Total Rent	**2 002 838**	-										

Unpaid prior to 4/1/03	25 693	Taxes 1/1 3/30/03
Owed 4/1/03-6/30/03	12 846	Taxes 4/1/03-6/30/03

Database	MRI_HCO	Aged Delinquencies	Page	1
		hco	Date	8/20/2003
BLDG	52890	I27 & Western F4L-Amarillo TX	Time	03 33 PM
		Date 8/20/2003		

Invoice Date	Category		Source	Amount	Current	30	60	90	120
52890-000109	**Fresh-4 Less**			Master Occupant Id 00000107-1			Day Due 1	Delq Day	
	Real Estate Officer			0001 Current			Last Payment	6/2/2003	46 933 09
	1-972-906-8000								
4/30/2003	TAX	Taxes	CH	19 270 12	0 00	0 00	0 00	19 270 12	0 00
6/30/2003	TAX	Taxes	CH	19 269 58	0 00	19 269 58	0 00	0 00	0 00
7/1/2003	RNT	Base Rent	CH	46 933 09	0 00	46 933 09	0 00	0 00	0 00
8/1/2003	RNT	Base Rent	CH	46 933 09	46 933 09	0 00	0 00	0 00	0 00
8/20/2003	RNT	Base Rent	NC	-46 933 09	-46 933 09	0 00	0 00	0 00	0 00
8/20/2003	RNT	Base Rent	NC	-46 933 09	-46 933 09	0 00	0 00	0 00	0 00
	RNT	Base Rent		0 00	-46 933 09	46 933 09	0 00	0 00	0 00
	TAX	Taxes		38 539 70	0 00	19 269 58	0 00	19 270 12	0 00
	Fresh-4-Less Total			38 539 70	-46 933 09	66 202 67	0 00	19 270 12	0 00
52890-000110	**Fuel Facility Fresh-4-Less**			Master Occupant Id 00000108-1			Day Due 1	Delq Day	
	Lisa Wooten			0002 Current			Last Payment	6/2/2003	2 083 33
	405-841-8501								
7/1/2003	RNT	Base Rent	CH	2 083 33	0 00	2 083 33	0 00	0 00	0 00
8/1/2003	RNT	Base Rent	CH	2 083 33	2 083 33	0 00	0 00	0 00	0 00
8/20/2003	RNT	Base Rent	NC	-2 083 33	-2 083 33	0 00	0 00	0 00	0 00
8/20/2003	RNT	Base Rent	NC	-2 083 33	-2 083 33	0 00	0 00	0 00	0 00
	RNT	Base Rent		0 00	2 083 33	2 083 33	0 00	0 00	0 00
	Fuel Facility Fresh-4 Less Total			0 00	-2 083 33	2 083 33	0 00	0 00	0 00
	RNT	Base Rent		0 00	-49 016 42	49 016 42	0 00	0 00	0 00
	TAX	Taxes		38 539 70	0 00	19 269 58	0 00	19 270 12	0 00
	BLDG 52890 Total			38 539 70	-49 016 42	68 286 00	0 00	19 270 12	0 00
	RNT	Base Rent		0 00	-49 016 42	49 016 42	0 00	0 00	0 00
	TAX	Taxes		38 539 70	0 00	19 269 58	0 00	19 270 12	0 00
		Grand Total		38 539 70	-49 016 42	68 286 00	0 00	19 270 12	0 00

Database MRI_HCO
BLDG 52890
Occupancy Status Current Inactive New

CM Receivables Ledger
hco
I27 & Western F4L-Amarillo TX
08/01 Through 08/03
Security Deposit Ending Balance includes ALL periods

Date 8/20/2003
Time 03 34 PM

52890-000109 Fresh-4-Less Real Estate Officer 1 972 906-8000 Master Occp Id 00000107-1

Balance Forward 0 00

Bldg/Lease		Date	Category		SR	Description	Debit	Credit	Balance	Check #	Invoice
52890	000109	10/1/2001	RNT	Base Rent	CH	AUTOCHRG	52,743 34		52 743 34		
52890	000109	10/1/2001	TAX	Taxes	CH	SET UP PR SHARE	4,433 25		57 176 59		
52890	000109	10/10/2001	RNT	Base Rent	CR	Receipt		43 963 43	13 213 16	5505203	
52890	000109	10/10/2001	RNT	Base Rent	CR	Receipt		7 327 25	5 885 91	203877	
52890	000109	11/1/2001	RNT	Base Rent	CH	AUTOCHRG	43 963 43		49 849 34		
52890	000109	11/1/2001	RNT	Base Rent	CR	Receipt		43 963 43	5 885 91	5208695	
52890	000109	11/1/2001	RNT	Base Rent	NC	REVERSE 1ST MO		1 452 66	4 433 25		
52890	000109	11/13/2001	TAX	Taxes	CR	Receipt		4 433 25	0 00	211493	
52890	000109	12/1/2001	RNT	Base Rent	CH	AUTOCHRG	43 963 43		43 963 43		
52890	000109	12/3/2001	RNT	Base Rent	CR	Receipt		43 963 43	0 00	5505214	
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ SEPT RNT AMI	147 73		147 73		000774
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ OCT RNT AMN	886 32		1 034 05		000774
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ NOV RNT AMN	886 32		1 920 37		000774
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ DEC RNT AMN	886 32		2 806 69		000774
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Sept rent	347 20		3 153 89		000774
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Oct rent	2 083 34		5 237 23		000774
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Nov rent	2 083 34		7 320 57		000774
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Dec rent	2 083 34		9 403 91		000774
52890	000109	1/1/2002	RNT	Base Rent	CH	AUTOCHRG	43 963 43		53 367 34		
52890	000109	1/2/2002	RNT	Base Rent	PR	CreditApply	1 452 66		54 820 00		
52890	000109	1/2/2002	RNT	Base Rent	CR	Receipt		43,963 43	10 856 57	5505218	
52890	000109	1/2/2002	RNT	Base Rent	CR	CreditApply		1 452 66	9 403 91		
52890	000109	1/8/2002	MIS	Misc Adj (1210)	CH	Amarillo Utility Bill	376 05		9 779 96		
52890	000109	1/9/2002	RNT	Base Rent	CH	ADJUST JAN RENT	886 32		10 666 28		000774
52890	000109	1/11/2002	RNT	Base Rent	CH	Adjust Jan rent	2 083 34		12 749 62		000774
52890	000109	1/23/2002	MIS	Misc Adj (1210)	CR	Receipt		376 05	12 373 57	8747048	
52890	000109	2/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		59 306 66		000774
52890	000109	2/1/2002	RNT	Base Rent	CR	Receipt		43 963 43	15 343 23	5505225	
52890	000109	3/1/2002	PPR	Prepayment	CR			43 963 43	28 620 20	5505231	
52890	000109	3/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		18 312 89		000774
52890	000109	3/4/2002	PPR	Prepayment	PR	CreditApply	43 963 43		62 276 32	5505231	
52890	000109	3/4/2002	RNT	Base Rent	CR	CreditApply		43 963 43	18 312 89	5505231	
52890	000109	3/19/2002	PPR	Prepayment	CR	OVERPMT RENT IN		0 02	18 312 87	5236496	
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		147 73	18 165 14	5236496	000774

