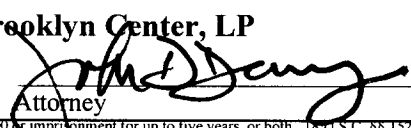
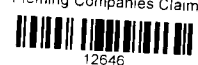


<b>United States Bankruptcy Court for the District of Delaware</b>		<b>PROOF OF CLAIM</b>	
<b>In re Fleming Companies, Inc , et al</b>		<b>Case Number 03-10945 (MFW)</b>	
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A request 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) <b>Brooklyn Center, LP</b> <b>c/o Equivest Management, Inc</b> <b>Attn Phil Rosen</b> <b>215 S Broad Street</b> <b>Philadelphia, PA 19107</b>		<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 type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	THIS SPACE IS FOR COURT USE ONLY
Address Where Notices Should be Sent <b>John D Demmy, Esq</b> <b>Stevens &amp; Lee, P C</b> <b>300 Delaware Ave</b> <b>8<sup>th</sup> Floor, Suite 800</b> <b>Wilmington, DE 19801</b>  <b>*And to Equivest at the address set forth above*</b>			
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR <b>N/A</b>		<input type="checkbox"/> Check here if this claim replaces a previously filed claim dated _____ <input type="checkbox"/> amends _____	
<b>1 BASIS FOR CLAIM</b> <input 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"/> Retiree benefits as defined in 11 U S C § 1114(a) <input type="checkbox"/> Wages salaries and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ (date) to _____ (date)			
<b>2 DATE DEBT WAS INCURRED</b> <b>See attached</b>		<b>3 IF COURT JUDGMENT DATE OBTAINED</b> <b>N/A</b>	
<b>4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED</b> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <b>\$2,113,672 93</b> Check this box if claim includes interest or other charges in addition to the principal amount of the claim (Total) Attached itemized statement interest or additional charges			
<b>5 SECURED CLAIM</b> <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 arrearages and other charges at time case filed included in secured claim if any _____  <b>UNSECURED NONPRIORITY CLAIM</b> <input type="checkbox"/> A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim		<b>6 UNSECURED PRIORITY CLAIM</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 300) *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 \$1 950* 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 of governmental units 11 U S C § 507(a)(8) <input type="checkbox"/> 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	
<b>7 CREDITS</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim			THIS SPACE IS FOR COURT USE ONLY <b>FILED</b> <b>SEP 15 2003</b> <b>BMC</b>
<b>8 SUPPORTING DOCUMENTS</b> 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			
<b>9 DATE STAMPED COPY</b> To receive an acknowledgment of the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim			
Date <b>September 12, 2003</b>	Sign and print name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any) <b>Brooklyn Center, LP</b> By  Its Attorney		Fleming Companies Claim  12646

**RESERVATION OF RIGHTS  
AND BRIEF SUMMARY OF CLAIM**

Brooklyn Center, LP ("BCLP"), as landlord, is a party with the Debtors, as lessee, to a certain unexpired non-residential real property lease (the "Lease") for certain premises located in Brooklyn Center, Minnesota (the "Leased Premises") As of the date of this claim BCLP has no knowledge or information either that the Debtor has assumed or rejected the Lease

BCLP's, for the purposes of this bankruptcy case, under Section 502(b)(6) of the Bankruptcy Code, is calculated as follows

**A Pre-Petition Amount Due**

**B Rejection Claim**

**Section 502(b)(6)(A)** Rent reserved under the Lease, plus common area maintenance ("CAM") and real estate taxes as required by the Lease, for one year

Rent	\$624,243 72
CAM	\$89,842 32
<u>RE Tax</u>	<u>\$224,850 98</u>
<b>Total</b>	<b>\$938,937 02</b>

**Section 502(b)(6)(A) 15% of Rent Reserved by the Lease**

See Attached Schedule **\$2,001,247 44**

**C Total Claim**

<b>Pre-Petition Amount Due</b>	<b>\$112,425 49</b>
<b><u>Rejection Claim</u></b>	<b><u>\$2,001,247 44</u></b>
<b>TOTAL</b>	<b>\$2,113,672 93</b>

BCLP further specifically reserves all its rights and remedies under the Lease and applicable federal and state law, notwithstanding the filing of this claim, and reserves its right to

amend this claim, or to assert any such other claim as may be appropriate, to assert all other claims it has or may have, whether administrative expense, cure, or general unsecured claims or otherwise in connection with Debtor's possession, occupancy or use of the Premises, the rejection of the Lease, if such may hereafter be rejected by the Debtor, and/or the surrender of the Premises to which the Lease relates, including without limitation, the right to seek contribution and/or indemnification as provided under the Lease for any claims asserted against BCLP and/or the right of specific performance of Lease covenants that survive any rejection of the Lease under Section 365 of the Bankruptcy Code as well as any claims that may arise therefrom

FLEMING MARKETS RENT SCHEDULE

YEAR	DATE	RENT	CAM	R/E TAXES	TOTAL	COMMENTS
YEAR 6	10/01/03-12/31/03	\$ 156 060 93	\$ 22,460 58	\$ 112 425 49	\$ 290,947 00	* Regarding R/E taxes see below
YEAR 7	01/01/04-12/31/04	\$ 624 243 72	\$ 89 842 32	\$ 224 850 98	\$ 938 937 02	
YEAR 8	01/01/05-12/31/05	\$ 624,243 72	\$ 89,842 32	\$ 224,850 98	\$ 938,937 02	
YEAR 9	01/01/06-12/31/06	\$ 624,243 72	\$ 89,842 32	\$ 224,850 98	\$ 938,937 02	
YEAR 10	01/01/07-08/21/07	\$ 400 057 63	\$ 57 577 17	\$ 143 535 02	\$ 601,169 82	
YEAR 11	08/22/07-12/31/08	\$ 871,792 56	\$ 122,107 47	\$ 306,166 94	\$ 1,300,066 97	
YEAR 12	01/01/09-12/31/09	\$ 640,250 04	\$ 89,842 32	\$ 224,850 98	\$ 954,943 34	
YEAR 13	01/01/10-12/31/10	\$ 640 250 04	\$ 89 842 32	\$ 224 850 98	\$ 954,943 34	
YEAR 14	01/01/11-12/31/11	\$ 640 250 04	\$ 89,842 32	\$ 224,850 98	\$ 954,943 34	
YEAR 15	01/01/12-08/21/12	\$ 410,315 50	\$ 57,577 17	\$ 143,535 02	\$ 611,427 69	
YEAR 16	08/22/12-12/31/13	\$ 893,588 28	\$ 122,107 47	\$ 306,166 94	\$ 1,321,862 69	
YEAR 17	01/01/14-12/31/14	\$ 656,256 24	\$ 89,842 32	\$ 224,850 98	\$ 970,949 54	
YEAR 18	01/01/15-12/31/15	\$ 656,256 24	\$ 89,842 32	\$ 224,850 98	\$ 970,949 54	
YEAR 19	01/01/16-12/31/16	\$ 656,256 24	\$ 89,842 32	\$ 224,850 98	\$ 970,949 54	
YEAR 20	01/01/17-08/21/17	\$ 420,573 51	\$ 57,577 17	\$ 143 535 02	\$ 621,685 70	
TOTAL		\$ 8,914,638 41	\$ 1,247,987 91	\$ 3,179,023 25	\$ 13,341,649 57	

LEASE YEAR	R/E TAXES PERIOD COVERED (AS EXAMPLE)
YEAR 6	01/01/02 -12/31/02
YEAR 7	01/01/03 -12/31/03
YEAR 8	01/01/04 -12/31/04

x 15%  
\$ 2,001,247.44

# STEVENS & LEE

A PROFESSIONAL CORPORATION

300 Delaware Avenue  
Suite 800, 8<sup>th</sup> Floor  
Wilmington, DE 19801  
(302) 654-5180 Fax (302) 654-5181  
www.stevenslee.com

Direct Dial (302) 425-3308  
Email [jdd@stevenslee.com](mailto:jdd@stevenslee.com)  
Direct Fax (610) 371-8515

September 12, 2003

*Via Federal Express*

BMC (Bankruptcy Management Corp )  
1330 East Franklin Avenue  
El Segundo, CA 90245

Re **Fleming Companies, Inc , et al , Case No 03-10-945 (MFW) (Bankr D Del )**

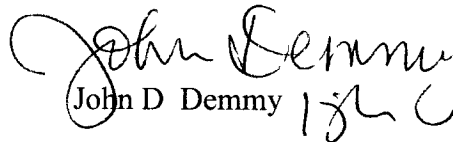
Dear Sirs and Mesdames

Enclosed for filing in the referenced case is an original and two copies of the Proof of Claim of Brooklyn Center, LP Please file the original Proof of Claim and keep a copy if you need one Please time stamp and return one or both of the copies (if you do not need one) to the undersigned in the envelope provided herewith

Please do not hesitate to contact me if you have any questions or comments about these matters

Sincerely,

STEVENS & LEE

  
John D Demmy JLD

JDD laz

cc Phil Rosen (via facsimile, w/out enc)

• Cherry Hill      • Harrisburg      • Lancaster      • Lehigh Valley      • Philadelphia  
• Reading      • Scranton      • Valley Forge      • Wilkes-Barre      • Wilmington

**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 January 12, 2006, document(s) were appended to Claim Number **12646** for the following reason(s)

- Stipulation and Settlement Order
- Proof of Payment
- Change of Address Update
- Stipulation re 45<sup>th</sup> Omnibus Objection
- Other Docket Number 12410 EOD 1/11/06

