

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)
) Chapter 11
Fleming Companies, Inc)
)
)
) Case No 03-10945 (MFW)
Debtor)

FILED

PROOF OF CLAIM

SEP 12 2003

Grundl Foods, Inc ("Claimant")
Claimant's Store Number(s) 714
Claimant's Tax ID Number 39-2015411
c/o Eric N Mathison, Esq
von Briesen & Roper, s c
P O Box 3262
Milwaukee, WI 53201-3262
Telephone (414) 276-1122
Facsimile (414) 276-6281

BMC


- ❖ No one else has filed a proof of claim relating to this claim
- ❖ This address **is different** from the address on the envelope sent to the Claimant by the Court
- ❖ This claim does not replace or amend a previously filed claim

(1) BASIS FOR CLAIM

Claimant was a franchisee under the Sentry franchise system run by the Debtor. As part of the program, the Debtor maintained a gift certificate program and a development fund program. The Debtor owes the Claimant pre- and post-petition amounts under the programs.

Under the gift certificate program, Sentry retailers paid the Debtor for gift certificates that were then issued to customers. Customers may redeem the gift certificates at any Sentry Store. There are in excess of \$1,300,000 in gift certificates currently outstanding.

Under the development fund program, 25% of each Sentry franchisee's sales was accumulated in an account for payment of store remodeling and improvement costs. The Debtor is obligated to pay or reimburse the Claimant for its remodeling and improvement costs out of that accumulated fund.

Fleming Companies Claim

11437

Claimant makes each of the claims and requests without prejudice as to its right and ability to make the same claims against any successor in interest to the Debtor, including SuperValu, Inc , the assignee of the franchise agreement

(2) DATE DEBT WAS INCURRED

April 1, 2003 to September 1, 2003 for the administrative expense amounts

(3) JUDGMENT HAS NOT BEEN OBTAINED BY THE CLAIMANT

(4) CLASSIFICATION OF CLAIMS AND AMOUNT OF THE CLAIMS

Unsecured priority amount with respect to gift certificate program \$1,352,819 15

Unsecured priority amount with respect to development fund \$1,134 41

Total amount of claim \$1,353,953 56

(5) SECURED CLAIM Not applicable

(6) UNSECURED PRIORITY CLAIM The gift certificates purchased from the Debtor post-petition, and the contributions made to the development fund post-petition, give rise to post-petition administrative expense priority pursuant to 11 U S C § 507(a)(1) They are included in this Proof of Claim in case that classification is incorrect

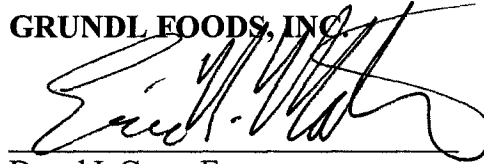
(7) CREDITS The amount of all payments on this claim have been credited and deducted for the purpose of making this claim and request

(8) SUPPORTING DOCUMENTS The supporting documents are too voluminous to attach hereto and are already in the estate's possession In summary, a development fund program is set up under the franchise agreement as 25% that accumulates into that fund is part of the 1% fee paid by the retailers under the franchise agreement The use of the fund is described in a "Store Development Program" supplement to the Franchise Agreement The gift certificate program (which includes a "script program") is also part of the franchise relationship

This claim is made by a person authorized to file it, on behalf of the Claimant as indicated below

Dated this 11th day of September, 2003

GRUNDL FOODS, INC.

A handwritten signature in black ink, appearing to read "Eric N. Mathison", written over a horizontal line.

David I Cisar, Esq
Eric N Mathison, Esq
von Briesen & Roper, s c
411 E Wisconsin Avenue, Suite 700
Milwaukee, WI 53201-3262
Telephone (414) 276-1122
Facsimile (414) 276-6281
Attorneys for the Claimant

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O'Braun Corporation

5200 W Loomis Road
Greendale, WI 53129
(414) 421-1010
FAX (414) 421-9510

U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

August 3, 2004

United States Bankruptcy Court
District of Delaware
Judge Mary F Walrath
824 Market Street
Wilmington, DE 19801

RE Case No 03-10945(MFW)

Dear Judge Walrath.

