



<b>UNITED STATES BANKRUPTCY COURT</b> For the District of Delaware		<b>PROOF OF CLAIM</b>
In re <b>Fleming Companies, Inc., et al.</b>		Case Number <b>03-10945 (MFW)</b>
NOTE: This claim 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.		
Creditor Name (Person or entity debtor owes) <b>QVS Food Group, LLC</b>		<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.
Address Line 1 <b>c/o The Schroeder Group, S.C.</b>		
Address Line 2 <b>20800 Swenson Drive, Suite 475</b>		
Address Line 3		
City, ST ZIP <b>Waukesna, WI 53186</b>		

**THIS SPACE IS FOR COURT USE ONLY**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR <b>Stores #447, 440, 340</b>		<input type="checkbox"/> replaces <input type="checkbox"/> amends Check here if this claim _____ a previously filed claim dated _____												
<b>1 BASIS FOR CLAIM</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) <input type="checkbox"/> Money loaned <input checked="" type="checkbox"/> Other (Describe Briefly) <b>See attached which is incorporated herein.</b> Your social security No _____ Unpaid compensation for services performed from _____ (date) to _____ (date)		<b>2 Date Debt incurred (MMDDYY)</b> <table border="1"> <tr> <td>0</td><td>3</td><td>1</td><td>3</td><td>0</td><td>3</td> </tr> </table> <b>3 If Court Judgment, Date Obtained</b> <table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>	0	3	1	3	0	3						
0	3	1	3	0	3									

**4 CLASSIFICATION OF CLAIM** Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK ONE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

<input type="checkbox"/> <b>SECURED CLAIM</b> Attach evidence of perfection of security interest. Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) Amount of arrearage and other charges at time case filed included in secured claim above: if any \$ _____	<input type="checkbox"/> <b>UNSECURED PRIORITY CLAIM</b> Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650) earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor a 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"/> Taxes or penalties of governmental units 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a) _____
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**UNSECURED NONPRIORITY CLAIM**  
 A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

**5 AMOUNT OF CLAIM AT TIME CASE FILED**

_____										5 9 7 3 8 9 2 3 0										_____									
(Secured)										(Unsecured Nonpriority)										(Unsecured Priority)									

Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

**6 CREDITS AND SETOFFS** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

**7 SUPPORTING DOCUMENTS** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary. **See summary.**

**8 TIME STAMPED COPY** To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

Date: **9/11/03**  
 Sign and print the name and title of any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any): **QVS Food Group, LLC**  
 By: *[Signature]* **Wayne Becker, Pres.**

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**FILED**

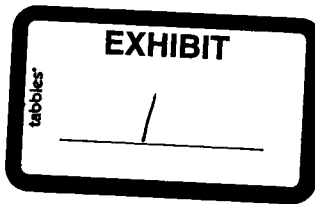
SEP 12 2003

**BMC**

Fleming Companies Claim



10865



Location	1230 Capitol Drive Pewaukee, WI	4275 South 76th Street Greenfield, WI	4771 South 27th Street Greenfield WI	N81 W15182 Appleton Ave, Menomonee Falls, WI	Total Lost Support
Rent Exclusion 6 Months	224,100 50	88,470 00	170 340 00	62,180 00	545,090 50
Rent Subsidy Months 7 - 18	201,690 45				
19-30	201,690 45		255,510 00		457,200 45
31-42	201,690 45		255,510 00		457,200 45
43-54	201,690 45		255,510 00		457,200 45
Refusal to Sublet		Increased rentals in periods ending after current option period		Increased rentals in periods ending after current option period	
Total Lost Support	<u>1,030,862 30</u>	<u>88,470 00</u>	<u>1,192,380 00</u>	<u>62,180 00</u>	<u>2,373,892 30</u>

**ATTACHMENT TO PROOF OF CLAIM**  
**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF DELAWARE**

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

Debtors

On March 13, 2003, the undersigned creditor entered a certain Asset Purchase Agreement with Fleming Companies, Inc and Richmar Foods, Inc (collectively the "Debtor"), together with certain Ancillary Agreements, including certain Sublease Agreements The Asset Purchase Agreement provided that the Debtor would make certain leasehold improvements for the benefit of the creditor in the total amount of \$3,600,000 to the following store locations

1230 Capitol Drive, Pewaukee, WI  
4275 South 76th Street, Greenfield, WI  
4771 South 27th Street, Greenfield, WI  
N81 W15182 Appleton Avenue, Menomonee Falls, WI

In addition, the Debtor agreed to provide certain rent supports to the creditor First, Debtor agreed pursuant to the Sublease Agreements for each of the respective stores that the monthly Base Rent would not commence for a six (6) month period

Second, Debtor agreed pursuant to said Sublease Agreements that it would provide a rent subsidy with respect to the store locations located at 1230 Capitol Drive, Pewaukee, WI and 4771 South 27th Street, Greenfield, WI Attached hereto as Exhibit 1 is a Summary of the Claim based upon the rent exclusion for a six (6) month period and the rent subsidy

The total claim of the creditor is as follows

Leasehold Improvements	\$3,600,000 00
Rent Exclusion	\$545, 090 50
Rent Subsidy	<u>\$1,828,801 80</u>
Total	<u>\$5,973,892 30</u>

The Debtor failed to assume the Asset Purchase Agreement, together with the Sublease Agreements. As a result, Debtor breached its contracts and the creditor has a damage claim in the amount of said \$5,973,892 30

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Author's Email [sgj@tsglaw.com](mailto:sgj@tsglaw.com)  
Author's Direct Number 262-798-4905

September 11, 2003

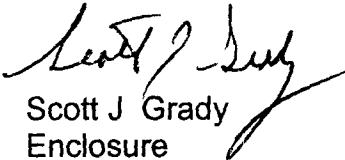
Bankruptcy Management Corporation  
1330 East Franklin Avenue  
El Segundo, CA 90245

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

Dear Sir or Madam

On behalf of QVS Food Group, LLC, I have enclosed a Proof of Claim dated September 11, 2003, together with two (2) copies and a stamped self-addressed envelope Please file stamp one copy and return it in the enclosed envelope

Very truly yours,

  
Scott J Grady  
Enclosure  
SJG cms

cc QVS Food Group, LLC (w/Enclosure)