

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM



In re Fleming Companies, Inc, et al

Case Number 03-10945 (MFN)

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.

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.

Check box if this address differs from the address on the envelope sent to you by the court.

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again.

Name of Creditor and Address

NATIONAL LIFE INSURANCE CO
ATTN KATHY SALLS - M500
ONE NATIONAL DR
MONTPELIER VT 05604

0354653370872

Creditor Telephone Number (802) 229-3250

CREDITOR TAX I.D. #

03-0144090

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

329366

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly) Debtor is guarantor on lease.
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries and compensation (Fill out below)

Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ _____ (unsecured) \$ _____ (secured) \$ _____ (unsecured priority)

\$ undetermined - we have future claims if lessee defaults on lease (total)

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 above if any \$ _____

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim

Specify the priority of the claim

- Wages, salaries or commissions (up to \$4,650*) 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 \$2,100* 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)
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____

* Amounts are subject to adjustment on 4/1/01 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 your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

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

THIS SPACE FOR COURT USE ONLY

BY MAIL TO
Bankruptcy Management Corporation
P O BOX 900
El Segundo, CA 90245-0900

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

DATE SIGNED

9/12/03

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)

Christopher M. Nerona
Asst. Secretary of the Corporation

FILED

SEP 15 2003

BMC

Fleming Companies Claim



12494

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 AND 3571

See Other Side For Instructions

GUARANTY

Dated January 4, 1989

IN CONSIDERATION of and as an inducement for the granting, execution and delivery of the Lease Agreement (hereafter "Lease") dated December 28, 1988, by and between Continental XI Fund Limited Partnership, as LESSOR and Godfrey Company, a Wisconsin corporation, as LESSEE covering the real property described on Exhibit A attached hereto

The undersigned, FLEMING COMPANIES, INC, an Oklahoma corporation of Oklahoma City, Oklahoma ("Guarantor"), hereby guarantees to the LESSOR, its successors and assigns, the full and prompt payment of rent, and any and all other sums and charges payable by LESSEE, its successors and assigns under said Lease, and hereby further guarantees the full and timely performance and observance of all the covenants, terms, conditions and agreements therein provided to be performed and observed by LESSEE, its successors and assigns, and the Guarantor hereby covenants and agrees to and with the LESSOR, its successors and assigns, that if default shall at any time be made by the LESSEE, its successors and assigns, in the payment of any such rental, or any other such sums and charges payable by LESSEE under said Lease, or if LESSEE should default in the performance and observance of any of the terms, covenants, provisions or conditions contained in said Lease, the Guarantor shall and will forthwith pay such rent and other such sums and charges and any arrears thereof, and shall and will forthwith faithfully perform and fulfill all of such terms, covenants, conditions and provisions, and will forthwith pay all damages that may arise in consequence of any default by LESSEE, its successors and assigns, under said Lease, including without limitation, all reasonable attorney's fees and disbursements incurred by the LESSOR or caused by any such default and/or by the enforcement of this Guaranty. This Guaranty shall terminate and be of no further force and effect upon termination (for other than a default under the Lease) or expiration of the Lease and any renewals thereof or the release of the LESSEE, in any event, from any further liability under the Lease

FLEMING COMPANIES, INC.

BY Robert W. Smith
VICE PRES

(SEAL)

ATTEST

James Clash
Secretary

EXHIBIT A TO GUARANTY

Legal Description

Commitment No C-30483-a

PARCEL I Lots Five (5), Six (6), Seven (7), Eight (8), Nine (9), Ten (10), Eleven (11), and Twelve (12), Royal Addition to South Towne Plat, in the City of Monona, Dane County, Wisconsin, EXCEPT land conveyed to State of Wisconsin, Department of Transportation in Warranty Deed recorded as Document No 1940675

PARCEL II. A part of Outlot Two (2), Royal Addition to South Towne Plat, in the City of Monona, Dane County, Wisconsin, described as follows Beginning at the Northwest corner of Lot 9 of the said Royal Addition to South Towne Plat, thence South 00 degrees 20 minutes 20 seconds West, 511 91 feet, thence North 81 degrees 01 minutes 00 seconds West, 21 49 feet to a point of curve, thence Northwesterly on a curve to the right which has a radius of 1,730 56 feet and a chord which bears North 80 degrees 32 minutes 00 seconds West, 29 13 feet, thence North 00 degrees 20 minutes 20 seconds East, 504 06 feet; thence South 89 degrees 39 minutes 40 seconds East, 50 00 feet to the point of beginning

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

**In re· Fleming Companies, Inc et al.
Case No 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On November 9, 2005, document(s) were appended to Claim Number **12494** for the following reason(s)

- Settlement Agreement
- Proof of Payment
- Letter and Release dated 11/3/05
- Notice of Withdrawal of Claim
- Other Docket Number ###