I am writing this letter in reference to the Grundl Foods store lease which was assumed January 2004

There is an amount which Mr Grundl is disputing which we have been carrying on our books since June 2003 Mr Grundl is refusing to pay \$6,541.86 of which \$2,556.63 is for fire protection and \$3,985.23 for redoing a portion of the parking lot Mr Grundl did however pay Fleming for the \$3,985 which was taken out of his account and never paid to us We are under the impression that Gary Grundl assumed the lease and the bills He is also upset with the way our accountant does our monthly books, they add on the monthly amount for the insurance and the Real Estate Tax payments This is nothing new as our other tenants are billed in the same manner as Mr Grundl Mr Grundl has been paying his rent and what he thinks he owes on common area maintenance in a timely fashion

Mr O'Malley still has many concerns regarding the year end payment of Real Estate Taxes that he will have to make in December We had asked that he put the money in escrow as he did with Fleming Corporation, he also refused to do that Do you have any ideas as to how to resolve these issues with Mr Grundl?

Thank you for your time

Sincerely,
O'Braun Corporation

Carol J Mueller
Office Manager

Docket # 9189

JOHN O'MALLEY

Statement

Account OV - A - SENTRY-t

Date 07/22/04

Payment _____

Sentry / Grundl Foods
7140 S 76th St
Franklin, WI 53132

Date	Description	Charges	Payments	Balance
	Balance Forward			31,056 84
01/31/04	Reverse January Charges	-393 38		30,663 46
01/31/04	Reverse January Charges	-749 71		29,913 75
01/31/04	Reverse January Charges	-2,740 96		27,172 79
01/31/04	Reverse January Charges	-206 88		26,965 91
01/31/04	Reverse January Charges	-9 69		26,956 22
01/31/04	Reverse January Charges	-131 03		26,825 19
01/31/04	Adjust Waste Mgmt CAM for trash surcharg	-63 33		26,761 86
01/31/04	Trash Surcharge	100 00		26,861 86
01/31/04	Adjust 12/2 United States Fire CAM	-844 40		26,017 46
01/31/04	Adjust 4th Quarter Admin Fee	-182 01		25,835 45
02/01/04	Rent	18,559 33		44,394 78
02/01/04	Monthly Insurance Install	875 47		45,270 25
02/01/04	Monthly RE Tax Install	6,569 01		51,839 26
02/01/04	Trash Surcharge	100 00		51,939 26
02/03/04	CAM Ck #4485 Tom's Truck Service	1,345 63		53,284 89
02/03/04	CAM Ck #4486 WE Energies	126 59		53,411 48
02/03/04	CAM Ck #4488 Waste Management	311 22		53,722 70
02/03/04	CAM Ck #4489 Door Professional	429 50		54,152 20
02/03/04	February Rent Payment		18,559 33	35,592 87
02/10/04	CAM Ck #4503 United States Fire	254 16		35,847 03
02/10/04	CAM Ck #4504 City of Franklin	1,345 18		37,192 21
02/10/04	CAM Ck #4505 Tom's Truck Service	1,251 66		38,443 87
02/10/04	CAM Ck #4506 WE Energies	438 28		38,882 15
02/10/04	CAM Ck #4502 Rellakor Services	206 88		39,089 03
02/17/04	March Rent Payment		18,559 33	20,529 70
02/18/04	CAM Ck #4514 Tom's Truck Service	137 95		20,667 65
02/24/04	CAM Ck #4519 WE Energies	503 92		21,171 57
02/24/04	4th Quarter CAMs Payment		8,041 50	13,130 07
02/25/04	CAM Ck #4522 SBC	9 63		13,139 70
02/26/04	CAM Ck #4523 Tom's Truck Service	349 25		13,488 95
03/01/04	Rent	18,559 33		32,048 28
03/01/04	Monthly Insurance Install	875 47		32,923 75
03/01/04	Monthly RE Tax Install	6,569 01		39,492 76
03/01/04	Trash Surcharge	100 00		39,592 76
03/03/04	CAM Ck #4532 Waste Management	311 22		39,903 98