Bldg/Lease		Date	Category		SR	Description	Debit	Credit	Balance	Check #	Invoice
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32	17 278 82	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32	16 392 50	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32	15 506 18	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		347 20	15 158 98	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34	13 075 64	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34	10 992 30	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34	8 908 96	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32	8 022 64	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34	5 939 30	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 969 66	2 969 64	5236496	000774
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 969 66	-0 02	5236496	000774
52890	000109	4/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 933 07		
52890	000109	4/1/2002	RNT	Base Rent	CR	Receipt		46 933 09	-0 02	5239095	
52890	000109	4/29/2002	PPR	Prepayment	PR	CreditApply	0 02		0 00	5236496	
52890	000109	4/29/2002	RNT	Base Rent	CR	CreditApply		0 02	-0 02	5236496	
52890	000109	4/29/2002	RNT	Base Rent	CH	REMOVE 2 CENT B	0 02		0 00		
52890	000109	4/30/2002	PPR	Prepayment	CR	PREPAYMENT		46 933 09	-46 933 09	5245158	
52890	000109	5/1/2002	PPR	Prepayment	PR	CreditApply	46 933 09		0 00	5245158	
52890	000109	5/1/2002	RNT	Base Rent	CR	CreditApply		46 933 09	-46 933 09	5245158	
52890	000109	5/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		0 00		
52890	000109	5/30/2002	PPR	Prepayment	CR	JUNE PREPAY		46 933 09	46 933 09	5251879	
52890	000109	6/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		0 00		
52890	000109	6/4/2002	PPR	Prepayment	PR	CreditApply	46 933 09		46 933 09	5251879	
52890	000109	6/4/2002	RNT	Base Rent	CR	CreditApply		46 933 09	0 00	5251879	
52890	000109	6/28/2002	PPR	Prepayment	CR	OVERPAYMENT		46 933 09	-46 933 09	57974	
52890	000109	7/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		0 00		
52890	000109	7/22/2002	PPR	Prepayment	PR	CreditApply	46 933 09		46 933 09	57974	
52890	000109	7/22/2002	RNT	Base Rent	CR	CreditApply		46 933 09	0 00	57974	
52890	000109	7/31/2002	PPR	Prepayment	CR	OVERPAYMENT		46 933 09	-46 933 09	265132	
52890	000109	8/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		0 00		
52890	000109	8/20/2002	PPR	Prepayment	PR	CreditApply	46 933 09		46 933 09	265132	
52890	000109	8/20/2002	RNT	Base Rent	CR	CreditApply		46 933 09	0 00	265132	
52890	000109	9/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 933 09		
52890	000109	9/3/2002	RNT	Base Rent	CR	Receipt		46,933 09	0 00	5271123	
52890	000109	9/30/2002	PPR	Prepayment	CR	OVERPAYMENT		755 30	-755 30	75383	
52890	000109	10/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 177 79		
52890	000109	10/4/2002	RNT	Base Rent	CR	Receipt		46 933 09	-755 30	5276212	
52890	000109	10/14/2002	UTL	Utilities	CH	UTILITY BILL CG T(	942 27		186 97		
52890	000109	10/25/2002	UTL	Utilities	CR	Receipt		186 97	0 00	101780	
52890	000109	11/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 933 09		

Bldg/Lease		Date	Category		SR	Description	Debit	Credit	Balance	Check #	Invoice
52890	000109	11/1/2002	RNT	Base Rent	CR	Receipt		46 177 79	755 30	82221	
52890	000109	11/1/2002	UTL	Utilities	CR	Receipt		755 30	0 00	82221	
52890	000109	11/11/2002	PPR	Prepayment	PR	CreditApply	755 30		755 30	75383	
52890	000109	11/11/2002	RNT	Base Rent	CR	CreditApply		755 30	0 00	75383	
52890	000109	12/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 933 09		
52890	000109	12/2/2002	RNT	Base Rent	CR	Receipt		46 933 09	0 00	5287964	
52890	000109	12/17/2002	PPR	Prepayment	CR	PREPAYMENT		77 080 46	77 080 46	93807	
52890	000109	12/18/2002	TAX	Taxes	CH	CHARGE TAXES 1-	77 080 46		0 00		
52890	000109	12/30/2002	PPR	Prepayment	CR	PREPAID		16 785 72	16 785 72	294519	
52890	000109	12/30/2002	TAX	Taxes	CR	Receipt		30 147 37	46 933 09	294519	
52890	000109	1/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09		0 00		
52890	000109	1/29/2003	PPR	Prepayment	PR	CreditApply	77,080 46		77 080 46	93807	
52890	000109	1/29/2003	PPR	Prepayment	PR	CreditApply	16 785 72		93 866 18	294519	
52890	000109	1/29/2003	RNT	Base Rent	CR	CreditApply		46 933 09	46 933 09	93807	
52890	000109	1/29/2003	TAX	Taxes	CR	CreditApply		16 785 72	30 147 37	294519	
52890	000109	1/29/2003	TAX	Taxes	CR	CreditApply		30 147 37	0 00	93807	
52890	000109	2/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 933 09		
52890	000109	2/3/2003	RNT	Base Rent	CR	Receipt		46 933 09	0 00	5304101	
52890	000109	3/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 933 09		
52890	000109	3/3/2003	PPR	Prepayment	CR	PREPAID		46 933 09	0 00	312839	
52890	000109	3/10/2003	PPR	Prepayment	PR	CreditApply	46 933 09		46 933 09	312839	
52890	000109	3/10/2003	RNT	Base Rent	CR	CreditApply		46 933 09	0 00	312839	
52890	000109	4/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09		46 933 09		
52890	000109	4/14/2003	RNT	Base Rent	CR	Receipt		46 933 09	0 00	000245	
52890	000109	4/30/2003	TAX	Taxes	CH	1/1-4/30/03TAXES	19,270 12		19 270 12		
52890	000109	5/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09		66 203 21		
52890	000109	5/5/2003	RNT	Base Rent	CR	Receipt		46 933 09	19 270 12	5008632	
52890	000109	6/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09		66 203 21		
52890	000109	6/2/2003	RNT	Base Rent	CR	Receipt		46 933 09	19 270 12	5015484	
52890	000109	6/30/2003	TAX	Taxes	CH	5/1-6/30/03 TAX	19 269 58		38 539 70		
52890	000109	7/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09		85 472 79		
52890	000109	8/1/2003	RNT	Base Rent	CH	AUTOCHRG	46,933 09		132 405 88		
52890	000109	8/20/2003	RNT	Base Rent	NC	REV JULY CHARGE		46 933 09	85 472 79		
52890	000109	8/20/2003	RNT	Base Rent	NC	REV AUG CHARGE		46 933 09	38 539 70		

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refunds	End Balance	Sec Dep Bal
MIS	Misc Adj (1210)	0 00	0 00	376 05	376 05	0 00	0 00	0 00	
RNT	Base Rent	46 933 09	0 00	1 088 735 93	993 417 09	95 318 84	0 00	0 00	
TAX	Taxes	0 00	0 00	120 053 41	81 513 71	0 00	0 00	38 539 70	
UTL	Utilities	0 00	0 00	942 27	942 27	0 00	0 00	0 00	

Bldg/Lease	Date	Category	SR	Description	Debit	Credit	Balance	Check #	Invoice
Total		**46,933 09**	**0 00**	**1,210,107 66**	**1,076,249 12**	**95,318 84**	**0 00**	**38,539 70**	**0 00**

52890-000110 Fuel Facility Fresh-4 Less Lisa Wooten 405-841-8501 Master Occp Id 00000108-1

