

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Retail Investments, Inc	Case Number Case No 03-10968 (MFW)	This space is for Court Use Only
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of a case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property) Deloitte & Touche LLP	<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 the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent Glen Schaeffer, Esq Deloitte & Touche LLP 1633 Broadway New York, New York 10019 Telephone Number (212) 492-3886	Account or other number by which creditor identifies debtor Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> 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 <u>See Attached Addendum</u> _____		
2 DATE DEBT WAS INCURRED Contingent unliquidated claims		
3 IF COURT JUDGMENT, DATE OBTAINED		
TOTAL AMOUNT OF CLAIM AT TIME CASE WAS FILED Contingent unliquidated claims (see Addendum) If all of 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.		
4 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 _____	5 UNSECURED PRIORITY CLAIM <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority _____ Specify the priority of 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 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 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 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 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>	
6 CREDITS The amount of all payments on this administrative expense request has been credited and deducted for the purpose of making this administrative expense request. 7 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. 8 DATE-STAMPED COPY To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		<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 15 2003</div> <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">BMC</div> <div style="font-size: 0.8em; margin-bottom: 5px;">Fleming Companies Claim</div> <div style="font-size: 0.7em; margin-bottom: 5px;">09513</div>
Date 9/12/2003	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). <i>Glen Schaeffer, Associate General Counsel</i> Deloitte & Touche LLP by Glen Schaeffer, Associate General Counsel	

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Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 357

ADDENDUM

Deloitte & Touche LLP ("Claimant") asserts a contingent, unliquidated claim to preserve any and all rights to payment or claims it may have against the Debtor resulting from alleged violations of the Securities Act of 1933 and/or the Securities Exchange Act of 1934 and/or applicable statutory or common law (the "Claim") Without limiting the foregoing, this Claim encompasses any and all claims for indemnification or contribution, whether pursuant to statute, contract or common law and whether or not asserted in or arising from that certain class action lawsuit captioned *In re Fleming Companies, Inc Securities and Derivative Litigation*, MDL No 1530, currently pending in the United States District Court for the Eastern District of Texas, Texarkana Division, including, without limitation, all cases transferred now or in the future (the "MDL"), and all cases related thereto or making similar claims or allegations Further, without limiting the foregoing, this Claim shall also include, without limitation, any additional claims, whether sounding in tort or contract, statutory or common law, and specifically including, without limitation, any claims for negligence, breach of contract, intentional or negligent misrepresentation related to the allegations set forth in the MDL, and all cases related thereto or making similar claims or allegations that Claimant may have against the Debtor

This Claim is made without prejudice to the filing by the Claimant of additional proofs of claim with respect to any other indebtedness or liability of the Debtor, and the Claimant expressly reserves all of its rights to amend or supplement this Claim periodically, as circumstances may warrant The Claimant reserves its right to file one or more administrative claims against the Debtor pursuant to applicable law or to assert that this Claim or any part of it is an administrative claim

In filing this Claim, the Claimant expressly reserves all rights and causes of action that it may have against the Debtor or any other person or entity including, without limitation, any additional claims, whether sounding in tort or contract, statutory or common law, and specifically including, without limitation, any claims for negligence, breach of contract, intentional or negligent misrepresentation related to the allegations set forth in the MDL, and all cases related thereto or making similar claims or allegations that Claimant may have against the Debtor

In executing and filing this Claim, Claimant does not submit itself to the jurisdiction of this Court for any purpose other than with respect to this Claim against the Debtor and does not waive (i) its rights and remedies against any other person or entity who may be liable for all or part of the Claim set forth herein, including, without limitation, any affiliate or subsidiary of the Debtor, any assignee, guarantor or any other person or entity, or (ii) any obligation owed to it, or any right to any property that may be determined to be held for its benefit The

filing of this Claim is not, and shall not be construed as, an election of remedies or limitation of rights whatsoever

Nothing contained in this Claim or any subsequent appearance, pleading, claim or suit is intended to waive (i) the Claimant's right to have final orders in non-core matters entered only after de novo review by a district court judge, (ii) the Claimant's right to a jury trial in any proceedings so triable herein or in any case, controversy or proceeding related hereto, (iii) the Claimant's right to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal, (iv) the Claimant's right to have any unliquidated portions of its Claim determined by applicable federal or state courts or any other applicable forum, or (v) any other rights, claims, actions, defenses, setoffs or recoupments to which the Claimant is or may be entitled under any agreements, documents or instruments, in law or equity, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved