

UNITED STATES BANKRUPTCY COURT District of Delaware	<b>PROOF OF CLAIM</b>
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Name of Debtor <b>Fleming Companies, Inc , et al</b>	Case Number <b>03-10945</b>
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**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) <b>Redner s Markets, Inc</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.
Name and address where notices should be sent <b>c/o Barry W Sawtelle, Esquire Kozloff Stoudt 2640 Westview Drive P O Box 6286 Wyomissing, PA 19610</b>	
Telephone number <b>610-670-2552</b>	

Account or other number by which creditor identifies debtor	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____
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**1 Basis for Claim**

<input checked="" type="checkbox"/> Goods sold <input checked="" 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 compensations (Fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
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**2 Date debt was incurred**  
**09/13/2002**

**3 If court judgment, date obtained**

**4 Total Amount of Claim at Time Case Filed** \$ **169,029.49**

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 to setoff)

Brief Description of Collateral

Real Estate       Motor Vehicle  
 Other \_\_\_\_\_

Value of Collateral \$ **0.00**

Amount of arrearage and other charges at time case filed included in secured claim if any \$ **0.00**

**6 Unsecured Priority Claim**

Check this box if you have an unsecured priority claim

Amount entitled to priority \$ **0.00**

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 of 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 4/1/04 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.

**THIS SPACE IS FOR COURT USE ONLY**

**FILED**

**SEP 15 2003**

**BMC**

Fleming Companies Claim  
13071

Date <b>9/12/03</b>	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) <b>Barry W Sawtelle, Attorney for Creditor</b>
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FLEMING CREDITS NOT RECORDED IN EDWARDS

Store #	Date	Reference #	Cost	Retail
17	7/8/03	3007266	\$269 08	\$356 41
19	6/30/03	5056791	419 92	545 35
26	5/19/03	C691626	21	
26	6/19/03	1244653	36 04	46 81
26	6/19/03	1244658	42 42	55 09
26	6/19/03	1244657	34 51	44 82
26	6/19/03	1244660	35 7	46 36
26	6/19/03	1244662	92 18	119 72
26	6/19/03	1244661	54 73	71 08
26	6/19/03	1244663	72 81	94 56
26	6/19/03	1244664	90 75	117 86
26	6/19/03	1244659	36 02	46 78
26	6/19/03	1244654	24 92	32 37
26	6/19/03	1244655	34 51	44 82
26	6/19/03	1244656	64 03	83 15
26	6/23/03	MEAT	48 94	63 56
31	6/27/03	C687534	87 2	
31	6/1/03	GROCERY	158 14	205 38
33	4/25/03	687597	8 4	11 88
33	6/30/03	4028603	213 46	277 22
34	6/26/03	1016679	76 75	99 68
34	4/25/03	C671999	207 92	297 03
39	7/2/03	7098036	94 26	122 42
39	5/16/03	C705358	7 56	11 88
39	5/2/03	C676888	153 4	237 6
42	6/17/03	6082487	163 82	212 75
42	5/30/03	C676749	27 8	
42	5/11/03	B667297	11 04	
42	5/5/03	B667290	11 04	
42	4/14/03	B667278	26 64	
47	4/28/03	C676724	100 14	142 92
47	5/7/03	C705352	54 6	78 18
47	5/28/03	13062	42 92	83 16
47	5/29/03	C676732	9 45	13 47
50	6/27/03		628 54	816 28
55	6/1/03		351 04	455 9
55	6/1/03		88 43	114 85
55	6/1/03		72 63	94 32
55	6/1/03		2 42	3 14
55	6/1/03		124 35	161 49
60	7/9/03	8014553	148 68	194 41
61	4/24/03	C671997	11 04	
61	6/26/03	7568456	8 31	11 2
61	6/24/03	7568318	10 96	14 24
61	6/26/03	7568455	134 96	175 27

62	5/28/03	C705374	14 74	
62	5/28/03	C705373	90 59	129 42
62	4/29/03	C676886	33 96	
62	6/20/03	1007494	145 74	189 27
63	4/3/03	C691512	74 47	97 02
63	6/26/03	GROCERY	624 37	810 87
63	6/26/03	GROCERY	128 93	167 44
63	6/27/03	GROCERY	30 15	39 15
63	6/30/03	MEAT	50 71	65 86
63	7/2/03	GROCERY	146 95	190 85
66	6/20/03	3254760	9 91	12 87
66	6/20/03		80 43	104 45
66	6/20/03		27 83	36 14
66	6/20/03		100 87	131
66	6/20/03		114 41	148 59
66	6/20/03		105 27	136 71
66	5/29/03	529132	446 35	
70	6/20/03	1010021	93 86	121 9
70	6/16/03	1010001	48 35	62 79
70	6/21/03	1010028	14 87	19 31
70	6/24/03	10039	127 27	165 28
70	6/1/03		415 67	539 83
70	6/20/03	1010018	224 97	292 17
70	7/10/03	1010108	60 98	79 2
70	5/28/02	B645840	35 82	51 78
72	6/17/03	11013204	314 75	408 76
72	6/23/03		294 49	382 45
72	6/24/03	11013239	214 85	279 74
72	6/19/03		235 1	305 32
75	6/18/03	1045606	114 66	148 91
75	6/24/03	1045646	231 88	301 14
75	6/24/03		273 09	354 66
77	6/30/03	1026182	12 23	15 88
77	6/24/03	1025134	478 76	621 76
79	6/20/03	1012501	27 44	35 64
79	6/29/03	1012524	37 85	49 16
78	6/18/03	3121298	27 6	35 85
78	6/1/03		183 43	239 05
80	6/17/03	1012553	528 52	686 42
80	5/13/03	C691621	123 58	
80	5/20/03	C691629	52	
80	5/20/03	C691628	21 48	
81	5/17/03	C691754	279 68	399 54
81	5/2/03	C687948	92 41	132 01
81	5/2/03	C687949	96 92	138 46
81	5/30/03	C691766	43 17	61 67
81	6/19/03	1360566	46 87	60 87
81	6/19/03	1360567	53 63	69 65
85	6/28/03	1013165	95 66	124 24



		Grand Total	\$14 882 19	✓

HAVE NOT BEEN TAKEN IN REDNECK BOOKS  
 =  
 9/10/03

0 00 >  
 14,882 19 -  
 13,902 00 -  
 23,700 00 -  
 8,500 00 -  
 7,898 13 -  
 34,767 81 -  
 34,767 81 -  
 34,767 81 -  
 13,263 60 -  
 12,220 23 -  
 146 40 -  
 1,855 06 -  
 190 68 -  
 29,285 8 -  
 152,000 00 -

✓ 14,882 19 - CREDITS FROM ABOVE  
 13,902 00 - A/R - BAD CHECK (PAID SOLD TO COM)  
 23,700 00 - ADV  
 8,500 00 - BAD CHECK  
 7,898 13 - CROSSDOLK  
 34,767 81 1/2 VOL REBATE  
 34,767 81 " " "  
 13,263 60 FREE PRODUCT SETS -  
 12,220 23 " " "  
 146 40  
 1,855 06  
 190 68  
 29,285 8

\$ 169,029 49

FLEMING CREDITS ALREADY TAKEN					
Date	Check #	Statement #	Credit #	\$ Amount	Type
4/15/03	127640	94044	64497	\$4,050 00	Advertising
4/22/03	128319	94488	64666	\$4,050 00	Advertising
4/29/03	128962	94937	64827	\$4,050 00	Advertising
5/6/03	129504	95384	64986	\$4,050 00	Advertising
5/13/03	130189	95831	65143	\$6 050 00	Advertising
5/20/03	130846	96274	65308	\$6,050 00	Advertising
5/29/03	131694	96705	65463	\$6 050 00	Advertising
6/17/03	133591	97137		\$23 700 00	Advertising
			Total	\$58,050 00	
Date	Check #	Statement #	Credit #	\$ Amount	Type
5/20/03	130846	96274		\$8 507 00	Bad Check
5/20/03	130846	96274		\$7 898 13	Crossdock rebate
5/20/03	130846	96274		\$34,767 81	1/2 of volume rebate
5/29/03	131694	96705		\$34 767 81	Balance of volume rebate
5/29/03	131694	96705	139477	\$2,066 50	Grocery credit
			Total	\$88,007 25	
			Grand Total	\$146 057 25	

2x

\*  
NOT ON  
FLEM STMT

109,640.75

NOT RECOGNIZED BY FLEMING  
ON THEIR STATEMENTS.

CREDITS ON FLEMING STATEMENTS WHICH WERE NOT ACKNOWLEDGED					
Date	Store #	Invoice #	Statement	Amount	Information
4/9/03	47	514764	688	\$13,263 60	Free set
4/16/03	47	517287	688	\$12,220 23	Free set
4/16/03	47	517288	688	\$146 40	Free set
4/16/03	47	517289	688	\$1,855 06	Free set
4/16/03	47	517290	688	\$190 68	Free set
4/25/03	47	520086	688	\$2,928 58	Free set
1/8/03	690	223010	678	\$13,902 00	Returned check
				\$44,506 55	

**Kozloff Stoudt**  
ATTORNEYS AT LAW PROFESSIONAL CORPORATION

September 12, 2003

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

E-mail  
bsawtelle@kozloffstoudt.com

Re Fleming Companies, Inc  
Our File No. 08006-190

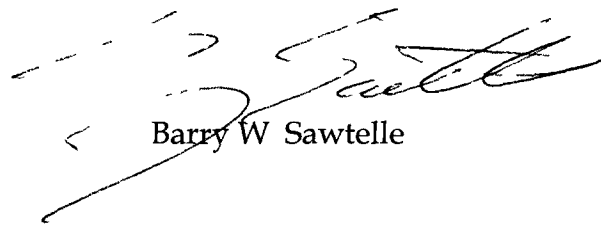
Dear Sirs

Enclosed please find the Proof of Claim of Redner's Markets, Inc in the above-referenced matter. Kindly file and process the same.

Thank you for your assistance.

Very truly yours,

KOZLOFF STOUDT  
Professional Corporation



Barry W Sawtelle

BWS s

Enclosure

cc Mr Roger Pasquale  
James R Fegley, Esquire