

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

PROOF OF CLAIM



Bar Date Ref #

In re **Fleming Companies, Inc., et al.** Case Number **03-0945 (MPW)**

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.

Name of Creditor and Address
Duke Realty Limited Partnership
 Attn. Kellye J. Bowers
 600 East 96th Street, Ste 100
 DUCAN FINANCING DUKE WEEKS
 4225 NAPERVILLE Rd
 Ste 150
 Lisle, IL 60532
 0354653000000
 Indianapolis, IN 46240

Creditor Telephone Number () (317) 808-6163

CREDITOR TAX ID # **35-1898425** ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR **PBCRS02A**
 Check here if this claim 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) **(See Exhibit A)**
 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 **March 1, 2003** **3 IF COURT JUDGMENT, DATE OBTAINED**

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE \$ **68,629.80** (unsecured) \$ **0.00** (secured) \$ **0.00** (unsecured priority) \$ **68,629.80** (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.

FILED
SEP 12 2003
BMC

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
 Fleming Companies Claim
 10927

DATE SIGNED **09/11/03**
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).
Kellye Bowers

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

EXHIBIT A

SUMMARY OF DEBTORS PRE-PETITION OBLIGATIONS TO DUKE REALTY LIMITED PARTNERSHIP

I Basis for Claim

Debtor, as of the date of this Proof of Claim, has failed to make payment of rent, in an amount equal to Sixty-eight Thousand Six Hundred Twenty-nine Dollars and Eighty Cents (\$68,629 80) (which includes Base Rent, the amortized portion of the cost of the tenant improvements, operating expenses, real estate taxes and the prior year's adjustment for operating expenses) owed to Duke Realty Limited Partnership as "Landlord" pursuant to a certain Lease Agreement dated June 29, 2000, as amended August 6, 2001 and February 13, 2002 by and between Landlord and Fleming Companies, Inc ("Debtor"), by which Debtor leased nonresidential real property located in Crossroads Business park, Building 2, 1251 North Schmidt Road, Romeoville, Illinois 60446 ("Leased Premises") A copy of said Lease Agreement is available upon written request to Landlord's counsel

This Proof of Claim is further filed to preserve any claim of claimant for rejection damages pursuant to 11 U S C 502(b)(6) and/or damages resulting from Debtor's continued possession, use, or abandonment of the Leased Premises



Kellye J Bowers
Direct Dial 317/808 6163
Facsimile 317/808 6789
e mail kellye.bowers@dukerealty.com

September 11, 2003

VIA OVERNIGHT DELIVERY

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue
El Segundo, CA 90245
1-888-909 0100

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

Dear Clerk

Enclosed please find an original and three (3) copies of the amended Proof of Claim for the above-referenced matter. After recording, please return a file-marked copy of the Proof of Claim to my attention in the self-addressed, stamped envelope that is enclosed.

Very truly yours,

A handwritten signature in black ink that reads "Kellye J Bowers". The signature is written in a cursive style with a large, prominent "K" and "B".

Kellye J Bowers
Corporate Attorney

KJB/ah

cc Jim Connor (w/ encl)
Matt Roberts (w/ encl)
David Hopwood (w/ encl)
Nick Anthony (w/ encl)

Enclosures

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Suite 100
Indianapolis, IN 46240
317 808 6000
www.dukerealty.com

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