

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

PROOF OF CLAIM



482824

Bar Date Ref # 2-N-9624

In re
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.

Name of Creditor and Address

0354651482824

DENNIS AND THERESA CAMPBELL
234 WOODLAKE DRIVE
HOLLAND PA 18966

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.

Creditor Telephone Number (215-287-0066

CREDITOR TAX ID #
188-42-2716

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
 - Services performed
 - Money loaned
 - Personal injury/wrongful death
 - Taxes
 - Other (describe briefly)
Federal Court Judgment
(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 February 13, 2002

3 IF COURT JUDGMENT, DATE OBTAINED See Attached

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ 12,000.00 (unsecured) \$ (secured) \$ (unsecured priority) \$ 12,000.00 (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 other 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.

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

THIS SPACE FOR COURT USE ONLY

SEP 12 2003

BMC

Fleming Companies Claim



10679

DATE SIGNED

9-10-03

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)

Dennis Campbell DENNIS C. CAMPBELL

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

See Other Side For Instructions

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

In re

Chapter 11

Fleming Companies, Inc , et al

**Case No 03-10945 (MFW)
(Jointly Administered)**

Debtors

**ATTACHMENT TO PROOF OF CLAIM
OF WARRINGTON MARKET, INC ,
BAR DATE REFERENCE No 2-N-9624**

1 Warrington Market, Inc is a former subtenant and retailer customer of Debtor, Fleming Companies, Inc Warrington Market's Proof of Claim, attached hereto, is based on its pre-petition lawsuit which, pursuant to this Court's May 29, 2003 Order granting relief from stay, was tried from August 11, 2003 to August 14, 2003 The Jury returned a verdict in favor of Warrington Market in the amount of \$774,456 45, and found that Warrington Market is liable to Debtor on a pre-petition claim for \$333,596 34

2 The Jury verdict has not been memorialized in a final order as yet, as there are pending motions to mold the verdict in accordance with this Court's Order granting relief from stay No final order has been entered

3 In addition, the former principals of Warrington Market, Inc , Dennis Campbell and Paul Sarelakos, each received a Jury verdict in the amount of \$12,000 00 each, which are subject to separate proofs of claim

4 In addition to the foregoing liquidated damages, Warrington Market, Inc expects interest to attach to its Judgment

5 Due to the nature and volume of documents which support Warrington Market, Inc 's claim, all documents in existence supporting this claim are not annexed to

this Attachment Should Debtor or any party-in-interest so request, additional supporting documentation is available for inspection and copying

6 Nothing contained herein is intended to act as a waiver of any administrative claim Warrington Market, Inc now has or may have in the future with respect to obligations which accrued after the Petition Date

7 Similarly, nothing contained herein is intended to act as a waiver of any right of setoff or recoupment which Warrington Market, Inc may have with respect to any funds which may be owed by Warrington Market, Inc to Debtor under the Agreement or otherwise

8 This claim is timely submitted by Warrington Market, Inc in accordance with the **Order and Notice of September 15, 2003, General Claims Bar Date (Last Day to File Claims)** issued by this Court Warrington Market, Inc expressly reserves the right to amend and supplement this claim to provide such other and further information and documentation as is necessary to pursue these and other additional claims as are held by Warrington Market, Inc against Debtor Moreover, in the event that Warrington Market, Inc has additional claims against Debtor as hereinafter set forth or otherwise (either pre or post-petition), Warrington Market, Inc reserves its right to amend this Proof of Claim to include such additional claims

9 To the best of the undersigned knowledge, information and belief, no judgment has been rendered on this claim and no payments have been made on this claim except as otherwise provided herein

Dated September 10, 2003

ELLIOTT REIHNER SIEDZIKOWSKI &
EGAN, P C
Counsel For Warrington Market, Inc

BY



Mark A. Kearney, Esquire
(Del Bar I.D. NO 2601)
925 Harvest Drive
Blue Bell, PA 19422
(215) 977-1000
Fax (215) 977-1099

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

**In re Fleming Companies, Inc et al
Case No 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On October 27, 2005, document(s) were appended to Claim Numbers **10678, 13785, 10679, 10680 and 14816** for the following reason(s)

- Stipulation dated 1/11/05
- Proof of Payment
- Change of Address Request dated
- Withdrawal Notice
- Other Docket Number ###

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11
FLEMING COMPANIES, INC , <u>et al</u> , ¹)	Case No 03-10945 (MFW)
Debtors)	(Jointly Administered)
)	
)	
)	
)	

**STIPULATION BY AND BETWEEN THE PCT AND
WARRINGTON MARKET, INC., DENNIS AND THERESA CAMPBELL,
AND PAUL SARELAKOS REGARDING RESOLUTION OF CLAIMS**

This Stipulation by and between the PCT and Warrington Market, Inc , Dennis and Theresa Campbell, and Paul Sarelakos Regarding Resolution of Claims (the "Stipulation") is entered into by and among the PCT² and Warrington Market, Inc., Dennis and Theresa Campbell, and Paul Sarelakos ("Claimants," and together with the PCT, the "Parties").

RECITALS

A On April 1, 2003 (the "Petition Date"), the above-captioned debtors (the "Debtors") filed their voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code")

¹ The Debtors whose cases remain open are Core-Mark International, Inc ; Fleming Companies, Inc , ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , General Acceptance Corporation; Head Distributing Company, Marquise Ventures Company, Inc , and Minter-Weisman Co.

² The PCT is the trust that was created pursuant to the Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc and Its Filing Subsidiaries Under Chapter 11 of the United States Bankruptcy Code (the "Plan") and the PCT Agreement (as defined in the Plan) for the purposes of carrying out certain provisions of the Plan

B On or about September 15, 2003, Claimants Warrington Market, Inc., and Dennis and Theresa Campbell filed proof of claim number 13785 in an unliquidated amount ("Claim No 13785")

C. On or about September 12, 2003, Claimants Warrington Market, Inc , et al. filed proof of claim number 10678 in the amount of \$774,456.45 ("Claim No 10678").

D. On or about September 12, 2003, Claimants Dennis and Theresa Campbell filed proof of claim number 10679 in the amount of \$12,000 00 ("Claim No. 10679") The entire amount of this claim is asserted as an unsecured claim.

E On or about September 12, 2003, Claimant Paul Sarelakos filed proof of claim number 10680 in the amount of \$12,000 00 ("Claim No 10680"). The entire amount of this claim is asserted as an unsecured claim.

F On or about November 13, 2003, Claimants Warrington Market, Inc , et al. filed proof of claim number 14816 in the amount of \$440,860 11 ("Claim No. 14816") This claim is asserted as an unsecured claim and is the result of an Order dated October 14, 2003 entered by the United States District Court for the Eastern District of Pennsylvania in Civil Action 02-CV-719 granting judgment to Claimant Warrington Market, Inc. and against the Debtors in the amount of \$440,860 11 in accordance with Plaintiffs' Motion to Mold the Jury Verdict to Account for the Setoff of the Claims and Counterclaims.

G. Claim No 14816 should be deemed to amend and supercede Claim No. 10678 and Claim No 13785, both of which should be expunged

H. On July 26, 2004 (the "Confirmation Date"), this Court entered an Order (the "Confirmation Order") confirming the Debtors' and Official Committee of Unsecured Creditors'

Thrd Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc and its Filing Subsidiaries under Chapter 11 of the United States Bankruptcy Code (the "Plan")

I. The Plan became effective on August 23, 2004 (the "Effective Date"). Pursuant to the Plan, the PCT has the authority to enter into this Stipulation. See Plan at Article X.A

J As a result of discussions between representatives of the PCT and the Claimants, the Parties have (i) resolved their disputes with respect to Claim Nos 10678, 10679, 10680, 13785 and 14816 and (ii) agreed upon the appropriate treatment of Claim Nos. 10678, 10679, 10680, 13785 and 14816

STIPULATION

NOW, THEREFORE, the Parties hereto stipulate and agree as follows:

1 Claim No. 10678 and Claim No. 13785 shall be disallowed and expunged.

2. Claim No 10679, Claim No 10680 and Claim No. 14816 shall be allowed and treated as unsecured claims under Class 6(A) of the Plan.

