

United States Bankruptcy Court District of Delaware

PROOF OF CLAIM

Name of Debtor
Fleming Supermarkets of Florida, Inc

Case Number
03-10958

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)
Reckitt Benckiser, Inc

- 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.
Check box if you have never received any notices from the bankruptcy court in this case.
[X] 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

This Space Is for Court Use Only

Account or other number by which creditor identifies debtor
None

Check here [] replaces
If this claim [] amends a previously filed claim dated _____

1 Basis for Claim

- [X] Goods Sold
[] Services performed
[] Money loaned
[] Personal injury/wrongful death
[] Taxes
[] Other
[] Retiree benefits as defined in 11 U.S.C. § 1114(a)
[] 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 At least \$2,743,780.13
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below
[] 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
[] Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral
[] Real Estate [] Motor Vehicle [] Other
Value of Collateral \$ _____
Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____

6 Unsecured Priority Claim
[X] Check this box if you have an unsecured priority claim
Amount entitled to priority \$ Currently Unknown
Specify the priority of the claim
[] 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)
[] Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
[] 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)
[] Alimony maintenance or support owed to a spouse former spouse or child - 11 U.S.C. § 507(a)(7)
[] Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
[X] Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1)
*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

- 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

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FILED

SEP 12 2003

BMC

Fleming Companies Claim



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 (signature)

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 03-10958 (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, Fleming Supermarkets of Florida, 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
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

	<u>Invoice #</u>	<u>Inv Date</u>	<u>Balance</u>
	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
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

Core-Mark

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.

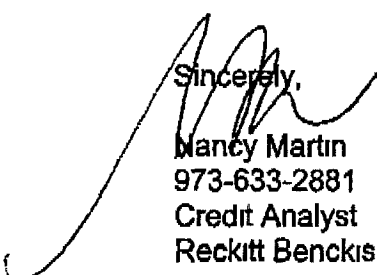
Gentlemen

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	\$ 70,965.39	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	806619	\$ 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