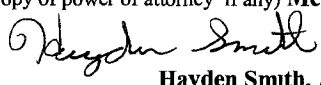


United States Bankruptcy Court District of Delaware		PROOF OF CLAIM
Name of Debtor Retail Supermarkets, Inc	Case Number 03-10970	This Space Is for Court Use Only
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for 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) Reckatt Benckiser, 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 checked="" 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 McCarter & English, LLP Attn Hayden Smith Esq Four Gateway Center 100 Mulberry Street Newark, New Jersey 07102-4096	Telephone number (973) 622-4444	
Account or other number by which creditor identifies debtor None	Check here <input type="checkbox"/> replaces If this claim <input type="checkbox"/> amends a previously filed claim dated _____	
1 Basis for Claim <input checked="" type="checkbox"/> Goods Sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2 Date debt was incurred See Attached	3 If court judgment, date obtained N/A	
4 Total Amount of Claim at Time Case Filed <u>At least \$2,743,780.13</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 checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ <u>Currently Unknown</u> Specify the priority of the claim <input type="checkbox"/> Wages, salaries, commissions (up to \$4,000) * 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 \$1,800* 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 checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1)	
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 FILED SEP 12 2003 BMC Fleming Companies Claim  12033
Date September 10, 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) McCarter & English LLP  Hayden Smith, A Member of the Firm	

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re
FLEMING COMPANIES, INC , *et al* ,
Debtors

Chapter 11
03-10945 (MFW)
(Jointly Administered)
Case No 03-10970 (MFW)

ATTACHMENT TO PROOF OF CLAIM OF
RECKITT BENCKISER, INC

1 The undersigned, having offices at Four Gateway Center, 100 Mulberry Street, Newark, New Jersey 07102, are attorneys for Reckitt Benckiser, Inc , and are authorized to submit this Attachment to Reckitt Benckiser, Inc 's Proof of Claim

2 The post office address to which all notices should be mailed is as follows

McCarter & English, LLP
Four Gateway Center
100 Mulberry Street
Newark, NJ 07102
Attn Hayden Smith, Esq

3 Reckitt Benckiser, Inc is the successor in interest to L&F Products, Reckitt & Colman, Inc and Benckiser Consumer Products, Inc (collectively, "Reckitt") As reflected in Reckitt's records, in the ordinary course of business between Reckitt and the affiliated Fleming debtor entities that are party to the within consolidated bankruptcy case (each a "Debtor Entity" and collectively, the "Debtor Entities"), Reckitt received orders for goods from, and shipped goods to, at least the following entities Head Distributing Company, Fleming Foods of Texas,

L P , Fleming Companies, Inc and Core-Mark International, Inc Upon information and belief, Reckitt may have received orders from and/or shipped goods to, or for the benefit of, other Debtor Entities

4 Accordingly, each Debtor Entity has been unjustly enriched to the extent it used or received the benefit of the use of goods provided to other Debtor Entities, including, without limitation the specific Debtor entities listed above Additionally, principles of agency, piercing the corporate veil and the like may apply to the Debtor Entities in connection with the amounts due and owing to Reckitt Accordingly, Retail Supermarkets, Inc (the "Debtor") may be liable to Reckitt for up to the full amount of the monies owed in connection with the goods provided to the Debtor Entities by Reckitt, and Reckitt reserves all of its rights in this regard

5 The total amount of Reckitt's claim against the Debtor is \$2,743,780 13 as follows

Unpaid Accounts Receivable	\$1,995,535 81
Marketing	\$ 242,750 39
Improper Payments under Military Distribution Agreements	\$ 505,493 93

A detailed schedule of the amounts due and owing to Reckitt is attached hereto as Exhibit "A" The identification of Debtor Entities contained in Exhibit A reflects the information contained in Reckitt's records, and is without prejudice as to Reckitt's claims against all Debtor Entities The invoices and related records referenced in Exhibit A are too voluminous to attach hereto Copies of such documents may be obtained from counsel at the address set forth above

6 The asserted claim assumes this Debtor has liability for all matters set forth herein Should certain matters be found to be inapplicable to this Debtor, the amount of this claim will be reduced It is not Reckitt's intention to interpose duplicative claims, but to

preserve its rights and remedies against all responsible Debtor Entities for the claims set forth herein

7 On April 1, 2003, Reckitt demanded reclamation pursuant to Section 2-702 of the Uniform Commercial Code of certain goods in the amount of \$974,671.69. A true copy of the reclamation demand is attached hereto as Exhibit "B". This reclamation demand understated the amount of Reckitt's reclamation demand, which is 1,144,195.00. The subject goods were sold in the ordinary course of business and, upon information and belief, the Debtor Entities were insolvent when they received the goods.

