FORM B10 (Official Form 10) (4/98)

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor
RETAIL SUPERMARKETS, INC

Case Number
03-10970 (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" of payment of an administrative expense may be filed pursuant to 11 U S C §503

Name of Creditor *(The person or entity to whom the debtor owes money or property)*

NESTLE PURINA PETCARE COMPANY

Name and Addresses Where Notices Should be Sent
NANCY REYNOSO
NESTLÉ USA
800 N BRAND BLVD
GLENDALE CA 91203
Telephone number (818) 549-5638

☐ 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 the 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
None

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

1 BASIS FOR CLAIM

☒ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other _____

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensations (Fill out below)
Your social security number _____
Unpaid Compensations for services performed
from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED $ 3,589,702 06

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 Setoff rights

Value of Collateral $ Unknown at this time reconciliation/investigation continues

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

Amount entitled to priority $ 1,708,825 62

Specify the priority of the claim

☐ Wages salaries or commissions (up to $4 650) earned not more than 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 — 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 of governmental units — 11 U S C § 507(a)(8)

☒ Other — Specify applicable paragraph of 11 U S C § 507(a) (Reclamation claim)

Amounts are subject to adjustment on 04/01/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

7 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 SUPPORTING DOCUMENTS *Attach copies of supporting documents* such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary

9 DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY

FILED
SEP 1 0 2003
BMC

Fleming Companies Claim
09147

Date
9/8/03

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)

By Nancy Reynoso
Nancy Reynoso Its duly authorized agent

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571

CHGO1 811348 v1

STATEMENT OF ACCOUNT
As of March 31, 2003

CREDITOR Nestle Purina Petcare Company

DEBTOR Fleming Companies Inc

REASON Chapter # 11

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT
1/6/03	**8953971**	499784-KC	$11,791 42
1/13/03	**1561328**	292036	$2,741 76
1/28/03	**8990167**	118098	$11,976 25
2/14/03	**5712597**	999314	$6,036 80
2/22/03	**2910842**	1430027000	$5 347 52
2/25/03	**1155200**	166270-NJ	$4 104 00
2/27/03	**2196132**	166302-NJ	$3,727 06
3/5/03	**8257761**	022770-HW	$33,650 07
3/6/03	**1147771**	022776-HW	$1 332 98
3/6/03	**9023334**	022775-HW	$20,020 20
3/7/03	**1151071**	032234-HW	$29,508 01
3/7/03	**6423270**	035062-HW	$637 09
3/7/03	**7073263**	035061-HW	$22,285 59
3/9/03	**1633447**	778564	$10 194 45
3/9/03	**2200769**	049780-HW	$17,487 58
3/9/03	**2213400**	778585	$20,131 41
3/9/03	**5730375**	037823-HW	$11,473 49
3/9/03	**6424680**	037824-HW	$287 14
3/10/03	**7074754**	037822-HW	$474 74
3/10/03	**9030262**	037821-HW	$27,051 36
3/12/03	**1620544**	50-0057990	$7 046 36
3/12/03	**7095034**	323573	$19 226 38
3/14/03	**2946531**	865944	$20,552 00
3/14/03	**5754047**	264219	$20,381 68
3/14/03	**5754047**	264219	$20,836 62
3/14/03	**5757439**	814171-KC	$7,067 32
3/14/03	**7094239**	34351-WK	$22,266 55
3/14/03	**7098387**	264221	$16,538 86
3/14/03	**8274391**	055366-HW	$5,249 93
3/15/03	**1637566**	707912	$1,770 73
3/15/03	**2217529**	707932	$2,821 02
3/15/03	**2219938**	882873-TU	$25,471 27
3/15/03	**2220370**	708614	$19,249 66
3/15/03	**2946638**	811449	$21 789 15
3/15/03	**2947530**	707902	$28,636 53
3/15/03	**2950365**	708615	$3,125 78
3/15/03	**4682576**	430555	$18,398 26
3/15/03	**5320264**	865946	$106 40
3/15/03	**5755910**	865947	$14 139 98