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

In re	) Chapter 11
	)
Fleming Companies, Inc , <u>et al</u> , <sup>1</sup>	) Case No 03-10945 (MFW)
	) (Jointly Administered)
Debtors	)
	) <b>Re. Docket Nos. 12017</b>
	)

**STIPULATION BY AND BETWEEN THE POST-CONFIRMATION TRUST AND  
JPMC 2002-CIBC4 GARDEN CITY RESOLVING FORTY-FIFTH OMNIBUS  
OBJECTION TO CLAIMS (SUBSTANTIVE) AND ALLOWING CLAIM IN REDUCED  
AMOUNT**

The Post-Confirmation Trust (the "PCT") of the above-captioned post-confirmation debtors (the "Debtors") together with JPMC 2002-CIBC4 Garden City ("Claimant"), by and through their undersigned counsel, hereby Stipulate to Resolve PCT's Forty-Fifth Omnibus Objection To Claims (Substantive) (DI 12017) (the "Claims Objection"), with respect to Claim No 12646 (the "Claim"), and allowing the Claim in a reduced amount (the "Stipulation"), and PCT and Claimant further stipulate as follows

WHEREAS, on April 1, 2003, the above-captioned Debtors, including Fleming Companies, Inc ("Fleming"), filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code, and

WHEREAS, on July 27, 2004, this court entered an order confirming the Debtors' and Official Committee of Unsecured Creditors' Third Amended and Revised Joint Plan of Reorganization of Fleming Companies, Inc and its Filing Subsidiaries under Chapter 11 of the

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<sup>1</sup> The former Debtors whose cases are still open are Core-Mark International, Inc , Fleming Companies, Inc , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core Mark Mid-Continent, Inc , General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc , and Minter-Weisman Co

Docket #12410 eod 1-11-06

United States Bankruptcy Code (the "Plan"), which Plan became effective on August 23, 2004, whereupon, the cash and other assets of the Debtors and their estates were transferred to the PCT, the RCT, or the Reorganized Debtors, as applicable, and

WHEREAS, during the Debtors' main cases, Brooklyn Center LP filed its Claim in the amount of \$2,113,672.93, which was assigned Claim No. 12646 by the Debtors' claims agent, and

WHEREAS, as set forth in that certain Notice of Transfer of Claim Pursuant to F.R.B.P. Rule 3001 dated December 11, 2003 (D.I. 4933), Claimant was substituted as the holder of the Claim, and

WHEREAS, on or about October 31, 2005, PCT filed the Claim Objection, and

WHEREAS, pursuant to the Claims Objection, PCT sought an Order from this Court reducing the Claim to \$1,957,877.00 and allowing such Claim as a general unsecured claim, and

WHEREAS, subsequent to filing the Claims Objection, PCT and Claimant, through their respective professionals, entered into negotiations respecting the Claim

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING, plus additional valuable consideration, the receipt and sufficiency of which is hereby acknowledged, PCT and Claimant hereby stipulate as follows

1 The Claims Objection is hereby withdrawn, solely to the extent that it relates to the Claim

2 The Claim shall be allowed as a general, unsecured claim in the amount of \$1,957,877.00, and shall be treated as an Allowed Class 6(A) Claim under the Plan



3 Neither this Stipulation, nor any other documents or filings related hereto, shall have any effect on the Claim Objection, except as described in decretal paragraphs 1 through 2 hereof

Dated January 11, 2006  
Wilmington, DE

PEPPER HAMILTON LLP



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David M Fourmer (No 2812)  
James C Carignan (No 4230)  
Hercules Plaza, Suite 5100  
1313 Market Street  
P O Box 1709  
Wilmington, DE 19899-1709  
(302) 777-6500

*Counsel to PCT*

LANDIS, RATH & COBB LLP



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Adam G Landis (No 3407)  
919 Market Street, Suite 600  
P O Box 2087  
Wilmington, DE 19899-2087  
(302) 467-4410

*Counsel to JPMC 2002-CIBC4 Garden City*

**CERTIFICATE OF SERVICE**

I, James C Carignan, hereby certify that on January 11, 2006, I caused to be served the Stipulation By And Between The Post-Confirmation Trust And JPMC 2002-CIBC4 Garden City Resolving Forty-Fifth Omnibus Objection To Claims (Substantive) And Allowing Claim In Reduced Amount, upon the following entity via regular, first-class mail

Adam G Landis, Esq  
Landis, Rath & Cobb LLP  
919 Market Street, Suite 600  
P O Box 2087  
Wilmington, DE 19899-2087

Dated January 11, 2006  
Wilmington, DE

A handwritten signature in black ink, appearing to read 'J. Carignan', written over a horizontal line.

James C Carignan (No 4230)