8 On April 1, 2003, the Debtor Entities filed for protection under Chapter 11 of the Bankruptcy Code.

9 On April 29, 2003, the Bankruptcy Court entered an Order Establishing a Procedure for Treatment of Reclamation Claims which permits the Debtor Entities to refuse all reclamation demands, establishes a procedure for the review of reclamation demands and provides, inter alia, that valid reclamation claims will be treated in accordance with 11 U.S.C. § 546(c).

10 Accordingly, \$1,144,195.00 of Reckitt's unsecured claim may be entitled to administrative priority pursuant to 11 U.S.C. § 503(b).

11 Reckitt's claim for \$505,493.93 arises out of post-petition payments made by Reckitt to the Debtor Entities in connection with certain transactions under Military Distribution Agreements. The Debtor entities were, and are, not entitled to these payments by reason of their failure to pay Reckitt for the goods involved in these transactions. These payments may entitle Reckitt to payment of an administrative claim pursuant to 11 U.S.C. § 503(b), and Reckitt reserves all of its rights in this regard.

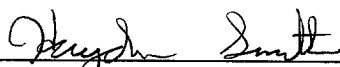
12 No note or other negotiable instrument has been received for the above claims

13 All payments made in connection with the above obligations have been deducted from the amount claimed The Debtor Entities will be provided with credit for any payment received in the future, from any source, on account of the above obligations

14 No judgment has been rendered on these obligations

15 Reckitt hereby reserves its right to amend its Proof of Claim and/or this Attachment for purposes of amending amounts due or re-classifying the character of the claims (i e oversecured, undersecured, priority, etc)

McCARTER & ENGLISH, LLP
Attorneys for Reckitt Benckiser, Inc

By 
Hayden Smith
A Member of the Firm

Dated September 10, 2003

EXHIBIT A



Aug 26, 2003

North America

Statement of Account

**Customer Fleming Companies
1945 Lake Point Drive
Lewisville, TX 75057-6424**

	Invoice #	Inv Date	Balance
	1645691	03/28/03	\$ 36,436 36
	1645735	03/28/03	\$ 23,347 78
	1645182	03/27/03	\$ 8,223 36
	1645159	03/27/03	\$ 28,779 74
	1645175	03/27/03	\$ 48,121 44
	1645176	03/27/03	\$ 17,128 98
	1645174	03/27/03	\$ 31,119.32
	1644833	03/26/03	\$ 36,097 76
	1645181	03/27/03	\$ 38,942 62
	1644383	03/25/03	\$ 28,855 54
	1643852	3/24/03	\$ 9,071.10
	1643856	03/25/03	\$ 46,494 92
Core-Mark	1643103	3/24/03	\$ 70,985 39
	1642866	03/20/03	\$ 41,486 76
	1642868	03/20/03	\$ 38,586 60
	1643315	03/21/03	\$ 36,640 50
	1643897	03/24/03	\$ 9,792 60
	1643902	03/24/03	\$ 11,338 32
	1644380	03/25/03	\$ 1,413 92
	1644381	03/25/03	\$ 1,555.20
	1644382	03/25/03	\$ 5,785 20
	1645228	03/27/03	\$ 34,061 04
	1645229	03/27/03	\$ 48,363 62
	1645719	03/28/03	\$ 63,096 00
	1646440	03/31/03	\$ 42,149 52
	1646548	03/31/03	\$ 27,710 32
	1646565	03/31/03	\$ 32,445 48
	1645686	3/28/03	\$ 34,268 53
	1640143	3/12/03	\$ 23,582 66
	1642497	03/19/03	\$ 18,416.78
	1638259	03/05/03	\$ 23,847 20
	1644350	03/25/03	\$ 673 20
Head Dist	1644147	4/24/03	\$ 7,489 44