Balance Forward									0 00		
52890	000110	10/1/2001	RNT	Base Rent	CH	AUTOCHRG	2 430 55		2 430 55		
52890	000110	10/10/2001	RNT	Base Rent	CR	Receipt		2 083 33	347 22	5505203	
52890	000110	10/10/2001	RNT	Base Rent	CR	Receipt		347 20	0 02	203879	
52890	000110	11/1/2001	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 35		
52890	000110	11/1/2001	RNT	Base Rent	CR	Receipt		0 02	2 083 33	5208696	
52890	000110	11/1/2001	RNT	Base Rent	CR	Receipt		2 083 31	0 02	5208696	
52890	000110	12/1/2001	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 35		000775
52890	000110	12/3/2001	RNT	Base Rent	CR	Receipt		0 02	2,083 33	5505214	
52890	000110	12/3/2001	RNT	Base Rent	CR	Receipt		2 083 31	0 02	5505214	
52890	000110	1/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 35		
52890	000110	1/2/2002	RNT	Base Rent	CR	Receipt		2 083 33	0 02	5505218	
52890	000110	2/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 35		
52890	000110	2/1/2002	RNT	Base Rent	CR	Receipt		2 083 33	0 02	5052253	
52890	000110	3/1/2002	PPR	Prepayment	CR	MARCH RENT		2 083 33	-2 083 31	5505231	
52890	000110	3/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		0 02		
52890	000110	3/4/2002	PPR	Prepayment	PR	CreditApply	2 083 33		2 083 35	5505231	
52890	000110	3/4/2002	RNT	Base Rent	CR	CreditApply		2 083 33	0 02	5505231	
52890	000110	4/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 35		
52890	000110	4/12/2002	RNT	Base Rent	CR	Receipt		0 02	2 083 33	5239096	000775
52890	000110	4/12/2002	RNT	Base Rent	CR	Receipt		2 083 31	0 02	5239096	
52890	000110	4/29/2002	RNT	Base Rent	NC	REMOVE 2 CENT B		0 02	0 00		
52890	000110	4/29/2002	RNT	Base Rent	PR	CreditApply	0 02		0 02		
52890	000110	4/29/2002	RNT	Base Rent	CR	CreditApply		0 02	0 00		
52890	000110	4/30/2002	PPR	Prepayment	CR	PREPAYMENT		2 083 33	-2 083 33	5245159	
52890	000110	5/1/2002	PPR	Prepayment	PR	CreditApply	2 083 33		0 00	5245159	
52890	000110	5/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	5/1/2002	RNT	Base Rent	CR	CreditApply		2 083 33	0 00	5245159	
52890	000110	6/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	6/3/2002	RNT	Base Rent	CR	Receipt		2 083 33	0 00	251880	
52890	000110	6/28/2002	PPR	Prepayment	CR	OVERPAYMENT		2 083 33	-2 083 33	57975	
52890	000110	7/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		0 00		
52890	000110	7/22/2002	PPR	Prepayment	PR	CreditApply	2 083 33		2 083 33	57975	

Bldg/Lease		Date	Category		SR	Description	Debit	Credit	Balance	Check #	Invoice
52890	000110	7/22/2002	RNT	Base Rent	CR	CreditApply		2 083 33	0 00	57975	
52890	000110	7/31/2002	PPR	Prepayment	CR	OVERPAYMENT		2 083 33	2 083 33	265133	
52890	000110	8/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		0 00		
52890	000110	8/20/2002	PPR	Prepayment	PR	CreditApply	2 083 33		2 083 33	265133	
52890	000110	8/20/2002	RNT	Base Rent	CR	CreditApply		2 083 33	0 00	265133	
52890	000110	9/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	9/3/2002	RNT	Base Rent	CR	Receipt		2 083 33	0 00	5271124	
52890	000110	10/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	10/4/2002	RNT	Base Rent	CR	Receipt		2 083 33	0 00	5276213	
52890	000110	11/1/2002	RNT	Base Rent	CH	AUTOCHRG	2,083 33		2 083 33		
52890	000110	11/1/2002	RNT	Base Rent	CR	Receipt		2 083 33	0 00	82222	
52890	000110	12/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	12/2/2002	RNT	Base Rent	CR	Receipt		2 083 33	0 00	5287965	
52890	000110	12/30/2002	PPR	Prepayment	CR	PREPAID		2 083 33	-2 083 33	0529452	
52890	000110	1/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		0 00		
52890	000110	1/29/2003	PPR	Prepayment	PR	CreditApply	2 083 33		2 083 33	0529452	
52890	000110	1/29/2003	RNT	Base Rent	CR	CreditApply		2 083 33	0 00	0529452	
52890	000110	2/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	2/3/2003	RNT	Base Rent	CR	Receipt		2 083 33	0 00	5304102	
52890	000110	3/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	3/3/2003	PPR	Prepayment	CR	PREPAID		2 083 33	0 00	312840	
52890	000110	3/10/2003	PPR	Prepayment	PR	CreditApply	2 083 33		2 083 33	312840	
52890	000110	3/10/2003	RNT	Base Rent	CR	CreditApply		2 083 33	0 00	312840	
52890	000110	4/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	4/14/2003	RNT	Base Rent	CR	Receipt		2 083 33	0 00	000246	
52890	000110	5/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	5/5/2003	RNT	Base Rent	CR	Receipt		2 083 33	0 00	5008633	
52890	000110	6/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	6/2/2003	RNT	Base Rent	CR	Receipt		2 083 33	0 00	5015485	
52890	000110	7/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		2 083 33		
52890	000110	8/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33		4 166 66		
52890	000110	8/20/2003	RNT	Base Rent	NC	REV JUL CHARGES		2 083 33	2 083 33		
52890	000110	8/20/2003	RNT	Base Rent	NC	REV AUG CHARGE		2 083 33	0 00		

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refunds	End Balance	Sec Dep Bal
RNT	Base Rent	2 083 33	0 00	48 263 81	44 097 13	4 166 68	0 00	0 00	
	Total	**2,083 33**	**0 00**	**48,263 81**	**44,097 13**	**4,166 68**	**0 00**	**0 00**	**0 00**

Bldg/Lease	Date	Category	SR	Description	Debit	Credit	Balance	Check #	Invoice

Totals for 52890

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refunds	End Balance	Sec Dep Bal
MIS	Misc Adj (1210)	0 00	0 00	376 05	376 05	0 00	0 00	0 00	
RNT	Base Rent	49 016 42	0 00	1 136 999 74	1 037 514 22	99 485 52	0 00	0 00	
TAX	Taxes	0 00	0 00	120 053 41	81 513 71	0 00	0 00	38 539 70	
UTL	Utilities	0 00	0 00	942 27	942 27	0 00	0 00	0 00	
	BLDG Total	**49,016 42**	**0 00**	**1,258,371 47**	**1,120,346 25**	**99,485 52**	**0 00**	**38,539 70**	**0 00**

Grand Totals

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refunds	End Balance	Sec Dep Bal
MIS	Misc Adj (1210)	0 00	0 00	376 05	376 05	0 00	0 00	0 00	
RNT	Base Rent	49 016 42	0 00	1 136 999 74	1,037 514 22	99 485 52	0 00	0 00	
TAX	Taxes	0 00	0 00	120 053 41	81 513 71	0 00	0 00	38 539 70	
UTL	Utilities	0 00	0 00	942 27	942 27	0 00	0 00	0 00	
	Grand Total	**49,016 42**	**0 00**	**1,258,371 47**	**1,120,346 25**	**99,485 52**	**0 00**	**38,539 70**	**0 00**

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re Fleming Companies, Inc ,et al ,[1] Debtors	Chapter 11 Case No 03-10945(MFW) Jointly Administered

NOTICE RE DOCKET 6403

TO 5 MILE PLAZA
C/O JEFFREY MEYERS
1735 MARKET ST
51ST FL
BALLARD SPAHR ANDRWES & INGERSOLL LLP
PHILADELPHIA, PA 19103

Pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure, you are advised that there has been filed with the United States Bankruptcy Court for the District of Delaware, a Transfer to **LaSalle Bank National Association** of your **Claim No. 8976** in the amount of **$2,041,377.00.**

If you do not object to this Transfer on or before twenty (20) days from the date of the mailing of this Notice (i e ,2/26/04), by filing a written objection with the Office of the Clerk, United States Bankruptcy Court, 824 Market Street, 5th Floor, Wilmington, Delaware 19801, and serving a copy of the objection on the Official Claims and Noticing Agent listed below, **LaSalle Bank National Association** will be substituted in your place as the original claimant

DATED 2/6/04

BANKRUPTCY MANAGEMENT CORPORATION
1330 East Franklin Avenue
El Segundo, California 90245

Official Claims and Noticing Agent
for the Clerk of the Court in the
Fleming Companies, Inc , et al Cases

[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

Proof of Service

I, Lisa Ruppaner, am over the age of eighteen years and not a party to the within action I am employed by Bankruptcy Management Corporation, the Official Noticing Agent of the Court, whose business address is 1330 East Franklin Avenue, El Segundo, California 90245 On 2/6/04, I served a copy of the **"Notice re Docket 6403"** upon the following party

