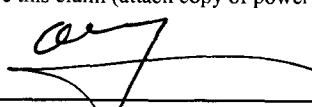


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES, INC , et al	Case Number 03-10945 (MFW)	
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" for payment of an administrative expense may be filed pursuant to 11 U S C §503		
Name of Creditor (The person or other entity to whom the debtor owes money or property) Atlantic City IGA 800 Absecon Boulevard Atlantic City, NJ 08401	<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 checked="" type="checkbox"/> 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
Name and address where notices should be sent c/o Lawrence J Arem Esquire Klehr, Harrison, Harvey Branzburg & Ellers LLP 260 S Broad St , Philadelphia, PA 19102 Telephone number (215) 569-4164		
Account or other number by which creditor identifies debtor	Check here if <input type="checkbox"/> replaces this claim <input type="checkbox"/> amends a previously filed claim, dated _____	
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Retiree benefits as defined in 11 U S C § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned Your social security number _____ <input type="checkbox"/> Personal injury/wrongful death Unpaid compensation for services performed <input type="checkbox"/> Taxes from _____ to _____ <input checked="" type="checkbox"/> Other (Describe briefly) <u>See Attached</u> (date) (date)		
2 Date debt was incurred 1999-2000	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ 17,000 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 <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 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 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) Other -- Specify applicable paragraph of 11 U S C § 507(a) (1) _____ <i>*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.</i>	
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim	This Space Is for Court Use Only FILED SEP 12 2003 BMC Fleming Companies Claim 10641	
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 Time-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		
Date 9/9/03	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) 	
Penalty for presenting fraudulent claim Fine of up to \$500 000 or imprisonment for up to 5 years, or both 18 U S C §§ 15		

United States Bankruptcy Court, District of Delaware
In re Fleming Companies, Inc et al 03-10945 (MFW)
Attachment to Proof of Claim for Atlantic City IGA

Creditor is a supermarket that that paid debtor \$17,000 as a deposit on account for certain goods and services Creditor obtained from Debtor in the normal course of operations pursuant to Debtor's principal business as a food supplier *Supporting Documents are attached hereto as Exhibit A*

STATEMENT

DATE - 03/30/99 PAGE - 1

ENTANG, PHILADELPHIA DIV.
1PT & GREENTREE ROADS
BOX 935
KS PA 19456 0
ONE (610) 935-5000

BILL TO: ATLANTIC CITY IGA
009 01800 800 ABSECON BOULEVARD
TERR: 26 ATLANTIC CITY NJ 08401

STMT NO - 92372 DAY - 2
CHAIN NO - 00450
DEP ON ACCT - 17,000.00

MAIL TO: DREXELINE SUPERMARKETS
5000 STATE RD/PO BOX 308
DREXEL HILL, PA 19026

TERMS - NET 07 DAYS

DATE	INV NO	DESCRIPTION	REF NO	DEBT	DETAIL	AMOUNT	NET AMOUNT	RETAIL	G M %
29/99	0064833	ORDER EQUIP MAINT.		***		13.00	13.00		
29/99	0064834	SALES TAX RET SER-NJ		***		.78	.78		
29/99	0064835	SERVICE FEES		***		12.00	12.00		
05/99	0072558	ORDER EQUIP MAINT.		***		13.00	13.00		
05/99	0072559	SALES TAX RET SER-NJ	113289	***		.78	.78		
05/99	0072559	PAYMENT	113289	***		13.00	13.00		
05/99	0072559	SALES TAX RET SER-NJ	113289	***		.78	.78		
05/99	0072559	PAYMENT	113289	***		12.00	12.00		
05/99	0072560	SERVICE FEES		***		12.00	12.00		
12/99	0074076	ORDER EQUIP MAINT.	113289	***		13.00	13.00		
12/99	0074077	SALES TAX RET SER-NJ		***		.78	.78		
2/99	0074078	SERVICE FEES		***		12.00	12.00		
9/99	0075605	ORDER EQUIP MAINT.		***		13.00	13.00		
9/99	0075606	SALES TAX RET SER-NJ		***		.78	.78		
9/99	0075607	SERVICE FEES		***		12.00	12.00		
TOTAL PAST DUE						77.34			
6/99	0077116	ORDER EQUIP MAINT.		601		13.00	13.00		
6/99	0077117	SALES TAX RET SER-NJ		601		.78	.78		
6/99	0077118	SERVICE FEES		601		12.00	12.00		
TOTAL CURRENT						29.78			
GRAND TOTAL BALANCE						103.12			

08/18/2003 WED 10 07 FAX