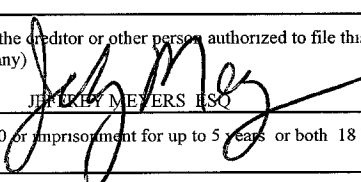


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES INC ET AL		Case Number 03 10945
NOTE This form should not be used to make a claim for an administrative expense arising after commencement of the case A 'request' for payment of an administrative expense may be filed pursuant to 11 USC § 503		
Name of Creditor (The person or entity to whom the debtor owes money or property) Majestic Realty Co owner of Majestic Commercenter 3797 N Windsor Drive Aurora CO		<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 U.S.C. § 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 \$ _____ 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 \$2,090,000 00 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
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>	<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> <div style="font-size: 0.8em;">Fleming Companies Claim 08977</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		

Schedule "A" to Proof of Claim of
Majestic Realty Co
(Majestic Commercenter)

ADMINISTRATIVE PRIORITY CLAIM [§503]

Mechanic's lien filed against landlord's property see attached as Exhibit A	\$2,090,000 00
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TOTAL PRIORITY CLAIM	<u>\$2,090,000 00</u>
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CLAIMANT RESERVES THE RIGHT TO AMEND THIS CLAIM IF THIS LEASE IS
REJECTED, REJECTION DAMAGES WILL BE INCLUDED AS PER §502(b)(6)

NOTICE OF INTENT TO FILE A LIEN STATEMENT

TO THE OWNER AND TO THE PRINCIPAL CONTRACTOR.

Take Notice that the Lien Claimant set forth on the Statement of Lien contained on the reverse of this Notice claims a Mechanic's Lien for laborers or material or equipment supplied to, or labor performed on, the project situate upon the real property described on said Statement of Lien, for the amount stated. If payment is not made within ten (10) days, the Claimant intends to record said Statement of Lien in the County wherein the real property is located. This notice is given pursuant to Section 38-22 109(3) C.R.S.

Karl A. Berg, Jr.
Mulliken, Gleason, Wagner, Whitney & Joliver, P.C.
102 South Tenth Street, Suite 900
Colorado Springs, CO 80903
Attorney's Name and Address

Peter M. Camarero
Peter M. Camarero Signature
Performance Contracting, Inc.
3838 West Avenue, Suite 110A
Sacramento, CA 95821
Type Name and Address of Claimant Above

AFFIDAVIT OF SERVICE OR MAILING - OWNER

STATE OF CALIFORNIA)
) ss
COUNTY OF SACRAMENTO)

The undersigned, being of lawful age and being first duly sworn upon oath, deposes and says that this Notice of Intent to File a Lien Statement was mailed by fully prepaid certified mail, return receipt requested, to the last known address of the owner or reputed owner or his agent, as follows: Core-Mark Midcontinent, Inc. 395 Oyster Point Blvd, Suite 415, San Francisco, CA 94080; Marathe Realty Co., 13191 Greenwood Parkway North, 6th Floor, La Plenta, CA 91746-3497 on the 11th day of June, 2003

Peter M. Camarero
Peter M. Camarero

Subscribed and sworn to before me in the County of Sacramento, State of California, this 11 day of June, 2003

My commission expires: 12/24/04

Witness my hand and official seal

Dawn M. Wolf
Notary Public

AFFIDAVIT OF SERVICE OR MAILING PRIOR TO FILING LIEN STATEMENT

STATE OF CALIFORNIA)
) ss
COUNTY OF SACRAMENTO)

The undersigned, being of lawful age and being first duly sworn, deposes and says that this Notice of Intent to File a Lien Statement was served pursuant to Section 38 22-109(3) C.R.S. as evidenced by the Affidavits of Service or Mailing, at least ten (10) days before the time of filing the Lien Statement with the County Clerk and Recorder

Peter M. Camarero
Peter M. Camarero

Subscribed and sworn to before me in the County of Sacramento State of California, this 25th day of June, 2003

My commission expires: 12/24/04

Witness my hand and official seal.

