

PRIORITY ASSERTED PURSUANT TO BANKRUPTCY CODE SECTION 546(c)

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

_____)
 In re) Case No 03-10955(MFW)
)
FLEMING FOODS OF TEXAS, L.P.) ADMINISTRATIVE EXPENSE
) PROOF OF CLAIM
) PRIORITY ASSERTED
) POWER OF ATTORNEY
)
 Debtor)
 _____) Amount \$ 2,131.50

STATE OF PENNSYLVANIA)
) ss
 COUNTY OF BLAIR)

1 Name and Address of Claimant ROARING SPRING WATER
c/o POPPER & GRAFTON ATTORNEYS
225 West 34th Street, #1609
New York, New York 10122-1600

2 The Debtor was, at the time of the filing of the petition initiating this case, and still is indebted [or liable] to this claimant, in the sum of \$2,131.50

3 The consideration for this debt is as follows goods, wares, and merchandise sold and delivered by claimant to Debtor, at Debtor's special instance or request

4 This claim is founded on an open account as shown by the itemized statement attached hereto The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim This claim is not subject to any setoff or counterclaim

5 No judgment has been rendered on the claim

6 Copy of claimant's reclamation demand is annexed

FILED

[CONTINUED ON REVERSE SIDE]

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BMC
Fleming Companies Claim

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POWER OF ATTORNEY

Claimant hereby authorizes SAMUEL R GRAFTON or JOY R GRAFTON, 225 West 34th Street, New York, New York 10122 or representative _____ as attorneys-in-fact with full power of substitution to attend all meetings, to vote for or against any offer, proposal or resolution, and in the choice of Trustee of the Estate of the Debtor and for a committee of creditors, to accept any reorganization plan offered by the Debtor, to receive all notices and payment of dividends or other consideration, and in general to do all things as fully said claimant could if personally present

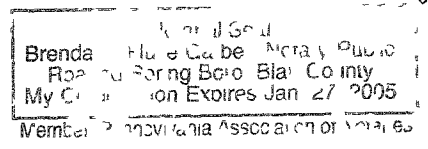
EXECUTED this 10th day of April, 2003

(A) ROARING SPRING WATER
Name of Claimant

(B) By Lusan L Koluchek

(C) Credit Analyst
Title

Sworn to before me this 10th day of April, 2003, said subscriber being person known to me to be the person described in and who signed and swore to the above instrument and duly acknowledged that (s)he executed the same



Brenda Hulse-Cube
Notary Public

SAMUEL R GRAFTON

JOY R GRAFTON

MICHAEL J GERSTEIN
COUNSEL

WILLIAM I POPPER
RETIRED (1948-2000)

POPPER & GRAFTON
ATTORNEYS AT LAW
225 WEST 34TH STREET, STE 1609
NEW YORK, NEW YORK 10122-1600
TEL (212) 290-2630
FAX (212) 290-2633

NEW JERSEY OFFICE
JOY R GRAFTON
10 LYNNWOOD ROAD
EDISON, NJ 08820

VIA COURIER

September 11, 2003

BANKRUPTCY MANAGEMENT CORPORATION (BMC)
1330 East Franklin Avenue
El Segundo, CA 90245

Re: FLEMING FOODS OF TEXAS, L P

No: 03-10955 (MFW)

Dear Clerk:

We enclose original and copy of Administrative Proof of Claim for filing in the above matter on behalf of our following client:

ROARING SPRING WATER - \$2,131 50

ADMINISTRATIVE EXPENSE PROOF OF CLAIM - PRIORITY ASSERTED.

Kindly acknowledge receipt and filing by returning the file-stamped copy in the envelope provided.

Thank you for your courtesy.

Very truly yours,
POPPER & GRAFTON

By: 
SAMUEL R GRAFTON

SRG/pjs
Enclosures

PC - ADMIN

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SAMUEL R GRAFTON

JOY R GRAFTON

MICHAEL J GERSTEIN
COUNSEL

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10 LYNNWOOD ROAD
EDISON NJ 08820

VIA FAX AND COURIER

April 2, 2003

Mr Mark Shapiro, CFO
FLEMING FOODS OF ALTOONA
c/o FLEMING COMPANIES INC
1945 Lakepointe Drive
Lewisville, Texas 75057

Re Reclamation Demand
ROARING SPRING WATER
Roaring Spring, PA

Dear Mr Shapiro

ROARING SPRING WATER hereby makes reclamation demand upon you for merchandise received by you within the ten days preceding April 1

We enclose copies of ROARING SPRING's two reclaimed invoices for \$899 50 and \$1,232 00 totaling \$2,131 50

This reclamation demand is made pursuant to Bankruptcy Code §546(c) as amended. If you received reclaimed merchandise as Debtor-in-Possession, payment is expected according to terms.

Very truly yours,

POPPER & GRAFTON
Attorneys for ROARING SPRING WATER


SAMUEL R GRAFTON

SRG/vls
Enclosures

cc Ms Susan Kolinchak
Credit Analyst
ROARING SPRING WATER
Via Fax

cc Laura Davis Jones, Esq
PACHULSKI STANG ZIEHL YOUNG & JONES
Counsel for Debtor
Via Fax