

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor In re Fleming Companies, Inc , et al		Case Number 03-10945 (MFW)
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A request for payment of an administrative expense may be filed pursuant to 11 USC § 503		
Name of Creditor (The person or other entity to whom the debtor owes money or property) Norco Ranch, Inc		<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 checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court
Name and address where notices should be sent c/o Dean Hansell, Esq LeBoeuf, Lamb, Greene & MacRae, L L P 725 S Figueroa Street, 31st Floor Los Angeles, CA 90017-5404 Telephone number (213) 955-7300		
Account or other number by which creditor identifies debtor		Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
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 <u>See Attachment "A" hereto</u>		
<input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date)		
2 Date debt was incurred <u>August 2000, through filing date</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>35,821.23 (approx)</u> 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 <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 650) * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor s business whichever is earlier 11 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 USC § 507(a)(4) <input type="checkbox"/> Up to \$2 100* 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)(____) <small>*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small>
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 <div style="font-size: 2em; font-weight: bold; text-align: center;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">SEP 15 2003</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">BMC</div> <div style="font-size: 0.8em; text-align: center;">Fleming Companies Claim 09482</div>
Date 9/12/03	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) Dean Hansell, attorney for claimant	
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		

Attachment "A"

Claimant, Norco Ranch, Inc ("Norco Ranch"), is informed and believes, and hereby alleges, the following

Since August 2000, Fleming Companies, Inc , and/or its subsidiaries, affiliates, and related companies which are also debtors, has or have falsely redeemed invalid coupons for Egglan's Best Eggs, causing damages to Norco Ranch Norco Ranch is informed and believes that the offending subsidiaries are or may be Fleming Foods Management Co , L L C , and/or Fleming Foods of Texas L P If necessary, Norco Ranch will and reserves the right to amend this Proof of Claim pursuant to Fed R Civ Proc 15, at such time when the identity of the offending debtor becomes known with certainty to Norco Ranch Fleming Companies, Inc , and its subsidiaries who are also debtors, are referred to herein as "Fleming " Norco Ranch is entitled to reimbursement from Fleming for its damages, expenses and costs incurred in connection with Fleming's conduct

Norco Ranch issues quarterly coupons for the products of its franchise, Egglan's Best, Inc , in the various newspapers of general circulation The coupons are only redeemable upon a consumer's purchase of Egglan's Best Eggs Consumers redeem the coupons with the retailer that sells them the product The retailers, who are Fleming customers, seek reimbursement for the coupons from Fleming Fleming then bills Egglan's Best which, in turn, bills Norco Ranch

Certain Southern California retailers with accounts at Fleming, who are the subject of this claim, do not sell and have never sold Egglan's Best Eggs Nonetheless, they have submitted for redemption false coupons for Egglan's Best Eggs Fleming has falsely sought reimbursement from Egglan's Best for these false coupons that do not correspond to a product sale In numerous occasions in the past, Fleming has been placed on notice about the offending conduct but has taken no steps to cure it The list attached hereto shows (1) the identity of each retailer (including account number, name, address, city, state and zip) that, to the best of Norco Ranch's knowledge, does not sell Egglan's Best Eggs but has sought redemption of coupons for that product through Fleming, (2) the number (count) of coupons falsely redeemed, (3) the amount of falsely redeemed coupons, and (4) the dates when these coupons were processed

Consequently, Norco Ranch is entitled to damages in the approximate, principal amount of \$35,821.23 from Fleming (less a small sum reflecting the coupons that were falsely redeemed after the petition filing date)