5 MILE PLAZA
C/O JEFFREY MEYERS
1735 MARKET ST
51ST FL
BALLARD SPAHR ANDRWES & INGERSOLL LLP
PHILADELPHIA, PA 19103

5 Mile Plaza t/a Amarillo
8646 W Franklin Rd
Boise, ID 83709

LaSalle National Bank as Trustee for Morgan
Stanley et al
c/o GMAC Commercial Mortgage Corp
700 North Pearl St, Ste 2200
Dallas, TX 75201

by placing a true copy thereof enclosed in a sealed envelope, with postage thereon fully pre-paid, and deposited in the mail in El Segundo, California

I declare under penalty of perjury that the foregoing is true and correct

Dated 2/6/04

/s/
Lisa Ruppaner

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
Fleming Companies, Inc , et al	)	Case No 03-10945 (MFW)
	)	(Jointly Administered)
Debtors	)	

Related Docket Item 6403

AMENDED NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(E)(2)

TO Transferor 5 Mile Plaza t/a Amarillo Fleming[1]
8645 W Franklin Road
Boise ID 83709

PLEASE TAKE NOTICE THAT all right, title and interest in and to the following claim in the amount of $2,028 531 00 (unsecured non-priority) and $12,846 00 (unsecured priority) has been transferred on January 19, 2004

1 Person or entity to whom the claim has been transferred ("**Transferee**")

LaSalle Bank National Association, as Trustee for Morgan Stanley Dean Witter Capital I, Inc , Commercial Mortgage Pass-Through Certificates, Series 2002-TOP7
c/o GMAC Commercial Mortgage Corporation
700 North Pearl Street, Suite 2200
Dallas, TX 75201

2 Person or entity from whom the claim has been transferred ("**Transferor**")

5 Mile Plaza t/a Amarillo Fleming
8645 W Franklin Road
Boise, ID 83709

No action is required if you do not object to the transfer of your claim(s) IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM(S), WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, HOWEVER YOU MUST

[1] This Amended Notice of Transfer of Claim is being filed to correct the address of the Transferor

DKT NO 1638
DT FILED 2-11-04

- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with
  Clerk of the Court
  United States Bankruptcy Court for the District of Delaware
  824 Market Street, 3rd Floor
  Wilmington, DE 19801

- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE**
  LaSalle Bank National Association, as Trustee for Morgan Stanley Dean Witter Capital I, Inc , Commercial Mortgage Pass-Through Certificates, Series 2002-TOP7 c/o GMAC Commercial Mortgage Corporation
  700 North Pearl Street, Suite 2200
  Dallas, TX 75201

IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFERREE WILL BE SUBSTITUTED AS THE CLAIMANT

3 Type of Claim

Unsecured Non-priority Claim in the amount of $2,028,531 00, and Unsecured Priority Claim in the amount of $12,846 00 (attached hereto as **Exhibit A**)

4 Person or entity that filed the claim ("**Original Creditor**")

5 Mile Plaza t/a Amarillo Fleming
c/o Jeffrey Meyers
Ballard Spahr Andrews & Ingersoll LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103

6 A true and correct copy of documents evidencing the transfer of the claim is attached hereto as **Exhibit B**

Dated February 11, 2004

STEVENS & LEE, P C

/s/ Joseph H Huston, Jr
Joseph H Huston, Jr (No 4035)
Thomas G Whalen, Jr (No 4034)
300 Delaware Avenue, Suite 800
Wilmington, DE 19801
Tel (302) 425-3310, -3304
Fax (610) 371-7972, -8512
E-mail jhh@stevenslee com
tgw@stevenslee com

-and-

Randell J Gartin
Texas Bar No 24032219
AKIN GUMP STRAUSS HAUER & FELD LLP
1700 Pacific Avenue Suite 4100
Dallas, Texas 75201
Telephone (214) 969-2800
Facsimile (214) 969-4343

EXHIBIT "A"
[Proof of Claim]

FORM B10 (Official Form 10)(9/97)

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)
Hawkins Companies agent for 5 Mile Plaza t/a Amarillo Fleming Amarillo TX

Name and address where notices should be sent
c/o Jeffrey Meyers
Ballard Spahr Andrews & Ingersoll LLP
1735 Market Street 51st Floor
Philadelphia PA 19103

Telephone number 215 864 8623

☐ 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

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor

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

1 Basis for Claim
☐ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
x **Other RENT DUE – SHOPPING CENTER LEASE**

☐ 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 _____ (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 **$2,028,531 00**

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
Check this box if you have an unsecured priority claim
X Amount entitled to priority **$12,846 00**
Specify the priority of the claim
☐ 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)
☐ Contributions to an employee benefit plan 11 USC § 507(a)(4)
☐ 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)
☐ Alimony maintenance or support owed to a spouse former spouse or child 11 USC § 507(a)(7)
☐ Taxes or penalties owed to governmental units - 11 USC § 507(a)(8)
☐ 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

Date 9/ /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)

JEFFREY MEYERS ESQ

THIS SPACE IS FOR COURT USE ONLY

FILED
SEP 08 2003
BMC
Fleming Companies Claim
08976

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 USC §§ 15

FORM B10 (Official Form 10)(

PHL_A #1790340 v1

Schedule "A" to Proof of Claim of
Hawkins Companies
(Amarillo Fleming – TX-367)

1 UNSECURED CLAIM [§502]

Rentals and other charges due up to the petition date (4/1/2003) per itemized statement attached as Exhibit A	$ 25,693 00
Rejection damages limited as per 502(b)(6) See statement attached as Exhibit A	$2,002,838 00
TOTAL UNSECURED CLAIM	$2,028,531 00

2 ADMINISTRATIVE PRIORITY CLAIM [§503]

Rentals and other charges from the date of filing to the date of rejection as per itemized statement attached as Exhibit A	$ 12,846 00
TOTAL PRIORITY CLAIM	$ 12,846 00

CLAIMANT RESERVES THE RIGHT TO AMEND THIS CLAIM

Amarillo Flemming

Years		1	2	3	4	5	5	6	7	8	9	
		7/03-6/04	7/04-6/05	7/05-6/06	7/06 9/06	10/06-6/07	7/07-6/08	7/08-6/09	7/09-6/10	7/10-6/11	7/11-09/11	10/1
		After Rejection 7/1/03				Rent increase 10/1/07						Ren incr
Fleming Store Lease	**Totals**	6/30/04										10/1
Square Feet	55 242											
Minimum Rent per year Grocery	11 459 157	563 197	563 197	563 197	140 799	432 756	577 008	577 008	577 008	577 008	144 252	44
Minimum Rent per year Gas Pad	569 650	25 000	25 000	25 000	6 250	20 625	27 500	27 500	27 500	27 500	6 875	2
Additional Rent per year												
Tax Reimbursement		77 080										
3% CPI increase on Additional Rent	1 969 798	77 080	79 392	81 774	84 227		86 754	89 357	92 038	94 799	97 643	
Total Rent	13 998 605	665 277	667 589	669 971	231 277	453 381	691 262	693 865	696 546	699 307	248 770	47
Claim	2 002 838											
A 1 Year	665 277											
B 15% of Total Rent	2 099 791											
C 3 Years Total Rent	**2 002 838**											

Unpaid prior to 4/1/03	25 693	Taxes 1/1 3/30/03
Owed 4/1/03-6/30/03	12 846	Taxes 4/1/03-6/30/03

Database	MRI_HCO	Aged Delinquencies	Page	
		hco	Date	8/20/2
BLDG	52890	I27 & Western F4L-Amarillo TX	Time	03 33
		Date 8/20/2003		