Dawn M. Wolf
Notary Public



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CAROL SNYDER
ADAMS COUNTY

STATEMENT OF LIEN

In accordance with Article 22 of Title 38 of the Colorado Revised Statutes,
Performance Contracting, Inc. ("PCI")
makes the following statement of lien.

FIRST That the name of the owner or reputed owner of such property to be charged with the lien is Core-Mark Midcontinent, Inc. Majestic Realty Co

SECOND That the name and mailing address of the person claiming the lien is Performance Contracting, Inc., 3838 West Avenue, Suite 110A, Sacramento, CA 95821

a subcontractor, Principal Contractor

That the name of the person who furnished the laborers or material or performed the labor or services, or supplied the machinery, tools or equipment for which said lien is claimed is Performance Contracting, Inc.

That the name of the Principal Contractor is Performance Contracting, Inc

THIRD That the property to be charged with such lien is described as follows:

Lot 3 Block 1 Majestic Commercialer Subdivision Filing No 4

also known by street number as 3605 N Windsor Drive Aurora, CO situated in the County of Adams, State of Colorado.

That the said lien is held for and on account of labor and services performed, equipment and materials supplied for the benefit of the subject real property

FOURTH That the amount of indebtedness due or owing the claimant for which said lien is claimed, for laborers or material furnished, labor and services performed, machinery, tools and equipment supplied is \$2,090,000.00, together with interest thereon at the legal rate

* See Exhibit A attached hereto and incorporated herein by reference

PERFORMANCE CONTRACTING, INC.
Claimant
By *Peter M. Camarco*
Peter M. Camarco, Branch Manager

STATE OF CALIFORNIA)
) ss
COUNTY OF SACRAMENTO)

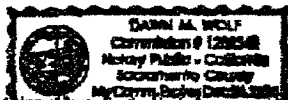
I, Peter M. Camarco, being of lawful age and being first duly sworn upon oath, do say that I am a Branch Manager for Performance Contracting, Inc., the claimant herein named, that I have read the within Statement of Lien and know the contents thereof, and that the same is true and correct, to the best of my knowledge, information and belief, and is made on behalf of the claimant

Peter M. Camarco
Peter M. Camarco

Subscribed and sworn to before me in the County of Sacramento State of California, this 11 day of June, 2003

My commission expires 12/21/04

Witness my hand and official seal



Dawn M Wolf
Notary Public

Name and Address of Recorder: Recorder's Office (916) 335-1061, C.R.S. No. 180A. BY FILING STATEMENT OF LIEN WITH NOTICE OF INTENT TO FILE A LIEN STATEMENT AND AFFIDAVITS OF SERVICE

EXHIBIT A

The Lien Amount of \$2,090,000.00 includes amounts relating to the following transfers to PCI that one or more of the debtors in the chapter 11 case captioned "In re Fleming Companies, Inc. et al" (U S Bankruptcy Court for the District of Delaware, Case No 03-10945(MFW), Jointly Administered (the "Bankruptcy Case"), may seek to recover from PCI PCI received a check dated March 12, 2003 in the amount of \$650,000 from Core-Mark International, Inc within 90 days before the Bankruptcy Case was filed (the "Prepetition Transfer"). PCI also received a check dated April 15, 2003, in the amount of \$680,000 from Core-Mark Mid-Continent, Inc after the Bankruptcy Case was filed (the "Postpetition Transfer") The Prepetition Transfer and the Postpetition Transfer are collectively, the "Transfers" If PCI is not required by Court Order to repay the Transfers, or any portion thereof, or if PCI does not repay the Transfers, or any portion thereof, by settlement, agreement, or otherwise, the Lien Amount will be reduced by the amount of the Transfers PCI does not repay

LD CH 170 88 216 187 AD 1165772-2003 003

** TOTAL PAGE 03 **