3 This Stipulation finally resolves Claim Nos 10678, 10679, 10680, 13785 and 14816, as well as all claims that Claimants have against the Debtors, the PCT and/or their respective successors, assigns, agents or representatives and Claimants hereby waive any additional claims it or they may have (whether they be asserted or unasserted) against the Debtors, the PCT and/or their respective successors, assigns, agents or representatives.

4 The Recitals set forth above are true and correct and are incorporated herein by this reference

5 This Stipulation may be executed in any number of counterparts and by different Parties to the Stipulation on separate counterparts, each of which, when so executed, shall be deemed an original, but such counterparts shall constitute one and the same agreement Any

signature delivered by a Party by a facsimile transmission shall be deemed an original signature hereto. This Stipulation shall be effective upon execution by all Parties.

6 This Stipulation shall be binding upon and inure to the benefit of the successors and assigns of any of the Parties, including any Chapter 11 or Chapter 7 trustee appointed in the chapter 11 case.

7. Modifications of this Stipulation may be made only if such modifications are in writing and signed by each of the Parties hereto

8 The Parties represent to each other that they have authority to act in connection with this Stipulation and will be bound by the terms of this Stipulation.

9 The Parties hereby expressly consent to the personal and subject matter jurisdiction of the Bankruptcy Court with respect to all matters relating to the interpretation of this Stipulation and any controversy arising with respect thereto. The Parties agree that the Bankruptcy Court shall have jurisdiction, but not exclusive jurisdiction, to resolve any disputes arising under or related to this Stipulation, and to interpret, implement and enforce the provisions of this Stipulation.

10. Each Party represents and warrants to the other Parties that this Stipulation was executed freely and voluntarily, that no promises or representations that are not contained in this Stipulation have been made to induce them to execute this Stipulation and that they have not relied on any promise or representation except as set forth herein, and that they have conducted their own independent investigation of all matters they deem relevant regarding this Stipulation.

11 This Stipulation constitutes the entire agreement between the Parties relating to the subject matter hereof, notwithstanding any previous negotiations or agreements, oral or written, between the Parties with respect to all or any part of the subject matter hereof. All prior

or contemporaneous agreements, understandings, representations and statements, oral or written, with respect to all or any part of the subject matter of this Stipulation are superceded by this Stipulation and shall be of no further force or effect.

12 The Parties have each cooperated in drafting this Stipulation Therefore, in any action or proceeding concerning this Stipulation, the provisions hereof shall be construed against any of the Parties

13 This Stipulation shall be governed by and construed and enforced under and in accordance with the internal laws of the State of Delaware, without giving effect to the conflicts of laws provisions of such state

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Dated 1/11/2005

PCT, The Post-Confirmation Trust for the Estate of Fleming Companies, Inc. and its former subsidiaries

By: *Barry J. Folse*
Name: Barry J Folse
Title: Authorized Representative

Dated: _____

WARRINGTON MARKET, INC.

By: *Paul Sarelakos*
Name: PAUL SARELAKOS
Title: PRESIDENT

Dennis Campbell

Theresa Campbell

Paul Sarelakos
Paul Sarelakos

Dated: 1/11/2005

PCT, The Post-Confirmation Trust for the Estate of
Fleming Companies, Inc. and its former subsidiaries

By: *Barry J. Folse*
Name: Barry J Folse
Title Authorized Representative

Dated: _____

WARRINGTON MARKET, INC.

By: _____
Name: _____
Title _____

Dennis Campbell
Dennis Campbell

Theresa Campbell
Theresa Campbell

Paul Sarelakos