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT
3/15/03	**6451530**	627418	$22 610 49
3/15/03	**6451747**	814174-KC	$375 86
3/15/03	**7101779**	814173-KC	$24,982 81
3/15/03	**7917714**	354830	$20,300 35
3/15/03	**7918535**	16988	$25,681 01
3/15/03	**8287702**	354831	$23 109 67
3/15/03	**8290207**	853345	$8,678 12
3/16/03	**2222802**	886210	$5 387 72
3/16/03	**4688392**	886211	$9,627 84
3/16/03	**4688635**	454196	$24 698 62
3/16/03	**6452937**	013134-TU	$22,996 39
3/16/03	**7100259**	787753	$29 508 95
3/16/03	**9055690**	563103	$19 855 95
3/17/03	**1180686**	16989	$7,282 00
3/17/03	**2939713**	447842-SL	$2,390 54
3/17/03	**5319314**	272662	$22,317 51
3/17/03	**5323135**	430556	$10 081 32
3/17/03	**6447735**	354832	$10 143 87
3/17/03	**7096224**	690618	$3,835 04
3/17/03	**7916171**	690617	$13,235 67
3/18/03	**5755729**	70587	$22,991 51
3/18/03	**6449982**	354833	$27,561 23
3/18/03	**6453949**	886212	$8 570 01
3/18/03	**7100013**	354834	$23 322 58
3/18/03	**7919961**	354835	$10 566 94
3/19/03	**1184132**	16991	$8,719 48
3/19/03	**1185050**	023148-TU	$6,210 30
3/19/03	**1633515**	352998-GA	$1,741 52
3/19/03	**1634307**	472471-PX	$3 050 20
3/19/03	**1639894**	708497	$30,564 70
3/19/03	**1642179**	354836	$18,861 94
3/19/03	**1644355**	16990	$18,514 66
3/19/03	**1646858**	454197	$4,239 73
3/19/03	**2226824**	454198	$15 705 29
3/19/03	**2954031**	853346	$5 603 19
3/19/03	**5320073**	55767	$7,565 60
3/19/03	**5323724**	354837	$27,753 58
3/19/03	**5759893**	382535	$24,290 62
3/19/03	**5761580**	787754	$27,697 74
3/19/03	**7101915**	55768	$8,241 14
3/19/03	**7104394**	430557	$24,132 35
3/19/03	**7925337**	354839	$29 322 95
3/20/03	**1185911**	58637	$27,106 05
3/20/03	**1645299**	34783-WK	$22,263 90
3/20/03	**1646159**	861257	$4,749 27
3/20/03	**2227645**	416769	$19 237 32
3/20/03	**2956013**	865948	$8 294 82
3/20/03	**4689388**	354838	$5,762 40
3/20/03	**4691716**	861258	$20,108 87
3/20/03	**4692427**	272878	$29,076 53
3/20/03	**5322783**	818765-KC	$329 77