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JOHN O'MALLEY

Statement

Account OV - A - SENTRY-I

Date 07/22/04

Sentry / Grundl Foods
7140 S. 76th St
Franklin, WI 53132

Payment _____

date	Description	Charges	Payments	Balance
	Balance Forward			39,903 98
03/05/04	CAM Ck #4536 WE Energies	121 81		40,025 79
03/05/04	CAM Ck #4537 Reliakor Services	206 88		40,232 67
03/08/04	CAM Ck #4540 Pieper Electric, Inc	251 37		40,484 04
03/22/04	CAM Ck #4559 WE Energies	419 24		40,903 28
03/25/04	CAM Ck #4582 SBC	9 45		40,912 73
03/25/04	CAM Ck #4583 Tom's Truck Service	204 60		41,117 33
03/31/04	1st Quarter Administrative Fee	1,854 91		42,972 24
04/01/04	Rent	18,559 33		61,531 57
04/01/04	Monthly Insurance Install	875 47		62,407 04
04/01/04	Monthly RE Tax Install	6,569 01		68,976 05
04/01/04	Reverse CAM Ck #4506 WE Energies	-438 28		68,537 77
04/01/04	April Rent Payment		18,559 33	49,978 44
04/05/04	CAM Ck #4576 Reliakor Services	234 32		50,212 76
04/07/04	CAM Ck #4579 Waste Management	311 22		50,523 98
04/07/04	CAM Ck #4580 WE Energies	133 48		50,657 46
04/14/04	CAM Ck #4587 Roto Rooter	65 44		50,722 90
04/22/04	CAM Ck #4599 Villani Landshapers	319 05		51,041 95
04/22/04	CAM Ck #4600 WE Energies	344 95		51,386 90
04/23/04	CAM Ck #4603 SBC	9 63		51,396 53
04/27/04	CAM Ck #4606 City of Franklin	1,117 56		52,514 09
04/27/04	CAM Ck #4607 Bruce Hissom	40 53		52,554 62
04/30/04	Trash Surcharge	100 00		52,654 62
05/01/04	Rent	18,559 33		71,213 95
05/01/04	Monthly Insurance Install	875 47		72,089 42
05/01/04	Monthly RE Tax Install	6,569 01		78,658 43
05/03/04	May Rent Payment		18,569 33	60,099 10
05/04/04	CAM Ck #4611 WE Energies	138 70		60,237 80
05/05/04	CAM Ck #4615 Waste Management	311 22		60,549 02
05/10/04	CAM Ck #4622 Landshapers	319 05		60,868 07
05/10/04	CAM Ck #4624 Reliakor Services	206 88		61,074 95
05/11/04	CAM Ck #4627 Bruce Hissom	18 58		61,093 53
05/17/04	CAM Ck #4633 Andersen Plumbing	65 73		61,159 26
05/20/04	CAM Ck #4639 SBC	9 63		61,168 89
05/25/04	CAM Ck #4644 WE Energies	235 07		61,403 96
05/26/04	CAM Ck #4645 Tapco	93 09		61,497 05

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JOHN O'MALLEY

Statement

Account OV - A - SENTRY-t

Date 07/22/04

Payment _____

Sentry / Grundl Foods
7140 S 76th St.
Franklin, WI 53132

date	Description	Charges	Payments	Balance
	Balance Forward			61,497 05
05/31/04	Trash Surcharge	100 00		61,597 05
06/01/04	Rent	18,559 33		80,156 38
06/01/04	Monthly Insurance Install	875 47		81,031 85
06/01/04	Monthly RE Tax Install	6,569 01		87,600 86
06/01/04	CAM Ck #4650 Villani Landshapers	319 05		87,919 91
06/01/04	CAM Ck #4651 WE Energies	143 61		88,063 52
06/01/04	Trash Surcharge	100 00		88,163 52
06/01/04	June Rent Payment		18,559 33	69,604 19
06/02/04	CAMs Payment		14,520 00	55,084 19
06/03/04	CAM Ck #4658 Reliakor Services	206 88		55,291 07
06/03/04	CAM Ck #4659 Waste Management	311 22		55,602 29
06/08/04	CAM Ck #4662 Villani Landshapers	37 90		55,640 19
06/14/04	CAM Ck #4667 Bruce Hissom	20 27		55,660 46
06/17/04	CAM Ck #4678 Jolt Electric Contractors	165 63		55,826 09
06/21/04	CAM Ck #4683 Bruce Hissom	20 27		55,846 36
06/21/04	CAM Ck #4686 SBC	9 74		55,856 10
06/21/04	CAM Ck #4687 Pieper Electric, Inc	703 32		56,559 42
06/22/04	CAM Ck #4689 WE Energies	218 10		56,777 52
06/24/04	CAM Ck #4691 Villani Landshapers	138 21		56,915 73
06/28/04	CAM Ck #4693 Bruce Hissom	10 13		56,925 86
06/30/04	2nd Quarter Administration Fee	876 03		57,801 89

Current	30 Days	60 Days	90 Days	Amount Due
1,242 47	8,917 50	7,444 48	29,777 92	57,801 89