Invoice Date	Category		Source	Amount	Current	30	60	90	12
52890-000109		**Fresh-4 Less**		Master Occupant Id 00000107-1			Day Due 1	Delq Day	
		Real Estate Officer		0001 Current			Last Payment	6/2/2003	46 933
		1-972-906-8000							
4/30/2003	TAX	Taxes	CH	19 270 12	0 00	0 00	0 00	19 270 12	
6/30/2003	TAX	Taxes	CH	19 269 58	0 00	19 269 58	0 00	0 00	
7/1/2003	RNT	Base Rent	CH	46 933 09	0 00	46 933 09	0 00	0 00	
8/1/2003	RNT	Base Rent	CH	46 933 09	46 933 09	0 00	0 00	0 00	
8/20/2003	RNT	Base Rent	NC	-46 933 09	-46 933 09	0 00	0 00	0 00	
8/20/2003	RNT	Base Rent	NC	-46 933 09	-46 933 09	0 00	0 00	0 00	
	RNT	Base Rent		0 00	-46 933 09	46 933 09	0 00	0 00	
	TAX	Taxes		38 539 70	0 00	19 269 58	0 00	19 270 12	
Fresh-4-Less Total				38 539 70	-46 933 09	66 202 67	0 00	19 270 12	
52890-000110		**Fuel Facility Fresh-4-Less**		Master Occupant Id 00000108-1			Day Due 1	Delq Day	
		Lisa Wooten		0002 Current			Last Payment	6/2/2003	2 083 3
		405-841-8501							
7/1/2003	RNT	Base Rent	CH	2 083 33	0 00	2 083 33	0 00	0 00	
8/1/2003	RNT	Base Rent	CH	2 083 33	2 083 33	0 00	0 00	0 00	
8/20/2003	RNT	Base Rent	NC	-2 083 33	-2 083 33	0 00	0 00	0 00	
8/20/2003	RNT	Base Rent	NC	-2 083 33	-2 083 33	0 00	0 00	0 00	
	RNT	Base Rent		0 00	2 083 33	2 083 33	0 00	0 00	
Fuel Facility Fresh-4 Less Total				0 00	-2 083 33	2 083 33	0 00	0 00	
	RNT	Base Rent		0 00	-49 016 42	49 016 42	0 00	0 00	
	TAX	Taxes		38 539 70	0 00	19 269 58	0 00	19 270 12	
BLDG 52890 Total				38 539 70	-49 016 42	68 286 00	0 00	19 270 12	
	RNT	Base Rent		0 00	-49 016 42	49 016 42	0 00	0 00	
	TAX	Taxes		38 539 70	0 00	19 269 58	0 00	19 270 12	
		Grand Total		38 539 70	-49 016 42	68 286 00	0 00	19 270 12	

Database MRI_HCO
BLDG 52890

Occupancy Status Current Inactive New

CM Receivables Ledger
hco
I27 & Western F4L-Amarillo TX
08/01 Through 08/03
Security Deposit Ending Balance includes ALL periods

Bldg/Lease		Date	Category		SR	Description	Debit	Credit
52890-000109		**Fresh-4-Less**				**Real Estate Officer**		**1 972 906-8000**
	Balance Forward							
52890	000109	10/1/2001	RNT	Base Rent	CH	AUTOCHRG	52,743 34	
52890	000109	10/1/2001	TAX	Taxes	CH	SET UP PR SHARE	4,433 25	
52890	000109	10/10/2001	RNT	Base Rent	CR	Receipt		43 963 43
52890	000109	10/10/2001	RNT	Base Rent	CR	Receipt		7 327 25
52890	000109	11/1/2001	RNT	Base Rent	CH	AUTOCHRG	43 963 43	
52890	000109	11/1/2001	RNT	Base Rent	CR	Receipt		43 963 43
52890	000109	11/1/2001	RNT	Base Rent	NC	REVERSE 1ST MO		1 452 66
52890	000109	11/13/2001	TAX	Taxes	CR	Receipt		4 433 25
52890	000109	12/1/2001	RNT	Base Rent	CH	AUTOCHRG	43 963 43	
52890	000109	12/3/2001	RNT	Base Rent	CR	Receipt		43 963 43
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ SEPT RNT AMI	147 73	
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ OCT RNT AMV	886 32	
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ NOV RNT AMV	886 32	
52890	000109	12/31/2001	RNT	Base Rent	CH	ADJ DEC RNT AMV	886 32	
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Sept rent	347 20	
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Oct rent	2 083 34	
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Nov rent	2 083 34	
52890	000109	12/31/2001	RNT	Base Rent	CH	Adjust Dec rent	2 083 34	
52890	000109	1/1/2002	RNT	Base Rent	CH	AUTOCHRG	43 963 43	
52890	000109	1/2/2002	RNT	Base Rent	PR	CreditApply	1 452 66	
52890	000109	1/2/2002	RNT	Base Rent	CR	Receipt		43,963 43
52890	000109	1/2/2002	RNT	Base Rent	CR	CreditApply		1 452 66
52890	000109	1/8/2002	MIS	Misc Adj (1210)	CH	Amarillo Utility Bill	376 05	
52890	000109	1/9/2002	RNT	Base Rent	CH	ADJUST JAN RENT	886 32	
52890	000109	1/11/2002	RNT	Base Rent	CH	Adjust Jan rent	2 083 34	
52890	000109	1/23/2002	MIS	Misc Adj (1210)	CR	Receipt		376 05
52890	000109	2/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	2/1/2002	RNT	Base Rent	CR	Receipt		43 963 43
52890	000109	3/1/2002	PPR	Prepayment	CR			43 963 43
52890	000109	3/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	3/4/2002	PPR	Prepayment	PR	CreditApply	43 963 43	
52890	000109	3/4/2002	RNT	Base Rent	CR	CreditApply		43 963 43
52890	000109	3/19/2002	PPR	Prepayment	CR	OVERPMT RENT IN		0 02
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		147 73

Database MRI_HCO
BLDG 52890

Occupancy Status Current Inactive New

CM Receivables Ledger
hco
I27 & Western F4L-Amarillo TX
08/01 Through 08/03
Security Deposit Ending Balance includes ALL periods

Bldg/Lease		Date	Category		SR	Description	Debit	Credit
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		347 20
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		886 32
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 083 34
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 969 66
52890	000109	3/19/2002	RNT	Base Rent	CR	Receipt		2 969 66
52890	000109	4/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	4/1/2002	RNT	Base Rent	CR	Receipt		46 933 09
52890	000109	4/29/2002	PPR	Prepayment	PR	CreditApply	0 02	
52890	000109	4/29/2002	RNT	Base Rent	CR	CreditApply		0 02
52890	000109	4/29/2002	RNT	Base Rent	CH	REMOVE 2 CENT B	0 02	
52890	000109	4/30/2002	PPR	Prepayment	CR	PREPAYMENT		46 933 09
52890	000109	5/1/2002	PPR	Prepayment	PR	CreditApply	46 933 09	
52890	000109	5/1/2002	RNT	Base Rent	CR	CreditApply		46 933 09
52890	000109	5/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	5/30/2002	PPR	Prepayment	CR	JUNE PREPAY		46 933 09
52890	000109	6/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	6/4/2002	PPR	Prepayment	PR	CreditApply	46 933 09	
52890	000109	6/4/2002	RNT	Base Rent	CR	CreditApply		46 933 09
52890	000109	6/28/2002	PPR	Prepayment	CR	OVERPAYMENT		46 933 09
52890	000109	7/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	7/22/2002	PPR	Prepayment	PR	CreditApply	46 933 09	
52890	000109	7/22/2002	RNT	Base Rent	CR	CreditApply		46 933 09
52890	000109	7/31/2002	PPR	Prepayment	CR	OVERPAYMENT		46 933 09
52890	000109	8/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	8/20/2002	PPR	Prepayment	PR	CreditApply	46 933 09	
52890	000109	8/20/2002	RNT	Base Rent	CR	CreditApply		46 933 09
52890	000109	9/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	9/3/2002	RNT	Base Rent	CR	Receipt		46,933 09
52890	000109	9/30/2002	PPR	Prepayment	CR	OVERPAYMENT		755 30
52890	000109	10/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	10/4/2002	RNT	Base Rent	CR	Receipt		46 933 09
52890	000109	10/14/2002	UTL	Utilities	CH	UTILITY BILL CG T(	942 27	
52890	000109	10/25/2002	UTL	Utilities	CR	Receipt		186 97
52890	000109	11/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	

