

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

PROOF OF CLAIM



206884

In re
Fleming Companies, Inc

Case Number
03-10945

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.

Name of Creditor and Address

Edward W Valanzola
Bradley Operating Limited Partnership
535 Boylston Street, 10th Floor
Boston, MA 02116

0354668006684

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.

Creditor Telephone Number (617) 247-2200

CREDITOR TAX ID #

043306041

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

28800014

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)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (Fill out below)

Your social security number _____

Commercial Real Estate Lease in White Bear Hills Shopping Center
Unpaid compensation for services performed from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED 6/26/91

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE

\$ 9,525 56 (unsecured) \$ _____ (secured) \$ 9,525 56 (unsecured priority) \$ 9,525 56 (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

FILED

SEP 15 2003

BMC

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)

Richard J. Mason - Attorney for Bradley Operating Limited Partnership

Fleming Companies Claim



13095

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

EXHIBIT A

Lease White Bear Hills Shopping Center

Status This lease has not been assumed or rejected at this time

General Unsecured Claim

4/12/2002	Common Area Maintenance	\$2,706 23
4/12/2002	Common Area Maintenance	\$2,370 61
4/12/2002	Insurance	\$389 95
4/12/2002	Insurance	\$389 95
6/3/2002	Insurance	\$5 01
7/3/2002	Insurance	\$5 40
8/9/2002	Insurance	\$5 20
9/1/2002	Minimum Rent	\$3,647 95
9/10/2002	Common Area Maintenance	\$5 01
12/19/2002	Common Area Maintenance	\$0 13
1/9/2003	Common Area Maintenance	<u>\$0 12</u>
		<u>\$9,525 56</u>

White Bear Hills Shopping Ctr
 7071 Collection Center Drive
 Chicago, IL 60693



9/10/2003

ACCOUNT NUMBER

FLEMING COMPANIES INC MN-029
 Mgr, Lease Administration
 c/o The Staubach Company
 1945 Lakepointe Drive
 Lewisville TX 75057

28800014

MAKE CHECKS PAYABLE TO Bradley Operating Limited Partnership

BALANCE DUE

9,525 56

Date	Code	Description	Charges	Payments	Amount Due
4/12/2002	CAM	May 2001 CAM	2,706 23	0 00	2 706 23
4/12/2002	CAM	April 2001 CAM	2,370 61	0 00	2,370 61
4/12/2002	INS	April 2001 Insurance	389 95	0 00	389 95
4/12/2002	INS	May 2001 Insurance	389 95	0 00	389 95
6/3/2002	IRE	April 2002 Insurance	459 32	454 31	5 01
7/3/2002	IRE	May 2002 Insurance	459 32	453 92	5 40
8/9/2002	IRE	June 2002 Insurance	459 32	454 12	5 20
9/1/2002	RNT	Minimum Rent	21 887 85	18 239 90	3,647 95
9/10/2002	CRE	July 2002 CAM	3,847 23	3,842 22	5 01
12/19/2002	CRE	November 2002 CAM	2 567 26	2,567 13	0 13
1/9/2003	CRE	December 2002 CAM	2 463 77	2 463 65	0 12

Statement Date 9/10/2003 ACCOUNT NUMBER

Please send this portion of the statement with your remittance

FLEMING COMPANIES, INC | MN-029

28800014

Total Amount Due \$9 525 56

REMIT PAYMENT TO

Bradley Operating Limited Partnership
 7071 Collection Center Drive
 # 28800014
 Chicago, IL 60693

Current	30	60	90	120	BALANCE DUE
0 00	0 00	0 00	0 00	9 525 56	9 525 56