1636027	02/26/03	\$	22,955.86
1638264	03/05/03	\$	24,988.96
1633338	02/18/03	\$	23,090.24
1642488	03/19/03	\$	21,669.84
1642109	03/18/03	\$	33,504.54
1639441	3/10/03	\$	36,338.40
1641482	03/17/03	\$	21,841.18
1641084	03/14/03	\$	33,498.78
Total Reclamation:		\$	1,144,195.00

1593693	10/08/02	\$	957.76
1596992	10/18/02	\$	1,892.64
1635452	02/25/03	\$	22,019.18
1640134	03/12/03	\$	717.04
1640180	03/12/03	\$	35,910.43
1640555	03/13/03	\$	32,566.84
1640592	03/13/03	\$	46,971.62
1640674	03/13/03	\$	53,061.65
1640681	03/13/03	\$	13,112.76
1640707	03/13/03	\$	16,119.96
1641071	03/14/03	\$	27,118.08
1641164	03/14/03	\$	11,508.21
1641176	03/14/03	\$	11,522.20
Core-Mark 1641269	03/17/03	\$	58,928.44
1641494	03/17/03	\$	24,546.56
1641501	03/17/03	\$	10,633.92
1641502	03/17/03	\$	24,931.92
1641524	03/17/03	\$	293.20
1641597	03/17/03	\$	34,864.68
1642111	03/18/03	\$	29,761.49
1642136	03/18/03	\$	8,842.68
1642148	03/18/03	\$	67,554.39
1642864	3/20/03	\$	32,124.81
1638885	3/7/03	\$	40,157.18
1639050	3/7/03	\$	9,162.96
1639042	3/7/03	\$	26,978.58
1638265	3/5/03	\$	28,031.44
1638941	3/7/03	\$	54,160.09
1638598	3/6/03	\$	13,226.60
1638953	3/7/03	\$	30,958.32
1639011	3/7/03	\$	36,923.69
1626416	1/27/03	\$	9,526.02
1639399	4/9/03	\$	36,255.47
Total Non-reclamation:		\$	851,340.81
Total Invoices		\$	1,995,535.81

Fleming Doc #	RB Deduc #	Date	Deduction Amount
CORP CATEGORY MRKTG			
CCM56721	244677	9/19/2002	\$ 4,250.00
V20661	239507	8/19/2002	\$ 3,000.00
NORTHEAST, MD			
162448	181228	3/7/2000	\$ 7,632.00

163408	201619	4/5/2000	\$	10,000.00
NEP019716	217500	4/25/2002	\$	237 60
NEX812166	239493	8/19/2002	\$	300 00
KANSAS CITY:				
KCU947845	150609	5/2/2001	\$	3,470.47
KCG568612 & 13	214596	4/10/2002	\$	1,040 36
	266321	1/22/2003	\$	1,022.16
	261932	1/24/2003	\$	866 60
	265145	1/29/2003	\$	4,944 00
KCU961089	263743	1/8/2003	\$	1,096 44
KCU961477	267738	1/29/2003	\$	1,173 60
KCG033679	275804	3/13/2003	\$	19,224 56
KCM971951	272855	3/12/2003	\$	3,225 60
WARSAW.				
WWF278429	163204	7/10/2001	\$	2,268 00
WWF276989	163040	7/10/2001	\$	2,756 88
WWX103038	142348	3/19/2001	\$	2,310 00
WWX103039	142347	3/19/2001	\$	3,300 00
WWU935656	255830	11/20/2002	\$	234 24
WWU935939	264153	1/9/2003	\$	622 84
WWP920707	250980	10/24/2002	\$	4,365 00
WWP920110	246701	10/2/2002	\$	935 20
SALT LAKE CITY:				
SLF660074	154914	5/25/2001		692 64
OKLAHOMA CITY:				
OKX157360	161819	6/28/2001	\$	6,000 00
OKU939409	111316	9/28/2000	\$	345 60
OKG899557	225107	6/6/2002	\$	5,651 82
OKU941380	130051	1/10/2001	\$	229 92
MASSILLON				
MAY405878	163203	7/10/2001	\$	1,134.00
MAU952714	213038	3/29/2002	\$	1,122 00
MAR000737	270577	2/12/2003	\$	878 79
MAR000747	270575	2/12/2003	\$	965.90
MAR000767	270579	2/12/2003	\$	804 84
MAP940557	250978	10/24/2002	\$	23,662 80
NASHVILLE				
NAX000636	146614	4/11/2001	\$	300 00
NAX004189	142748	3/21/2001	\$	1,500 00
NAV004826	152636	5/15/2001	\$	840 40
MEMPHIS				
MEH600230	145769	4/5/2001	\$	1,182 40
MEC000445	183335	10/18/2001	\$	1,209 60
MEC000311	183342	10/18/2001	\$	526 80
	1297283	9/8/2000	\$	11,515.00
MEX131972	214603	4/10/2002	\$	368.00
MEU953508	253808	11/8/2002	\$	571 20
MEP149075	228189	1/31/2003	\$	12,640 00
MEP149076	228190	1/31/2003	\$	12,640 00
MEP801761	264151	1/9/2003	\$	2,784 00
MEG891023	248818	10/14/2003	\$	1,662 18

