

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>	<b>PROOF OF CLAIM</b>
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ORIGINAL

In re (Name of Debtor) <b>Fleming Companies Inc</b>	Case Number <b>03-10945 (MFW)</b>
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Note: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503.

Name of Creditor (The person or entity to whom the debtor owes money or property)  Richard R Or Karen S Pollock	<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.
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Name and Addresses Where Notices Should be Sent  Michael S Etkin Esq and Ira M Levee Esq Lowenstein Sandler PC 65 Livingston Avenue Roseland NJ 07068 Telephone No (973) 597 2500 Facsimile No (973) 597 2481	<input type="checkbox"/> Check box if you have never received notices from the Bankruptcy Court in this case.  <input type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court.
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THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim
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**1 BASIS FOR CLAIMS**

Goods sold  
 Services performed  
 Money loaned  
 Personal injury/wrongful death  
 Taxes  
 Other (Describe briefly) violations of federal securities laws

Retiree benefits as defined in 11 U.S.C. §114(a)  
 Wages, salaries, and compensations (Fill out below)  
 Your social security number \_\_\_\_\_  
 Unpaid compensations for services performed  
 from \_\_\_\_\_ (date) to \_\_\_\_\_ (date)

<b>2 DATE DEBT WAS INCURRED</b> Commencing December 11 2001	<b>3 IF COURT JUDGMENT DATE OBTAINED</b>
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**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 THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM.

<p><u>SECURED CLAIMS</u></p> <p>Attach evidence of perfection of security interest          Brief Description of Collateral  <input type="checkbox"/> Real Estate <input type="checkbox"/> Moto/Vehicle <input type="checkbox"/> Other (Describe briefly)</p> <p>Amount of arrearage and other charges included in secured claim above if any \$ _____</p> <p><input checked="" type="checkbox"/> <b>UNSECURED NONPRIORITY CLAIM</b> 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.</p> <p><input type="checkbox"/> <b>UNSECURED PRIORITY CLAIM</b> \$ _____</p>	<p>Specify the priority of the claim</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$2000<sup>1</sup>/\$4,000<sup>2</sup>/\$4,300<sup>3</sup>), earned not more than 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)</p> <p><input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. §507(a)(4)</p> <p><input type="checkbox"/> Up to \$900/\$1,800/\$1,950<sup>2</sup> of deposits towards purchase, lease, or rental of property or services for personal, family, or household use 11 U.S.C. §507(a)(6)</p> <p><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child 11 U.S.C. §507(a)(7)</p> <p><input type="checkbox"/> Taxes or penalties of governmental units 11 U.S.C. §507(a)(8)</p> <p><input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. §§507(a) _____</p> <p><sup>1</sup>Cases commenced prior to 10/22/94    <sup>2</sup>Cases commenced on or after 4/01/98  <sup>3</sup>Cases commenced on or after 10/22/94</p>
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**5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED** At least approximately **\$77,709.00** (Unsecured) (Secured) (Priority) At least approximately **\$77,709.00 (Total)**

Check this box if claim includes prepetition 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. In filing this claim, claiming has deducted all amounts that claimant owes to debtor.

**7 SUPPORTING DOCUMENTS** Attach copies of supporting document 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.

**8 TIME 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

FILED

SEP 12 2003

BMC

The original of this completed Proof of Claim form must be sent by mail or hand delivered (**FAXES ARE NOT ACCEPTED**) so that it is received on or before 4:00 p.m. September 15, 2003, Pacific Day Light Time.

By mail to Bankruptcy Management Corporation P O Box 900 El Segundo, California 90245 0900	By Hand or Overnight to Bankruptcy Management Corporation 1330 East Franklin Avenue El Segundo, California 90245
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Date: September 11 2003	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)  Ira M Levee Attorney
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IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