Database MRI_HCO
BLDG 52890

Occupancy Status Current Inactive New

CM Receivables Ledger
hco
I27 & Western F4L-Amarillo TX
08/01 Through 08/03
Security Deposit Ending Balance includes ALL periods

Bldg/Lease		Date	Category		SR	Description	Debit	Credit
52890	000109	11/1/2002	RNT	Base Rent	CR	Receipt		46 177 79
52890	000109	11/1/2002	UTL	Utilities	CR	Receipt		755 30
52890	000109	11/11/2002	PPR	Prepayment	PR	CreditApply	755 30	
52890	000109	11/11/2002	RNT	Base Rent	CR	CreditApply		755 30
52890	000109	12/1/2002	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	12/2/2002	RNT	Base Rent	CR	Receipt		46 933 09
52890	000109	12/17/2002	PPR	Prepayment	CR	PREPAYMENT		77 080 46
52890	000109	12/18/2002	TAX	Taxes	CH	CHARGE TAXES 1-	77 080 46	
52890	000109	12/30/2002	PPR	Prepayment	CR	PREPAID		16 785 72
52890	000109	12/30/2002	TAX	Taxes	CR	Receipt		30 147 37
52890	000109	1/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	1/29/2003	PPR	Prepayment	PR	CreditApply	77,080 46	
52890	000109	1/29/2003	PPR	Prepayment	PR	CreditApply	16 785 72	
52890	000109	1/29/2003	RNT	Base Rent	CR	CreditApply		46 933 09
52890	000109	1/29/2003	TAX	Taxes	CR	CreditApply		16 785 72
52890	000109	1/29/2003	TAX	Taxes	CR	CreditApply		30 147 37
52890	000109	2/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	2/3/2003	RNT	Base Rent	CR	Receipt		46 933 09
52890	000109	3/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	3/3/2003	PPR	Prepayment	CR	PREPAID		46 933 09
52890	000109	3/10/2003	PPR	Prepayment	PR	CreditApply	46 933 09	
52890	000109	3/10/2003	RNT	Base Rent	CR	CreditApply		46 933 09
52890	000109	4/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	4/14/2003	RNT	Base Rent	CR	Receipt		46 933 09
52890	000109	4/30/2003	TAX	Taxes	CH	1/1-4/30/03TAXES	19,270 12	
52890	000109	5/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	5/5/2003	RNT	Base Rent	CR	Receipt		46 933 09
52890	000109	6/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	6/2/2003	RNT	Base Rent	CR	Receipt		46 933 09
52890	000109	6/30/2003	TAX	Taxes	CH	5/1-6/30/03 TAX	19 269 58	
52890	000109	7/1/2003	RNT	Base Rent	CH	AUTOCHRG	46 933 09	
52890	000109	8/1/2003	RNT	Base Rent	CH	AUTOCHRG	46,933 09	
52890	000109	8/20/2003	RNT	Base Rent	NC	REV JULY CHARGE		46 933 09
52890	000109	8/20/2003	RNT	Base Rent	NC	REV AUG CHARGE		46 933 09

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refun
MIS	Misc Adj (1210)	0 00	0 00	376 05	376 05	0 00	
RNT	Base Rent	46 933 09	0 00	1 088 735 93	993 417 09	95 318 84	
TAX	Taxes	0 00	0 00	1 20 053 41	81 513 71	0 00	
UTL	Utilities	0 00	0 00	942 27	942 27	0 00	

Database MRI_HCO
BLDG 52890

Occupancy Status Current Inactive New

CM Receivables Ledger
hco
I27 & Western F4L-Amarillo TX
08/01 Through 08/03
Security Deposit Ending Balance includes ALL periods

Bldg/Lease	Date	Category		SR	Description	Debit	Credit
Total		**46,933 09**		**0 00**	**1,210,107 66**	**1,076,249 12**	**95,318 84**

52890-000110 **Fuel Facility Fresh-4 Less** **Lisa Wooten** **405-841-8501**

Balance Forward

52890	000110	10/1/2001	RNT	Base Rent	CH	AUTOCHRG	2 430 55	
52890	000110	10/10/2001	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	10/10/2001	RNT	Base Rent	CR	Receipt		347 20
52890	000110	11/1/2001	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	11/1/2001	RNT	Base Rent	CR	Receipt		0 02
52890	000110	11/1/2001	RNT	Base Rent	CR	Receipt		2 083 31
52890	000110	12/1/2001	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	12/3/2001	RNT	Base Rent	CR	Receipt		0 02
52890	000110	12/3/2001	RNT	Base Rent	CR	Receipt		2 083 31
52890	000110	1/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	1/2/2002	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	2/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	2/1/2002	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	3/1/2002	PPR	Prepayment	CR	MARCH RENT		2 083 33
52890	000110	3/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	3/4/2002	PPR	Prepayment	PR	CreditApply	2 083 33	
52890	000110	3/4/2002	RNT	Base Rent	CR	CreditApply		2 083 33
52890	000110	4/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	4/12/2002	RNT	Base Rent	CR	Receipt		0 02
52890	000110	4/12/2002	RNT	Base Rent	CR	Receipt		2 083 31
52890	000110	4/29/2002	RNT	Base Rent	NC	REMOVE 2 CENT B		0 02
52890	000110	4/29/2002	RNT	Base Rent	PR	CreditApply	0 02	
52890	000110	4/29/2002	RNT	Base Rent	CR	CreditApply		0 02
52890	000110	4/30/2002	PPR	Prepayment	CR	PREPAYMENT		2 083 33
52890	000110	5/1/2002	PPR	Prepayment	PR	CreditApply	2 083 33	
52890	000110	5/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	5/1/2002	RNT	Base Rent	CR	CreditApply		2 083 33
52890	000110	6/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	6/3/2002	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	6/28/2002	PPR	Prepayment	CR	OVERPAYMENT		2 083 33
52890	000110	7/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	7/22/2002	PPR	Prepayment	PR	CreditApply	2 083 33	

Database MRI_HCO
BLDG 52890

Occupancy Status Current Inactive New

CM Receivables Ledger
hco
I27 & Western F4L Amarillo TX
08/01 Through 08/03
Security Deposit Ending Balance includes ALL periods

Bldg/Lease		Date	Category		SR	Description	Debit	Credit
52890	000110	7/22/2002	RNT	Base Rent	CR	CreditApply		2 083 33
52890	000110	7/31/2002	PPR	Prepayment	CR	OVERPAYMENT		2 083 33
52890	000110	8/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	8/20/2002	PPR	Prepayment	PR	CreditApply	2 083 33	
52890	000110	8/20/2002	RNT	Base Rent	CR	CreditApply		2 083 33
52890	000110	9/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	9/3/2002	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	10/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	10/4/2002	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	11/1/2002	RNT	Base Rent	CH	AUTOCHRG	2,083 33	
52890	000110	11/1/2002	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	12/1/2002	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	12/2/2002	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	12/30/2002	PPR	Prepayment	CR	PREPAID		2 083 33
52890	000110	1/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	1/29/2003	PPR	Prepayment	PR	CreditApply	2 083 33	
52890	000110	1/29/2003	RNT	Base Rent	CR	CreditApply		2 083 33
52890	000110	2/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	2/3/2003	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	3/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	3/3/2003	PPR	Prepayment	CR	PREPAID		2 083 33
52890	000110	3/10/2003	PPR	Prepayment	PR	CreditApply	2 083 33	
52890	000110	3/10/2003	RNT	Base Rent	CR	CreditApply		2 083 33
52890	000110	4/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	4/14/2003	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	5/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	5/5/2003	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	6/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	6/2/2003	RNT	Base Rent	CR	Receipt		2 083 33
52890	000110	7/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	8/1/2003	RNT	Base Rent	CH	AUTOCHRG	2 083 33	
52890	000110	8/20/2003	RNT	Base Rent	NC	REV JUL CHARGES		2 083 33
52890	000110	8/20/2003	RNT	Base Rent	NC	REV AUG CHARGE		2 083 33

