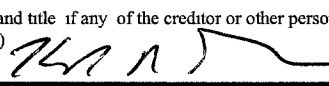



United States Bankruptcy Court For the District of Delaware		PROOF OF CLAIM
Name of Debtor Fleming Companies Inc et al	Case Number 03 10945	This space is for Court Use Only
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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) Gator Coon Partners Ltd	<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 checked="" 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 Kyle R. Grubbs Esq Frost Brown Todd LLC 2200 PNC Center, 201 E 5 th Street Cincinnati OH 45202 Telephone number (513) 369-4906	Account or other number by which creditor identifies debtor Rainbow #31	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated _____
1 Basis for Claim <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 checked="" type="checkbox"/> Other <u>Lease Obligations</u>	<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 SS# _____ - _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
2 Date debt was incurred 2003	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ <u>190,720.02</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below. <input type="checkbox"/> 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 <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 arrearage and other charges at time case filed included in secured claim if any \$ _____	7 Unsecured Priority Claim <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ <u>15,303.34</u> Specify the priority of the claim: <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <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 owed to governmental units. 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> 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.	Date 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).  Kyle R. Grubbs Attorney In Fact
This Space Is for Court Use Only <div style="text-align: center; font-size: 2em; font-weight: bold;">FILED</div> <div style="text-align: center; font-size: 1.5em; font-weight: bold;">SEP 15 2003</div> <div style="text-align: center; font-size: 2em; font-weight: bold;">BMC</div> <div style="text-align: center; font-size: 0.8em;">Fleming Companies Claim</div>  13285		Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**GATOR COON PARTNERS, LTD
RAINBOW #31
3030 111TH AVENUE NW
COON RAPIDS, MN 55433**

POST-PETITION CHARGES

AMOUNT	TYPE	PERIOD
\$15,303 34	Real Estate Tax	1/1/03 – 6/30/03

POST-PETITION TOTAL \$15,303 34

REJECTION DAMAGES

AMOUNT	TYPE	PERIOD	RATE
\$144,810 00	Base Rent & CAM	One Year	\$12,067 50 X 12 months
\$30,606 68	Real Estate Tax	One Year	\$15,303 34 per half year

REJECTION DAMAGES TOTAL \$175,416 68



Gator Investments

**VIA FACSIMILE (405) 840-7266 AND
REGULAR MAIL**

April 7 2003

Fleming Companies, Inc
c/o Staubach Company, MN 004
1945 Lakepoint Drive
Lewisville, TX 75057

**RE 2003 REAL ESTATE TAX EXPENSE RECONCILIATION
COON RAPIDS VILLAGE SHOPPING CENTER**

Dear Tenant

Enclosed please find a breakdown of the first half of the 2003 Real Estate Tax Expense Reconciliation for your premises at Coon Rapids Village Shopping Center

In accordance with the terms of your Lease Agreement, you are obligated to pay your proportionate share of this expense thirty (30) days prior to the due date for payment. The total amount due is \$15,303.34. Please remit payment in full upon receipt of this notice.

If you should have any questions, please do not hesitate to call.

Sincerely,

Yesenia Bonilla

Lease Administrator
GATOR COON PARTNERS LTD
BY GATOR COON INVESTORS, INC
GENERAL PARTNER

Enclosure

**2003 REAL ESTATE TAX RECONCILIATION
COON RAPIDS VILLAGE SHOPPING CENTER**

RAINBOW FOODS, #131

1ST HALF 2003 REAL ESTATE TAX EXPENSE	\$ 24,528 13
SHOPPING CENTER GLA	53,200
TENANT'S SQUARE FOOTAGE	33,192
TENANT'S PRO-RATA SHARE	\$ 15,303 34
AMOUNT BILLED/PAID DURING 2003	\$ <u>0 00</u>
<u>TOTAL AMOUNT DUE</u>	<u>\$ 15,303 34</u>

**BREAKDOWN OF 2003
REAL ESTATE TAX EXPENSE**

1ST HALF R E TAXES (PAYABLE MAY 15 2003)	\$ 24,528 13
2ND HALF R E TAXES (PAYABLE OCTOBER 15 2003)	<u>24,528 12</u>
PIN #R16-31-24-33-0019	
<u>TOTAL REAL ESTATE TAX EXPENSE</u>	<u>\$ 49,056 25</u>



Gator Investments

FACSIMILE TRANSMITTAL SHEET

TO
Real Estate Department

FROM
Yesenia Bonilla, ext #47
Lease Administrator

COMPANY
Fleming Companies, Inc
c/o Staubach Company

DATE
April 7, 2003

FAX NUMBER
972-906-2303

TOTAL NO. OF PAGES INCLUDING COVER
3

PHONE NUMBER

SENDER'S REFERENCE NUMBER

RE
RAINBOW FOODS , #131

RE
COON RAPIDS VILLAGE SHOPPING CENTER
COON RAPIDS, MN

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

NOTES/COMMENTS

PLEASE SEE ATTACHED

If should have any questions or need additional information please do not hesitate to contact me at (305) 949-9049, ext 47 or email me at ybonilla@gatorinv.com

HP Fax Series 900
Plain Paper Fax/Copier

Fax History Report for
GATOR INVESTMENTS
305 948 6478
Apr 07 2003 8 49am

Last Fax

<u>Date</u>	<u>Time</u>	<u>Type</u>	<u>Identification</u>	<u>Duration</u>	<u>Pages</u>	<u>Result</u>
Apr 7	8 47am	Sent	19729062303	1 47	3	OK

Result

OK - black and white fax

FROST BROWN TODD LLC

2200 PNC Center
201 E Fifth Street
Cincinnati Ohio 45202-4182
(513) 651-6800
Facsimile (513) 651-6981
www.frostbrowntodd.com

KYLE R GRUBBS
kgrubbs@fbtlaw.com
(513) 369-4906

September 12, 2003

VIA UPS

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

**RE Fleming Companies, Inc , et al
Case No 03-10945 (MFW)
(Jointly Administered)**

Ladies and Gentlemen

Enclosed please find three original proofs of claim for filing in the above-referenced case. Please file-stamp the three originals and return one file stamped copy of each claim in the enclosed envelope.

If you have any questions or need any additional information, please do not hesitate to contact me at the number listed above.

Very truly yours,

FROST BROWN TODD LLC

By *Kyle R Grubbs*
Kyle R Grubbs

Enclosures

CmLibrary/1326514.1