

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

PROOF OF CLAIM



542140

Bar Date Ref # 2-NC-15540000

In re
Fleming Companies, Inc

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 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.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

**FILED
SEP 11 2003
BMC**

Name of Creditor and Address

ASR Enterprises, Inc
d/b/a Lewis Jones Food Market 0354653542140

LEWIS JONES OFFICE
PO BOX 4341
1410 43RD ST
COLUMBUS GA 31904

Creditor Telephone Number ()

CREDITOR TAX I.D. #
71-0676849

ACCOUNT OR OTHER NUMBER BY WHICH
CREDITOR IDENTIFIES DEBTOR

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

1 BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
See attached
 - 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 _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED May, 2000 to filing

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ Unknown (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ See attached (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 of setoff).

Brief description of collateral

- Real Estate
- Motor Vehicle
- Other _____

Value of 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 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 owed to governmental units. 11 U.S.C. § 507(a)(8)
- Other. Specify applicable paragraph of 11 U.S.C. § 507(a) _____

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 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 your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4:00 p.m., September 15, 2003, Pacific Daylight Time.

THIS SPACE FOR COURT USE ONLY

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

**FILED
SEP 11 2003
BMC**

DATE SIGNED
9/10/2003

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).
ASR Enterprises, Inc
By [Signature] Title Pres.

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



10380

See Other Side For Instructions

ATTACHMENT TO PROOF OF CLAIM

of

ASR Enterprises, Inc , d/b/a
Lewis Jones Food Market
1410 43rd Street
P O Box 4341
Columbus, Georgia 31904

Debtor Fleming Companies, Inc Case No 03-10945 (MFW)

ASR Enterprises, Inc , d/b/a Lewis Jones (“ASR”), in October of 2000, purchased a chain of seven (7) grocery stores located in Columbus, Manchester and Thomaston, Georgia (the “Stores”) Fleming Companies, Inc (the “Debtor”), financed ASR’s purchase of the Stores and assisted ASR with an analysis of the value of the Stores ASR was doing so with the intention of facilitating ASR’s purchase of the Stores by providing financing and in order to become ASR’s exclusive supplier (except for direct store delivery vendors) Based on information, assurances and promises made by the Debtor, ASR purchased the Stores and financed the purchase through the Debtor and the Debtor in turn became ASR’s exclusive supplier

Subsequently, over the course of the next two and one-half years, ASR’s financial results from operating the Stores with the Debtor as its supplier, continued to fall below projections and ASR’s debt to the Debtor for operations steadily increased to an unmanageable level The root cause for ASR’s financial hardship was the Debtor, from the beginning of the supply relationship, charging ASR costs for its goods much higher than what the Debtor informed ASR they would be as part of ASR’s valuation of the Stores in contemplation of buying them The Debtor knowingly, intentionally and fraudulently misinformed and misled ASR in the initial valuation of the Stores in order to get ASR under a supply contract for the Stores In addition, the services provided by the Debtor were inadequate, unsatisfactory and in breach of its supply contract with ASR

In order to satisfy ASR’s repeated complaints so as to avoid losing its business, the Debtor continued to make promises to restructure ASR’s debt and restructure the terms of its supply contract At the time of these promises, the Debtor had no intention of honoring them and made them solely for the purpose of fraudulently inducing ASR to continue its business relationship with the Debtor

As a direct result of the Debtor’s fraud, negligence and breach of its supply agreement with ASR, ASR has suffered millions of dollars of damages, the exact amount of which is not known at this time

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S B HATCHER (1887 1968)
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September 10, 2003
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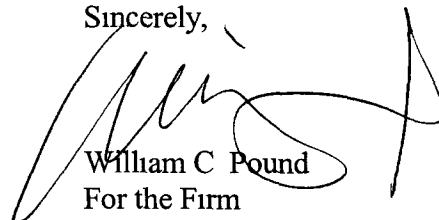
**Re Fleming Companies, Inc , et al
Chapter 11 Bankruptcy Case No 03-10945 (MFW)
United State Bankruptcy Court, District of Delaware**

Dear Sirs

In connection with the above-referenced matter we are delivering to you herewith the Proof of Claim of ASR Enterprises, Inc d/b/a Lewis Jones Food Market

Also enclosed herewith is a copy of said Proof of Claim and, a self-addressed, stamped return envelope Please stamp the copy as filed and return it to th undersigned in the return envelope

Sincerely,



William C Pound
For the Firm

WCP\pcf
Enclosures
cc ASR Enterprises, Inc (w/enclosure)