RICK FETTERMAN, RACHEL S AIKMAN, ROBERT E  
 AIKMAN, DIANE ALLEN, NATHAN ALLEN, JR , JEFFREY  
 M AXLEY, ROBERT AXLEY, BAXTER W BANOWSKY,  
 WILLIAM S BANOWSKY, JAMES H BAUMGARTNER,  
 LYNNE BOGART, YVONNE BROWN, CAROLE F COGGAN,  
 SANDRA H COHEN, MARY M CRAVER, CAROL P DARVER,  
 WANDA M DAVIS, JAMES L DEEM, KATHLEEN  
 DE MARTINO, BOB DENNARD, F SUSAN DOLE, GEORGE  
 W FAZAKERLY, BEVERLY H FETTERMAN, RICK  
 FETTERMAN ISDRP, ARTHUR W FIELDS, CYRUS M FIELDS,  
 HARDY H FIELDS, LEE A FISHER, MARC P FREEDMAN,  
 ALAN R GOLUBOCK, JUDYE D GREMM, PHIL B GREMM,  
 DONALD E HARMAN, RICHARD R HEWITT, GLORIA H  
 JACOBUS, BARRY W JAQUESS, DENNIS L KRUSE, BARRY  
 L LEVY, HARRIETTE S LEVY, DONALD M LITTLE, DANNY  
 W LOONEY, THELMA M MC CANN, MARCHITA L MILLIKEN,  
 ROY L MIMS, GREGORY S MORRIS, D CRAIG NOONAN,  
 HERBERT J OTTO, STUART F OWEN, MARK PODRACKY,  
 RICHARD R POLLOCK, ROBERT G POLLOCK, CRAIG S  
 PRENGLER, CHARLES D PULMAN, BILLY D RAILSBACK,  
 AMY A ROBERTS, NICKI J ROBERTS, ROBERT A  
 ROBERTS, ROBERTS FAMILY, L L P , RALPH W ROSENE,  
 W F SHERROD, GREG SINGER, RICHARD B SKIBELL c/f  
 LINDSEY R SKIBELL, WHITNEY E SKIBELL, TOM  
 STRUEBER, SUSAN S SWANK, GORDON E TOWNSEND,  
 DENNI D WASHBURN, JOHN H WASHBURN, JR , KAY  
 WEATHERFORD, JOE W WILSON, BRUCE CLAYCOMBE,  
 TRUSTEE, CLAYCOMBE & KING PROFIT SHARING PLAN,  
 RON COHEN, TRUSTEE, MORBEN REALTY CO  
 EMPLOYEES PROFIT SHARING PLAN, BYRON FALK,  
 TRUSTEE, VIAL, HAMILTON, KOCH & KNOX EMPLOYEES  
 MONEY PURCHASE PENSION PLAN & TRUST, RICK  
 FETTERMAN, TRUSTEE, MARIE H KING TRUST, RICK  
 FETTERMAN, TRUSTEE, FRIEDLANDER CHILDREN'S  
 INVESTMENT TRUST FBO RACHEL LEIGH FRIEDLANDER,  
 RICK FETTERMAN, TRUSTEE, FRIEDLANDER CHILDREN'S  
 INVESTMENT TRUST FBO JEFFREY ALAN FRIEDLANDER,  
 TERRY HILL, TRUSTEE, ISC GROUP 401(K), JAMES C  
 NOONAN, TRUSTEE, BETTY S NOONAN REVOCABLE  
 LIVING TRUST, RICHARD B SKIBELL, TRUSTEE,  
 ORTHODONTICS PROFIT SHARING PLAN, ROBERT A

CASE NO

U.S. DISTRICT COURT  
 NORTHERN DISTRICT OF TEXAS  
**FILED**  
 JUN 27 2003  
 CLERK, U.S. DISTRICT COURT  
 By \_\_\_\_\_  
 Deputy

3 03 CV 1435 L

A copy of the complete complaint on which this proof of claim is based is available upon request from

Ira M Levee, Esq  
Lowenstein Sandler PC  
65 Livingston Avenue  
Roseland, New Jersey 07068

973-597-2480 - Telephone  
973-597-2481 - Facsimile

ilevee@lowenstein.com

LOWENSTEIN SANDLER PC  
*Attorneys at Law*

IRA M LEVEL  
*Of Counsel*

Tel 973 597 2480 Fax 973 597 2481  
*ilevee@lowenstein.com*

September 11, 2003

VIA FEDEX

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

Re **Fleming Companies, Inc**  
Case No 03-10945

Dear Sir or Madam

Enclosed are an original and one copy of proofs of claim on behalf of all parties listed on Exhibit A. Please return a copy marked "Received" or "Filed" in the envelope provided.