MEU953912	259456	12/11/2002	\$	694.92
MER000287	270565	2/12/2003	\$	3,497.16
MER000096	270567	2/12/2003	\$	2,535.38
MER000279	270574	2/12/2003	\$	980.89
MER000273	270568	2/12/2003	\$	2,227.58
MER000259	270569	2/12/2003	\$	1,697.90
MEU951226	226066	6/12/2002	\$	2,829.60
LUBBOCK.				
LUU948794	164044	7/12/2001	\$	1,281.48
LUU951224	190243	3/25/2002	\$	1,693.44
GARLAND:				
GAC001248	167902	7/30/2001	\$	532.22
GAC000909	167903	7/30/2001	\$	532.22
GAG203329	224097	5/31/2002	\$	1,313.61
GAU959052	248811	10/14/2002	\$	1,513.32
GAC2150213	271300	2/25/2003	\$	1,323.00
GAP998538	278079	3/25/2003	\$	660.00
PHOENIX.				
PHXFSP417009	211385	4/20/2000	\$	1,610.00
PXU977479	120295	11/15/2000	\$	756.00
PXX039823	170012	8/9/2001	\$	3,326.40
PXX039976	170788	8/14/2001	\$	3,603.24
PXU989527	179758	10/2/2001	\$	2,343.73
PXU990855	185423	10/30/2001	\$	301.00
PXU999532R	254194	11/12/2002	\$	867.20
PXY103731	251014	10/24/2002	\$	1,010.00
PXY104276	256235	11/22/2002	\$	1,500.00
PXX101763	228896	6/25/2002	\$	230.05
PXX102480	235752	7/31/2002	\$	188.80
PXX100476	212562	3/28/2002	\$	1,010.00
PXX104724	261927	12/30/2002	\$	2,000.00
PXH105062	264762	1/14/2003	\$	1,369.00
PXH003310	214238	4/8/2002	\$	4,737.97
LAFAYETTE:				
LFC2220059	270783	2/25/2003	\$	2,620.80
LFC2150020	263735	3/3/2003	\$	1,890.00
LFC2150135	263724	2/11/2003	\$	4,698.00
LFC2150169	263738	2/11/2003	\$	1,323.00
MIAMI:				
MIC2150014	271306	2/25/2003	\$	551.04
MIC2220149	271291	2/25/2003	\$	2,620.80
MIU930631	266319	1/22/2003	\$	336.36
LA CROSS				
LAC00001438074	175907	9/13/2001	\$	998.40
KING OF PRUSSIA.				
HJG000328	254541	11/13/2002	\$	7,912.32
TULSA				
TUU900999	244625	9/19/2002	\$	1,051.70
TUG285854	273952	3/12/2003	\$	3,078.42
Total Paybacks \$				242,750.39

Reckitt Benckiser paid Fleming post-petition for military invoices.	\$	505,493.93
Total Proof of claim:	\$	2,743,780.13

Reckitt Benckiser
Credit Department
Ph 973-633-2881 Fx 973-633-2930

EXHIBIT B

NWK2 1087394 01

RECKITT BENCKISER

NORTH AMERICA

April 1, 2003

**Fleming Companies
19445 Lake Point Dr.
Lewisfield, TX 75057-6424
Attn. Mr. Mark Shapiro**

Re: Reclamation Demand by Reckitt Benckiser Inc.

