UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor **FLEMING COMPANIES, INC**	Case Number **03-10945(MFW)**	
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 **TYCO HEALTHCARE RETAIL GROUP, INC**	☐ 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 and address where notices should be sent **Gretchen M Santamour, Esquire** **Kevin H Buraks, Esquire** **Wolf, Block, Schorr and Solis-Cohen LLP** **1650 Arch Street, 22nd Floor** **Philadelphia, PA 19103** **(215) 977-2467**	☐ Check box if you have never received any notices from the bankruptcy court in this case ■ 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
Account or other number by which creditor identifies debtor	Check here ☐ replaces if this claim ☐ amends a previously filed claim, dated _____	
1 Basis for Claim ■ Goods sold ☐ Services performed ☐ Money loaned ☐ Personal injury/wrongful death ☐ Taxes ☐ Other See attached	☐ Retiree benefits as defined in 11 U S C § 1114(a) ☐ Wages, salaries, compensation (fill out below) Your SS#_____ _____ _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	
2 Date debt was incurred Various pre-petition dates	**3 If court judgment, date obtained Not applicable**	
4 Total Amount of Claim at Time Case Filed $695,000 00 If all or part of your claim is secured or entitled to priority, also complete Items 5 and 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, if any $_____	**6 Unsecured Priority Claim** ☐ Check this box if you have an unsecured priority claim Amount entitled to priority $_____ Specify the priority of the claim ☐ 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) ☐ Contributions to an employee benefit plan - 11 U S C § 507(a)(4) ☐ 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) ☐ 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 other applicable paragraph of 11 U S C § 507(a)(1)	
7 Credits The amount of all payments on this claim has been credited and deducted for the purposes of making this proof of claim **8 Supporting Documents** *Attach copies of supporting documents* such as promissory notes purchase orders invoices itemized statements or running accounts contracts court judgments mortgages security agreements sand evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If 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
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) Gretchen M Santamour/Kevin H Buraks K-B	Fleming Companies Claim 13404
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		

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UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re	CHAPTER 11
FLEMING COMPANIES, INC ,	CASE NO 03-10945 (MFW)
Debtors	

ATTACHMENT TO PROOF OF CLAIM OF TYCO HEALTHCARE RETAIL GROUP, INC

Tyco Healthcare Retail Group, Inc ("Claimant") files this Proof of Claim with reservation of Claimant's right to assert that certain amounts of the Debtors' obligation to Claimant constitute a reclamation claim, as more specifically set forth in Claimant's timely filed reclamation claim The Debtors have filed a Motion for Entry of Order with Respect to the Reclamation Claims Filed in the Debtors' Cases, which objects to portions of Claimant's reclamation claim

Claimant reserves all rights to amend, supplement and modify this claim, and to exercise any and all set-offs and related rights with respect to the claim

The documents supporting this Proof of Claim are too voluminous to be attached hereto, but are generally described as any and all documents reflecting or otherwise related to the Claim, including, but not limited to, purchase orders, invoices, itemized statements of account, and any and all documents needed to support the claim

Wolf Block

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September 12, 2003

VIA OVERNIGHT DELIVERY

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

Re: Fleming Companies, Inc

Dear Sir/Madam

Enclosed please find an original and one copy of the Proof of Claim of Tyco Healthcare Retail Group, Inc Kindly file the original of record, and return a time-stamped copy to me in the enclosed self-addressed, stamped envelope

Thank you for your time and assistance

Very truly yours,

Kevin H Buraks
For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

KHB/khb
Enclosure