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refun
RNT	Base Rent	2 083 33	0 00	48 263 81	44 097 13	4 166 68	
	Total	**2,083 33**	**0 00**	**48,263 81**	**44,097 13**	**4,166 68**	

Database MRI_HCO
BLDG 52890

Occupancy Status Current Inactive New

CM Receivables Ledger
hco
I27 & Western F4L-Amarillo TX
08/01 Through 08/03
Security Deposit Ending Balance includes ALL periods

Bldg/Lease	Date	Category	SR	Description	Debit	Credit

Totals for 52890

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refur
MIS	Misc Adj (1210)	0 00	0 00	376 05	376 05	0 00	
RNT	Base Rent	49 016 42	0 00	1 136 999 74	1 037 514 22	99 485 52	
TAX	Taxes	0 00	0 00	120 053 41	81 513 71	0 00	
UTL	Utilities	0 00	0 00	942 27	942 27	0 00	
	BLDG Total	**49,016 42**	**0 00**	**1,258,371 47**	**1,120,346 25**	**99,485 52**	

Grand Totals

Category		Mo Rep Charges	Beg Balance	Charges	Cash Receipts	N/C Credits	Refun
MIS	Misc Adj (1210)	0 00	0 00	376 05	376 05	0 00	
RNT	Base Rent	49 016 42	0 00	1 136 999 74	1 037 514 22	99 485 52	
TAX	Taxes	0 00	0 00	120 053 41	81 513 71	0 00	
UTL	Utilities	0 00	0 00	942 27	942 27	0 00	
	Grand Total	**49,016 42**	**0 00**	**1,258,371 47**	**1,120,346 25**	**99,485 52**	

EXHIBIT "B"
[Transfer of Claim]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
Fleming Companies, Inc , et al	)	Case No 03-10945 (MFW)
	)	(Jointly Administered)
Debtors	)	

TRANSFER OF CLAIM

Pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure, LaSalle Bank National Association, as Trustee for Morgan Stanly Dean Witter Capital I, Inc , Commercial Mortgage Pass-Through Certificates, Series 2002-TOP7, acting by and through its Special Servicer GMAC Commercial Mortgage Corporation (the "Transferee"), having an address for notice purposes at 700 North Pearl Street, Suite 2200, Dallas, Texas 75201, hereby notifies the Court that it has acquired from 5 Mile Plaza, an Idaho general partnership (the "Transferor"), having an address for notice purposes at 8645 W Franklin Road, Boise, Idaho 83709, claim no 8976, filed by Transferor on September 8, 2003, in the amount of $2,041,377 00 (the "Claim"), in the bankruptcy case *In re Fleming Companies, Inc et al* , case no 03-10945, pending in the United States Bankruptcy Court for the District of Delaware, and all of the Transferor's right, title and interest there under against Fleming Companies, Inc , et al (Case No 03-10945) (the "Debtors")

The Transferee has acquired the Claim pursuant to that certain Deed of Trust and Absolute Assignment of Rents and Leases and Security Agreement (and Fixture Filing) (the "Deed of Trust") dated January 14, 2003, by and between the Transferor and Wells Fargo Bank National Association (the "Beneficiary") Article 3 1 of the Deed of Trust specifically states

[Transferor] irrevocably assigns to Beneficiary all of [Transferor]'s right, title and interest in, to and under (a) all present and future leases of the Property or any portion thereof, all licenses and agreements relating to the management, leasing or operation of the Property or any portion thereof, and all other agreements of any kind relating to the use or occupancy of the Property or any portion thereof, whether such leases, licenses and agreements are now existing or entered into after the date hereof ("Leases"), and (b) the rents, issues, deposits and profits of the Property, including, without limitation, all amounts payable and all rights and benefits accruing to [Transferor] under the Leases ("Payments") The term "Leases" shall also include all guarantees of and security for the tenants' performance thereunder, and all amendments, extensions, renewals or modifications thereto which are permitted hereunder This is a present and absolute assignment, not an assignment for security purposes only, and Beneficiary's right to the Leases and Payments is not contingent upon, and may be exercised without possession of, the Property

The Transferor has waived and hereby expressly waives its right, pursuant to Rule 3001(e)(2) of the Bankruptcy Rules, to receive from the Clerk of the Court a notice of the filing of the evidence of transfer of the Proof of Claim and its right to object to such transfer within the twenty (20) day period set forth therein and Transferor stipulates that an order may be entered recognizing the transfer of the Claim as an unconditional transfer and the Transferee as the valid owner of the Claim

The Transferee hereby acknowledges and confirms that the Transferor has transferred and assigned to the Transferee the Claim, including all of the Transferor's right, title and interest in the Claim This instrument is being executed in connection with the notification to the Clerk of the Court of the transfer and is not intended to modify or otherwise affect the terms of the Deed of Trust, which remain in full force and effect

Dated Dallas, Texas
January 19, 2004

5 MILE PLAZA, an Idaho general partnership

By _____

Name Gary R Hawkins
Title

CERTIFICATE OF SERVICE

I Joseph H Huston, Jr, hereby certify that on February 11, 2004, I caused a true and correct copy of the foregoing NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(E)(2) to be served on the parties listed below in the manner indicated and electronically through the Court's CM/ECF on those parties requesting service

Via Federal Express
5 Mile Plaza t/a Amarillo Fleming
8646 W Franklin Road
Boise, ID 83709

Via Hand Delivery
Laura Davis Jones Esquire
Pachulski, Stang, Ziehl, Young & Jones, P C
919 North Market Street
Suite 1600
Wilmington, DE 19801

Via Hand Delivery
Office of the U S Trustee
J Caleb Boggs Federal Building
844 King Street,
Suite 2313
Wilmington, DE 19801

Via Hand Delivery
David M Fournier, Esquire
Pepper Hamilton LLP
Hercules Plaza Suite 5100
1313 Market Street
Wilmington, DE 19899-1709

Via Federal Express
BMC (Bankruptcy Management Corp)
Attn Fleming Claims Agent
1330 East Franklin Avenue
El Segundo, CA 90245

/s/ Joseph H Huston Jr
Joseph H Huston, Jr

File a Claim action

03-10945-MFW FLEMING COMPANIES, INC and S D Deacon Corp of California

U S Bankruptcy Court

District of Delaware

Notice of Electronic Filing

The following transaction was received from Huston Jr , Joseph H entered on 2/11/2004 at 12 02 PM EST and filed on 2/11/2004

Case Name FLEMING COMPANIES, INC and S D Deacon Corp of California
Case Number 03-10945-MFW
Document Number 6638

Docket Text
Notice of Transfer *AMENDED NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(E)(2)* Filed by LaSalle Bank National Association, as Trustee for Morgan Stanley Dean Witter Capital I, Inc , Commercial Mortgage Pass-Through Certificates, Series 2002-TOP7 (Attachments # (1) Exhibit A# (2) Exhibit B# (3) Certificate of Service)(Huston Jr , Joseph)

