
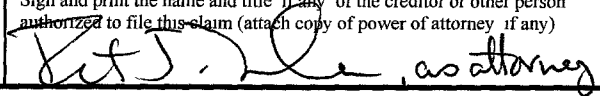


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc et al	Case Number 03-10945 (MFW)	THIS SPACE FOR COURT USE ONLY
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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) Higdon's Foodtown, Inc	<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 type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent Robert J Mendes 120 30th Avenue North, Suite 1000 Nashville Tennessee 37203	Telephone Number (615) 846-8000	
Account or other number by which creditor identifies debtor 61-1210796	Check here <input type="checkbox"/> replaces if 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 SS # _____ <input type="checkbox"/> Personal injury/wrongful death Unpaid compensation for services performed from _____ to _____ <input type="checkbox"/> Taxes (date) (date) <input checked="" type="checkbox"/> Other _____		
2 Date debt was incurred VARIOUS	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ <u>UNKNOWN</u> If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below. <input type="checkbox"/> 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 <input type="checkbox"/> 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 \$4300)* 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 \$1 950* 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) <input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a) (____) <small>* Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
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 <h1 style="margin: 0;">FILED</h1> <h2 style="margin: 0;">SEP 12 2003</h2> <h1 style="margin: 0;">BMC</h1> Fleming Companies Claim  11060	
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 the filing of your claim enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date 9-11-03	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). 	
Penalty for presenting fraudulent claim: Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571		

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to the general rules

----- DEFINITIONS -----

<p>Debtor</p> <p>The person, corporation, or other entity that has filed a bankruptcy case is called the debtor</p> <p>Creditor</p> <p>A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed</p> <p>Proof of Claim</p> <p>A form telling the bankruptcy court how much the debt owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim) This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed</p>	<p>Secured Claim</p> <p>A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property</p> <p>Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set or other item of property A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim (See also <i>Unsecured Claim</i>)</p>	<p>Unsecured Claim</p> <p>If a claim is not a secured claim, it is an unsecured claim A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full</p> <p>Unsecured Priority Claim</p> <p>Certain types of unsecured claims are given priority so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims) The most common types of priority claims are listed on the proof of claim form Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as <i>Unsecured Nonpriority Claims</i></p>
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Items to be completed in Proof of Claim form (if not already filled in)

<p>Court, Name of Debtor, and Case Number</p> <p>Fill in the name of the federal judicial district where the bankruptcy case was filed (for example Central District of California) the name of the debtor in the bankruptcy case and the bankruptcy case number If you received a notice of the case from the court all of this information is near the top of the notice</p> <p>Information about Creditor</p> <p>Complete the section giving the name address and telephone number of the creditor to whom the debtor owes money or property and the debtor's account number if any If anyone else has already filed a proof of claim relating to this debt if you never received notices from the bankruptcy court about this case if your address differs from that to which the court sent notice or if this proof of claim replaces or changes a proof of claim that was already filed check the appropriate box on the form</p> <p>1 Basis for Claim</p> <p>Check the type of debtor for which the proof of claim is being filed If the type of debt is not listed check 'Other' and briefly describe the type of debt If you were an employee of the debtor fill in your social security number and the dates of work for which you were not paid</p> <p>2 Date Debt Incurred</p> <p>Fill in the date when the debt first was owed by the debtor</p> <p>3 Court Judgments</p> <p>If you have a court judgment for this debt state the date the court entered the judgment</p> <p>4 Total Amount of Claim at Time Case Filed</p> <p>Fill in the total amount of the entire claim If interest or other charges in addition to the principal amount of the claim are included check the appropriate place on the form and attach an itemization of the interest and charges</p>	<p>5 Secured Claim</p> <p>Check the appropriate place if the claim is a secured claim You must state the type and value of property that is collateral for the claim attach copies of the documentation of your lien and state the amount past due on the claim as of the date the bankruptcy case was filed A claim may be partly secured and partly unsecured (See DEFINITIONS above)</p> <p>6 Unsecured Priority Claim</p> <p>Check the appropriate place if you have an unsecured priority claim and state the amount entitled to priority (See DEFINITIONS above) A claim may be partly priority and partly Nonpriority if for example the claim is for more than the amount given priority by the law Check the appropriate place to specify the type of priority claim</p> <p>7 Credits</p> <p>By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor</p> <p>8 Supporting Documents</p> <p>You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or if the documents are too lengthy a summary of those documents If documents are not available you must attach an explanation of why they are not available</p> <p>Legal Advice The staff of the bankruptcy clerk's office cannot give legal advice You may want to consult an attorney to protect your rights</p>
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STATEMENT TO ACCOMPANY PROOF OF CLAIM

The entity filing this proof of claim has previously filed one or more objections in these bankruptcy cases. The entity filing this proof of claim is actively involved in global settlement negotiations with the Debtors. It is believed that the entity filing this proof of claim will soon finalize a global settlement with the Debtors which will include a waiver of any claims that this entity has against the Debtors.

Accordingly, the entity filing this proof of claim is doing so to preserve its rights in connection with these bankruptcy cases. The entity filing this proof of claim expressly reserves the right to amend or supplement this proof of claim at any time if a settlement does not resolve the issues between the parties. Moreover, all of the documents that relate to or support this proof of claim are available for inspection and copying upon request to

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