Very truly yours,

  
Ira M. Level

IML mar

15729/2  
09/11/03 1443409 01

Enclosures

cc Sherrie Savett, Esq  
Benny C Goodman, III, Esq  
Jennifer Sherill, Esq  
Kenneth S Marks, Esq  
Randy Pulliam, Esq  
Michael S Etkin, Esq



## EXHIBIT A

### PROOF OF CLAIMS LIST

Keith Ackley  
Julie Alexander  
Myrna Allen  
Alucha Development  
Kay Ball  
Kay Ball  
Daniel Barbee  
Rose Bienvenu  
Ray Blanchard  
Raymond Blanchard, Sr C7  
James Boudreaux  
Francis Bride  
Francis Bride  
Bryan Bush Construction Co , Inc  
Victor Cacio  
George Cattermole  
Jeanne Comeaux  
Jeanne Comeaux  
Paul Comeaux  
August Courville, Jr  
Kenneth Craig  
Louis Daigle  
Louis Daigle  
Shirley Deblanc  
Shirley Deblanc  
Kerry Denny  
Christopher Doucet  
Christopher Doucet and Esther Leona Ogea Doucet  
Roland Doucet  
Roland Doucet  
Chapman Ducote  
David Ducote  
Diane Ducote  
Suzette Ducote  
Wayne Doucet  
Wayne Doucet  
Carol Eggers  
John Elstrott, Jr  
William Fisher  
John Goff  
Albert Griffin, Jr  
John Guthrie  
Carl Hamby

Alison Hamner  
Emily Hamner  
Gordon Hamner  
Gordon Hamner  
Lucille Hamner  
Lucille Hamner  
Michael Hamner  
Michael Hamner  
Hamner Children Class Trust I  
Hamner Children Class Trust II  
Jerry L Hillyard  
J Kendall Hobson  
Leslie LeGrand Guthrie  
Diane McGregor  
Richard McGregor  
Beverly O'Neil  
Joseph Pecot II  
Claudia Perry  
Caroline Riblet  
Randy Rutherford  
C Tricon Sehrt  
Neil Soslow  
Henry Valin  
Raymond Whaley

Jackson Capital Management, LLC  
Jackson Capital Management, LLC on Behalf of Itself and All Others Similarly Situated

Rachel S Aikman  
Robert E Aikman  
Nathan Allen, Jr  
Jeff M Axley  
Robert J Axley  
William S Banowsky  
Baxter W Banowsky  
James H Baumgartner  
Lynne Bogart  
Yvonne L Brown  
Marchita Milliken Carpenter  
Bruce Claycombe  
Carole Coggan  
Ron Cohen (Morben Realty)  
Sandra H Cohen  
Mary M Craver

Danny W Looney, P C  
Carol P Darver  
Wanda M Davis  
James or Katharine Deem  
Kathleen M Demartino (Thelma M McCann)  
Kathleen M Demartino  
Bob or Pat Dennard  
F Susan Dole  
Beverly Fetterman  
Rick Fettermann  
Rick Fettermann TTEE Marie King Trust  
Rick Fettermann - JA Friedlander  
Rick Fettermann - Rachel Leigh Friedlander  
Arthur W Fields  
Cyrus M Fields  
Lee A Fisher  
Marc P Freedman  
George W Fazakerly, P C  
Alan R Golubock  
Judy D Gremm  
Norma Gremm  
Hardy H Fields, D D S , P A  
Donald Harman  
Richard M Hewitt P C  
Terry Hill TTEE  
Gloria H Jacobs  
Barry W Jaquess  
Dennis L Kruse  
Harriette S and Barry L Levy  
Donald M Little  
Roy Mims  
Gregory S Morris  
James C Noonan  
Noonan Communications Group Inc  
Herbert J Otto  
Stuart F Owen, M D  
Mark or Lynn Podracky  
Richard R or Karen S Pollock  
Robert G Pollock  
Craig or Tami Prengler  
Charles D Pulman  
Billy D Railsback  
Amy A Roberts  
Nicki Roberts  
Robert A Roberts  
Robert A Roberts 3-1-3 Trust A

Roberts Family LLP  
Ralph W Rosene  
W F Sherrod  
Gregory Z Singer  
Skibell Orthodontics, P A /Richard E Skibell C/F  
Thomas G Strueber  
Susan S Swank  
Gordon E Townsend  
Vial, Hamilton, Koch & Knox  
Dennie D Washburn  
John H Washburn, Jr  
Kay Weatherford  
Joe W Wilson

Anthony M Colarich  
David Dickey  
Joel Feliciano  
Terry Slater  
Terry Slater  
Raheela Zaman  
Terry Slater, on behalf of herself and all others similar situated

Alaska Electrical Pension Fund  
Massachusetts State Carpenters Pension Fund on Behalf of Itself and All Others Similarly  
Situated  
Massachusetts State Guaranteed Annuity Fund  
Massachusetts State Carpenters Pension Fund