NATIONAL LIFE GROUP

National Life Insurance Company
Law Department

DATE 11/3/05

TO Frank Kitelinger

FAX 405-286-9839

FROM Kathy Tinsell

FAX (802) 229-3743

Number of pages being transmitted (including this page) 3

If there are problems, call me at 802-229-3280

CONFIDENTIALITY NOTICE

THIS FACSIMILE TRANSMISSION CONTAINS CONFIDENTIAL INFORMATION BELONGING TO THE SENDERS, WHICH MAY BE LEGALLY PRIVILEGED INFORMATION. THE INFORMATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF YOU ARE NOT THE INTENDED RECIPIENT, OR AN EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISCLOSURE, COPYING, DISTRIBUTION, OR THE TAKING OF ANY ACTION IN RELIANCE ON THE CONTENTS OF THE FACSIMILE DOCUMENTS IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS TRANSMISSION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE TO ARRANGE FOR RETURN OF THE ORIGINAL FACSIMILE DOCUMENTS TO US.

National Life Insurance Company and its affiliates
One National Life Drive
Montpelier, Vermont 05604



NATIONAL LIFE

National Life Insurance Company
One National Life Drive • Montpelier Vermont 05604

Kathy M Trussell
Senior Paralegal
Law Department – M500

Fax (802) 229-3743
Direct Dial (802) 229-3280
Email ktrussell@nationallife.com

November 3, 2005

Frank Kitelinger
VIA FACSIMILE 405-286-9839

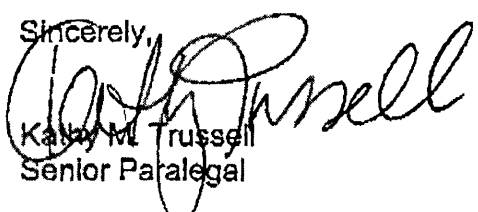
Re Fleming Companies Inc, et al
United States Bankruptcy Court for the District of Delaware
Case No 03-10945 (MFN)

Dear Mr Kitelinger

Per our telephone conversations, this letter is to confirm that National Life Insurance Company no longer claims an interest in the above bankruptcy as filed by a Proof of Claim on September 15, 2003, copy attached National Life's Claim was based on the fact that Fleming Companies, Inc was the guarantor on a lease The lease has now expired, thereby, releasing Fleming Companies' guarantee of the lease

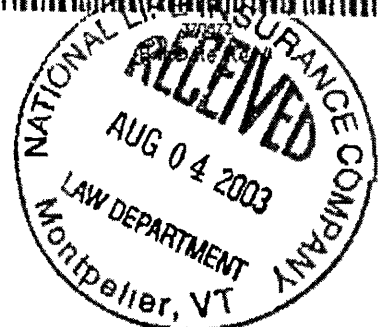
If further notice to the Court is required, please feel free to contact me

Sincerely,


Kathy M Trussell
Senior Paralegal

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF VERMONT

PROOF OF CLAIM



COPY

In re: Fleming Companies, Inc. et al. Case Number 03-10945(MFN)

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- Check box if you are aware that anyone else has filed a proof of claim relating to your claim... Check box if you have never received any notices from the bankruptcy court... Check box if this address differs from the address on the envelope sent to you by the court.

Name of Creditor and Address: NATIONAL LIFE INSURANCE CO ATTN KATHY SALLS - M500 ONE NATIONAL DR MONTPELIER, VT 05604

Creditor Telephone Number (802) 229-8250

CREDITOR TAX ID # 03-0144090 ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 329306

Check here if this claim replaces or amends a previously filed claim dated

1. BASIS FOR CLAIM: Goods sold, Services performed, Money loaned, Personal injury/wrongful death, Taxes, Other (describe briefly) Debtor is guarantor on lease.

2. DATE DEBT WAS INCURRED IF COURT JUDGMENT, DATE OBTAINED

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ (unsecured) \$ (secured) \$ (unsecured priority) \$ (total) undetermined - we have future claim, if lessee defaults on lease.

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.

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 above if any \$

6. UNSECURED PRIORITY CLAIM: Check this box if you have an unsecured priority claim. Specify the priority of the claim: Wages, salaries, or commissions (up to \$4,650*) earned within 90 days before filing of the bankruptcy petition... Contributions to an employee benefit plan... Up to \$2,100* of deposits toward purchase, lease, or rental of property... Allimony maintenance or support owed to a spouse... Taxes or penalties owed to governmental units... Other - Specify applicable paragraph of 11 U.S.C. § 507(a).

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.

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BY HAND OR OVERNIGHT DELIVERY TO: Bankruptcy Management Corporation 1330 East Franklin Avenue El Segundo, CA 90245

DATE SIGNED 9/12/03

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) Christopher M. Nerone, Asst. Secretary of the Corporation

FILED SEP 15 2003 RMC

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Fleming Company - Claim