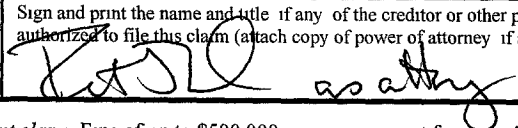



UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc et al	Case Number 03-10945 (MFW)	THIS SPACE FOR COURT USE ONLY
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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) North Huntsville Lucky's, 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 63-0879720	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) (____) * 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.	
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 the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim.	THIS SPACE IS FOR COURT USE ONLY	
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)  as attorney	
Fleming Companies Claim  11081		
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		

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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