

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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

PROOF OF CLAIM

FILED

SEP 12 2003

BMC

Reid Foods, Inc ("Claimant")
Claimant's Store Number(s) 856
Claimant's Tax ID Number 39-2016918
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

- ❖ 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



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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 \$756 94

Total amount of claim \$1,353,576 09

(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

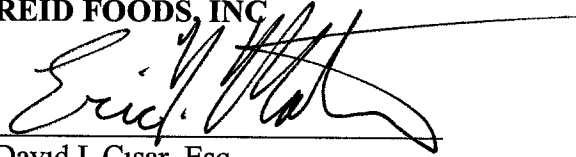
(7) CREDITS The amount of all payments on this claim have been credited and deducted for the purpose of making this claim and request

(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

REID FOODS, INC

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

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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