

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



486038

Bar Date Ref # 2-G5-5387

YOUR CLAIM IS SCHEDULED AS

Name: Fleming Companies, Inc

Case Number: 03-10945

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 U.S.C. § 503.

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.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are in whole or in part unliquidated or disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Name of Creditor and Address:  
O.P. + NORAH V. LUKER COTTRELL  
O.R. + NORAH V. LUKER TRUST U/A/A  
727 W MAIN STREET  
Purcell OK 73080  
1/24/1991

Creditor Telephone Number (405) 527-3675

CREDITOR TAX ID #  
444 22 1829

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR  
FC 096

Check here  replaces or  amends a previously filed claim dated \_\_\_\_\_ if this claim

BASIS FOR CLAIM:  
 Goods sold  
 Services performed  
 Money loaned  
 Personal injury/wrongful death  
 Taxes  
 Other (describe briefly)

Retiree benefits as defined in 11 U.S.C. § 1114(a)  
 Wages, salaries and compensation (Fill out below)  
Your social security number \_\_\_\_\_  
Unpaid compensation for services performed from \_\_\_\_\_ (date) to \_\_\_\_\_ (date)

2 DATE DEBT WAS INCURRED: 5/29/02

3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ 15,900 (unsecured) \$ 15,900 (total)

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 or setoff).  
Brief description of collateral:  
 Real Estate  
 Motor Vehicle  
 Other \_\_\_\_\_  
Value or collateral \$ \_\_\_\_\_  
Amount of arrearage and other charges at time case filed included in secured claim above if any \$ \_\_\_\_\_

6 UNSECURED PRIORITY CLAIM:  
 Check this box if you have an unsecured priority claim.  
Specify the priority of the claim:  
 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)  
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)  
 Up to \$2,100\* or 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 owed to governmental units - 11 U.S.C. § 507(a)(8)  
 Other: Specify applicable paragraph of 11 U.S.C. § 507(a) BOND HOLDER  
Amounts are subject to adjustment on 4/1/01 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 or 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 your claim, please enclose a self-addressed, stamped envelope and a date-stamped copy of this proof of claim.

FILED

This original proof of claim must be received by the court clerk on or before 4:00 p.m., September 15, 2003 (Pacific Daylight Time).

THIS SPACE FOR COURT USE ONLY

SEP 11 2003

BY MAIL TO:  
Bankruptcy Management Corporation  
P.O. BOX 900  
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO:  
Bankruptcy Management Corporation  
1330 East Franklin Avenue  
El Segundo, CA 90245

BMC



DATE SIGNED: 09-04-03  
SIGN and print the name and title of the creditor or other person authorized to file this claim (attach copy of power of attorney if any):  
C. R. Luker

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 AND 3571.

ORIGINAL

GUNNALLEN FINANCIAL SVCS  
SUITE 106  
247 N BROADWAY  
EDMOND OK 73034

**CONFIRMATION NOTICE**

TRANSACTION DATE 05/28/2002	ACCOUNT NUMBER 129S-5396-0337
SETTLEMENT DATE 05/31/2002	ACCOUNT TYPE CASH 4L
AS OF DATE	TRANSACTION TYPE 01

<b>NET AMOUNT</b>
16431 25

OVERTON R LUKER  
INDIVIDUAL RETIREMENT ACCOUNT  
RBC DAIN RAUSCHER CUSTODIAN  
727 WEST MAIN  
PURCELL OK 73080-4005

**WE CONFIRM THE FOLLOWING TRANSACTION(S)**

DESCRIPTION	SYMBOL	CUSIP	YOU BOUGHT			
FLEMING COS INC CPN 10 625% DUE 7/31/07 DTD 1/31/02 FC 7/31/02CALL 7/31/02 @ 105 313 CALL 7/31/05 @ 100 000  5 937 YIELD TO 1ST CALL INT ACCRUED FRM 1/31/02						
QUANTITY	PRICE	PRINCIPAL/GROSS AMOUNT	ACCRUED INTEREST	COMMISSION/HANDLING	CHARGE MARK UP/DOWN	S.E.C FEE
15000	106 00	15900 00	531 25	0 00	0 00	0 00
15000		15900 00	531 25	0 00	0 00	0 00

THANK YOU

IMPORTANT TAX INFORMATION  
PLEASE RETAIN FOR YOUR RECORDS

PLEASE MAKE CHECKS PAYABLE TO  
RBC DAIN CORRESPONDENT SERVICES

**YOUR FINANCIAL CONSULTANT**

MEL STEWART  
EO01  
405-330-4600