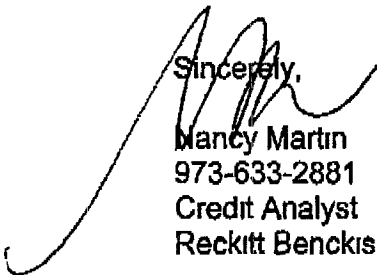
Gentlemen

Demand is hereby made upon you pursuant to 2-702 of the Uniform Commercial Code and 546© of the United States Bankruptcy Code for the return of all goods received during the applicable periods referred to in the above-cited sections. This demand specifically includes but is not limited to goods identified in the Schedule annexed hereto. The value of the reclamation is \$974,671.69

Please contact the undersigned for instructions in connection with the return of the goods

In light of your recent bankruptcy filing, you are further notified that all goods subject to our right of reclamation must be protected and segregated by you and shall not be used for any purpose whatsoever except those specifically authorized following notice and a hearing by the Bankruptcy Court

Sincerely,


Nancy Martin
973-633-2881
Credit Analyst
Reckitt Benckiser Inc

CC Denny Zimmerman
Tim Murray

7/31/2003

<u>Inv#</u>	<u>Order#</u>	<u>Amount</u>	<u>Inv Date</u>
1645691	812624	\$ 36,436 36	03/28/03
1645735	814287	\$ 23,347 78	03/28/03
1645182	812626	\$ 8,223 36	03/27/03
1645159	810034	\$ 28,779 74	03/27/03
1645175	811633	\$ 48,121 44	03/27/03
1645176	811634	\$ 17,128 98	03/27/03
1645174	811567	\$ 31,119 32	03/27/03
1644833	813692	\$ 36,097 76	03/26/03
1645181	812623	\$ 38,942 62	03/27/03
1644383	812305	\$ 28,855 54	03/25/03
1643852	810640	\$ 9,071 10	3/24/03
1643856	810761	\$ 46,494 92	03/25/03
1643103	808079	\$ 70,985 39	3/24/03
1642866	808977	\$ 41,486 76	03/20/03
1642868	809355	\$ 38,586 60	03/20/03
1643315	810653	\$ 36,640 50	03/21/03
1643897	811238	\$ 9,792 60	03/24/03
1643902	811380	\$ 11,338 32	03/24/03
1644380	812299	\$ 1,413 92	03/25/03
1644381	812300	\$ 1,555 20	03/25/03
1644382	812301	\$ 5,785 20	03/25/03
1645228	814098	\$ 34,061 04	03/27/03
1645229	814105	\$ 48,363 62	03/27/03
1645719	814066	\$ 63,096 00	03/28/03
1646440	812961	\$ 42,149 52	03/31/03
1646548	814883	\$ 27,710 32	03/31/03
1646565	815021	\$ 32,445 48	03/31/03
1645686	811944	\$ 34,268 53	3/28/03
1640143	805882	\$ 23,582 66	3/12/03
1642497	809036	\$ 18,416.78	03/19/03
1638259	802259	\$ 23,847 20	03/05/03
1644350	811360	\$ 673 20	03/25/03
1644147	810642	\$ 7,489 44	4/24/03
1636027	800267	\$ 22,955 86	02/26/03
1638264	802597	\$ 24,988 96	03/05/03
1633338	796853	\$ 23,090 24	02/18/03
1642488	808895	\$ 21,669 84	03/19/03
1642109	809555	\$ 33 504 54	03/18/03
1639441	806819	\$ 36,338 40	3/10/03
1641482	807966	\$ 21,841 18	03/17/03
1641084	808356	\$ 33,498 78	03/14/03
Total Reclamation Inv's		\$ 1,144,195 00	
	Hawaii Military	\$ 65,354 22	
	Other Military	\$ 98,622 44	
	Total Military	\$ 163,976 66	

Reclamation