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT	
3/20/03	**5325926**	853347	$22,207 79	
3/20/03	**5326750**	272877	$24,801 74	
3/20/03	**5758438**	818764-KC	$22,047 08	
3/20/03	**5761603**	865959	$11 582 27	
3/20/03	**6455905**	686854	$13,804 64	
3/20/03	**6455963**	382536	$21 375 08	
3/20/03	**7105937**	627421	$15,058 90	
3/20/03	**7106745**	272879	$6 941 89	
3/20/03	**7923258**	539228-LU	$19,553 63	
3/20/03	**7926129**	032946-TU	$24 896 36	
3/21/03	**1184491**	823343-KC	$416 45	R
3/21/03	**2224680**	823342-KC	$22 397 43	R
3/21/03	**2225265**	34784-WK	$25 588 38	R
3/21/03	**2930770**	049795-HW	$2,223 65	R
3/21/03	**4693235**	416770	$23,923 88	R
3/21/03	**5325942**	627419	$8,299 84	R
3/21/03	**5328570**	627423	$25 454 50	R
3/21/03	**5743391**	060690-HW	$101 77	R
3/21/03	**5763630**	272880	$3,631 70	R
3/21/03	**6457929**	272881	$19,779 60	R
3/21/03	**7907685**	060689-HW	$29,797 40	R
3/21/03	**8277589**	060693-HW	$12 766 29	R
3/21/03	**9063381**	786090	$19 997 51	R
3/22/03	**1187838**	16992	$24 502 37	R
3/22/03	**1649619**	382539	$21,388 02	R
3/22/03	**2228424**	58638	$24,651 75	R
3/22/03	**4695673**	853348	$24,334 77	R
3/22/03	**5762107**	886213	$2,070 40	R
3/22/03	**7097760**	1430035560	$7 628 51	R
3/22/03	**7106431**	886214	$17,153 01	R
3/22/03	**7927908**	861259	$19,004 50	R
3/22/03	**7927911**	272882	$6 638 49	R
3/23/03	**5746259**	067372-HW	$27 401 04	R
3/23/03	**6461041**	062457-TU	$23 092 20	R
3/23/03	**7902457**	052608-HW	$24,687 03	R
3/23/03	**9063831**	052570-TU	$25,672 97	R
3/24/03	**1177343**	707878	$499 68	R
3/24/03	**1647323**	70588	$27,164 21	R
3/24/03	**1647682**	416768	$33,930 29	R
3/24/03	**1648063**	17067	$5 868 20	R
3/24/03	**2212786**	2	$4,864 62	R
3/24/03	**2957630**	416771	$9,220 24	R
3/24/03	**2958419**	58639	$6 066 92	R
3/24/03	**2958642**	627422	$6 586 20	R
3/24/03	**2960106**	711147	$9,096 46	R
3/24/03	**4695709**	711146	$20,039 31	R
3/24/03	**5329236**	711018	$7 989 04	R
3/24/03	**5761661**	382537	$8,044 09	R
3/24/03	**5764901**	711022	$1,604 69	R
3/24/03	**6443975**	072946-HW	$31 647 58	R
3/24/03	**6459192**	711024	$10,914 82	R

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT	
3/24/03	**7109221**	711023	$7,869 32	R
3/24/03	**7111060**	837227-KC	$8,595 98	R
3/24/03	**7926080**	690619	$12,031 38	R
3/24/03	**7927144**	55769	$7,318 20	R
3/24/03	**7929883**	508928	$28 064 81	R
3/24/03	**7930487**	454199	$12,253 24	R
3/24/03	**8296065**	690620	$17,648 11	R
3/24/03	**8296816**	34848-WK	$8,953 70	R
3/24/03	**9064937**	382540	$7,661 21	R
3/25/03	**1172607**	1	$6,270 32	R
3/25/03	**1191028**	272883	$11,831 83	R
3/25/03	**1650666**	17069	$17,747 53	R
3/25/03	**1651254**	272884	$20,656 51	R
3/25/03	**1651487**	416774	$22 576 08	R
3/25/03	**1651649**	853349	$4,548 39	R
3/25/03	**2942797**	3	$3 847 92	R
3/25/03	**4699475**	454200	$24 453 43	R
3/25/03	**5768392**	072292-TU	$6 609 90	R
3/25/03	**6459448**	416773	$11,914 59	R
3/25/03	**6462422**	835374	$33,163 05	R
3/25/03	**7109470**	416772	$21 729 86	R
3/25/03	**7930173**	835373	$5 629 92	R
3/25/03	**8299415**	382538	$28,883 90	R
3/25/03	**9065981**	17068	$18 278 79	R
3/26/03	**1193877**	853351	$17,021 31	R
3/26/03	**1195354**	627545	$15,923 63	R
3/26/03	**1655580**	627544	$10,658 86	R
3/26/03	**2233354**	382541	$20,045 75	R
3/26/03	**5766187**	861260	$18 563 47	R
3/26/03	**6459859**	690621	$3 904 11	R
3/26/03	**6460479**	861261	$13,217 68	R
3/26/03	**6461805**	886215	$3,789 74	R
3/26/03	**7109881**	690622	$14,206 65	R
3/26/03	**7931619**	861262	$5,582 25	R
3/26/03	**8301772**	886216	$12 093 34	R
3/26/03	**8304410**	35179-WK	$26 507 76	R
3/26/03	**9069424**	853350	$8,350 77	R
3/27/03	**1655315**	17071	$11,698 02	R
3/27/03	**2965266**	17072	$14,649 47	R
3/27/03	**4702126**	853402	$17,202 46	R
3/27/03	**5768143**	627424	$10 761 44	R
3/27/03	**5768525**	841802-KC	$38,517 80	R
3/27/03	**5771305**	835375	$28,533 34	R
3/27/03	**6459891**	508929	$7 194 40	R
3/27/03	**7112467**	627425	$21,392 49	R
3/27/03	**7112713**	072275-TU	$26,406 10	R
3/27/03	**7113136**	416775	$29 858 66	R
3/27/03	**7114601**	382542	$7,620 20	R
3/27/03	**7932964**	55770	$7,881 64	R
3/27/03	**8303071**	416776	$11,900 06	R
3/27/03	**9068357**	35120-WK	$26,933 98	R

INVOICE DATE	INVOICE #	PO #	INVOICE AMOUNT	
3/27/03	**9068593**	416777	$19,682 42	R
3/28/03	**2234544**	447308-MA	$8 864 07	R
3/28/03	**2236270**	463005	$22,668 22	R
3/28/03	**2236814**	273014	$15,401 08	R
3/28/03	**2237033**	508930	$22 341 51	R
3/28/03	**2966265**	463006	$22 836 27	R
3/28/03	**2966809**	273013	$7,304 95	R
3/28/03	**5336410**	853403	$5 821 78	R
3/28/03	**5337231**	431286	$17 775 15	R
3/28/03	**5753019**	078265-HW	$33 656 48	R
3/28/03	**5772906**	431287	$20 558 97	R
3/28/03	**7935411**	861263	$21,534 33	R
3/28/03	**8302946**	70589	$32,085 02	R
3/29/03	**2237842**	58640	$26 074 21	R
3/29/03	**5334920**	272885	$6,337 29	R
3/29/03	**5770597**	272886	$16 826 47	R
3/29/03	**7924587**	29632	$3 964 24	R
3/31/03	**2955247**	093011-HW	$141 57	
3/31/03	**4701402**	690785	$5 240 37	
3/31/03	**5321849**	087722-HW	$111 14	
3/31/03	**6451802**	087721-HW	$29,039 35	
3/31/03	**8298157**	450569-GA	$1 862 56	
4/3/03	**2964063**	548283-SL	$3 611 70	
4/4/03	**1194371**	514580-GS	$1 689 96	
4/4/03	**2953375**	090462-HW	$12,466 40	
4/5/03	**8302836**	378140-FS	$7,163 32	
4/7/03	**2965460**	4040304	$893 28	
4/7/03	**5771059**	4040301	$1,070 13	
4/7/03	**6465445**	4040310	$849 09	
4/11/03	**7929249**	102403-HW	$2 305 09	
		TOTAL INVOICES	$3 271,728 28	

R = invoice was included on reclamatio

Reclamation Invoices	$	1,708,825 62
Non - Reclamation Invoices	$	1,562,902 66
TOTAL INVOICES	$	3,271,728 28
Unauthorized Deduction	$	317,973 78
GRAND TOTAL	**$**	**3,589,702 06**

Nestle USA

800 NORTH BRAND BLVD
GLENDALE CA 91203
TEL (818) 549 6000

www.nestleusa.com

September 9, 2003

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

RE RETAIL SUPERMARKETS, INC
Case #03-10970 (MFW)

Dear Sirs

Enclosed is a proof of claim and two copies Please acknowledge the filing of our claim, time stamp a copy for our records and return to my attention

Enclosed, for your convenience, is a self-addressed stamped envelope

Sincerely,

Margot Johnson

Margot Johnson
Credit Assistant

/mj

Enclosures