The following document(s) are associated with this transaction

Document description Main Document
Original filename X \Bankruptcy\Fleming Companies\Akin Gump\Amended Transfer of Claim pdf
Electronic document Stamp
[STAMP bkecfStamp_ID=983460418 [Date=2/11/2004] [FileNumber=2318560-0] [92d1938fa6280efc4210e4a2ee668ffbc3fe227a7cefe7c414dd1733bd3ef5be9e3 d8ba3c7245e15be1c729cef23ae8f97edaa6afdafd22b8dcaf303cfcd980]]
Document description Exhibit A
Original filename X \Bankruptcy\Fleming Companies\Akin Gump\Notice of Transfer of Claim Exhibit A pdf
Electronic document Stamp
[STAMP bkecfStamp_ID=983460418 [Date=2/11/2004] [FileNumber=2318560-1] [92e22fe65b9d0f12c29cb89871bc6f215aa4148c1868f712735b590c4827bb1fb6ed b341564f9c83400ca9fac9d4a9642139452600860b118ba5bd3a43003737]]
Document description Exhibit B
Original filename X \Bankruptcy\Fleming Companies\Akin Gump\Notice of Transfer of Claim Exhibit B pdf
Electronic document Stamp
[STAMP bkecfStamp_ID=983460418 [Date=2/11/2004] [FileNumber=2318560-2] [076e77bd087a5e4d2c198114fd2a22bb71fed6f3dfc7fcac5476381e0a181123b3c4 35c4c58de64416c4a2e7b40af74af2cf03ef39dd543ec7f7d7ffe2091588]]
Document description Certificate of Service
Original filename X \Bankruptcy\Fleming Companies\Akin Gump\Amended Transfer of Claim COS pdf
Electronic document Stamp
[STAMP bkecfStamp_ID=983460418 [Date=2/11/2004] [FileNumber=2318560-3] [51f19bb8bfa20dce3d4a0933eb92367c0a9d7493d028351faf3220ecc56c4d792c2a

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re· Fleming Companies, Inc. et al.
Case No. 03-10945-(MFW)-11

DOCUMENTS APPENDED TO CLAIM

On April 18, 2006, document(s) were appended to Claim Numbers **8976, 8976-B** for the following reason(s)

- ☐ Stipulation and Omni Withdrawal
- ☐ Proof of Payment
- ☐ Change of Address request
- ☒ Errata to Notice of Transfer Re Docket Number 12696, served 4/13/06
- ☐ Other Docket Number ###

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	Case No 03-10945(MFW)
Fleming Companies, Inc , *et al* ,[1]	)	
	)	Jointly Administered
Debtors	)	

ERRATA TO NOTICE OF TRANSFER RE DOCKET 12696 (PARTIAL)

TO LaSALLE BANK NATIONAL ASSOC AS TRUSTEE
c/o GMAC COMMERCIAL MORTGAGE
700 NORTH PEARL ST
STE 2200
DALLAS, TX 75201

Pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure, you are advised that there has been filed with the United States Bankruptcy Court for the District of Delaware, a Partial Transfer to **SPCP GROUP LLC AS AGENT** of the Unsecured Portion your **Claim No 8976** in the amount of **$2,028,531 00**

DATED April 13, 2006

THE BMC GROUP, INC F/K/A BANKRUPTCY MANAGEMENT CORPORATION
1330 East Franklin Avenue
El Segundo, California 90245-4306

Official Claims and Noticing Agent for the Clerk of the Court in the Fleming Companies, Inc , et al Cases

[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

PROOF OF SERVICE

I, Lisa Ruppaner, am over the age of eighteen years and not a party to the within action I am employed by The BMC Group, Inc f/k/a Bankruptcy Management Corporation, the Official Claims and Noticing Agent for the Clerk of the Court, whose business address is 1330 East Franklin Avenue, El Segundo, California 90245-4306 On April 13, 2006, I served a copy of the "**Errata to Notice of Transfer re Docket 12696 (PARTIAL)**" upon the following parties

LaSALLE BANK NATIONAL ASSOC AS TRUSTEE
c/o GMAC COMMERCIAL MORTGAGE
700 NORTH PEARL ST
STE 2200
DALLAS, TX 75201

SPCP GROUP LLC AS AGENT
ATTN BRIAN JARMAIN
2 GREENWICH PLAZA
1ST FLOOR
GREENWICH, CT 06830

by placing a true copy thereof enclosed in a sealed envelope, with postage thereon fully pre-paid, and deposited in the mail in El Segundo, California

I declare under penalty of perjury that the foregoing is true and correct

DATED **April 13, 2006**

/s/Lisa Ruppaner
LISA RUPPANER

B210
(12/04)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re FLEMING COMPANIES, INC , et al [1]

Case No 03-10945 (MFW)
(Jointly Administered)
Court ID (Court use only) _____

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U S C § 1111(a) Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed R Bankr P , of the transfer, other than for security, of the claim referenced in this notice

SPCP Group, L L C , as agent for Silver Point Capital Fund, L P and Silver Point Capital Offshore Fund, Ltd Name of Transferee	**LaSalle Bank National Association, as Trustee for Registered Holders of Morgan Stanley Dean Witter Capital I Trust, Commercial Mortgage Pass-Through Certificates, Series 2002-1Q3** Name of Transferor
Name and Address where notices to transferee should be sent **SPCP Group, L L C , as agent for Silver Point Capital Fund, L P and Silver Point Capital Offshore Fund, Ltd** **c/o Brian Jarmain** **Two Greenwich Plaza, 1st Flr** **Greenwich, CT 06830**	Court Record Address of Transferor (Court Use Only)
Last Four Digits of Acct # _____	Last Four Digits of Acct # _____
Name and Address where transferee payments should be sent (if different from above)	Name and Current Address of Transferor **LaSalle Bank National Association, as Trustee for Registered Holders of Morgan Stanley Dean Witter Capital I Trust** **c/o GMAC Commercial Mortgage Corporation** **700 N Pearl, Suite 2200** **Dallas, TX 75201**
Phone _____	Phone _____
Last Four Digits of Acct # _____	Last Four Digits of Acct # _____
Court Claim # (if known) **8976** Date Claim Filed _____	

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief

By: Brian Jarmain w/ permission (MLR) ___ Date **March 7, 2006**
Brian Jarmain

Penalty for making a false statement Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 & 3571

DEADLINE TO OBJECT TO TRANSFER

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer Objections must be filed with the court within twenty (20) days of the mailing of this notice If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court

Date _____ _____
CLERK OF THE COURT

[1] The former Debtors whose cases are still open are Core-Mark International Inc p Fleming Companies Inc ASI Office Automation Inc C/M Products Inc Core-Mark Interrelated Companies Inc Core-Mark Mid-Continent Inc General Acceptance Corporation Head Distributing Company Marquis Ventures Company Inc and Minter-Weisman Co

ASSIGNMENT OF CLAIM

LaSalle Bank National Association, as Trustee for Registered Holders of Morgan Stanley Dean Witter Capital I Inc , Commercial Mortgage Pass-Through Certificates, Series 2002-TOP7 ("Assignor"), whose address is c/o GMAC Commercial Mortgage Corporation, 700 N Pearl, Suite 2200, Dallas, Texas 75201, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby assigns, transfers, sets over and conveys to SPCP GROUP, L L C , a Delaware limited liability company, as agent for Silver Point Capital Fund, L P and Silver Point Capital Offshore Fund, Ltd. ("Assignee"), whose address is Two Greenwich Plaza, 1st Floor, Greenwich, CT 06830, all Assignor's right, title and interest in and to that certain Claim No 8976 (the "Claim") with respect to Bankruptcy Case No 03-10945 (MFW) filed with the United States Bankruptcy Court for the District of Delaware (exclusive of the Administrative Claim in the amount of $12,846)

TO HAVE AND TO HOLD the same unto Assignee and to the successors and assigns of Assignee forever

This Assignment of Claim is made without recourse or representation or warranty, express, implied or by operation of law, of any kind and nature whatsoever, except as otherwise provided in that certain Agreement for Sale and Purchase of Claim between Assignor and Assignee dated as of February 28, 2006.

Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing the assignment of the Claim as an unconditional assignment and Assignee as the valid owner of the Claim

[THE REMAINDER OF THIS PAGE WAS LEFT BLANK INTENTIONALLY]

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of February 28, 2006

LaSalle Bank National Association, as Trustee for Registered Holders of Morgan Stanley Dean Witter Capital I Inc , Commercial Mortgage Pass-Through Certificates, Series 2002-TOP7 (Claim #8976)

By GMAC Commercial Mortgage Corporation
Its Special Servicer

Signature _____
Print Name Phalecia Hollins

Signature _____
Print Name PEGGY COPE

By _____
Name Sylvan Rothschild
Title VP

013553 1272 WEST 5877306 v3