

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF Delaware **PROOF OF CLAIM**

Name of Debtor Retail Supermarkets, Inc Case Number 03-10970-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 USC § 503

Name of Creditor (The person or other entity to whom the debtor owes money or property) The Procter & Gamble Dist Co
 Name and address where notices should be sent G.M. JONES
8500 Governors Hill DR
Cant, OH 45249
 Telephone number 513.774.1782

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
 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 a previously filed claim dated _____
 amends

1 Basis for Claim
 Goods sold
 Services performed
 Money loaned
 Personal injury/wrongful death
 Taxes
 Other _____

Retiree benefits as defined in 11 USC § 1114(a)
 Wages, salaries, and compensation (fill out below)
 Your SS # _____
 Unpaid compensation for services performed from _____ (date) to _____ (date)

2 Date debt was incurred Proved to 4-1-03 **3 If court judgment, date obtained** _____

4 Total Amount of Claim at Time Case Filed \$ 329,608.99
 It 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, 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 \$4 650) * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor s business, whichever is earlier 11 USC § 507(a)(3).
 Contributions to an employee benefit plan 11 USC § 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 USC § 507(a)(6)
 Alimony, maintenance, or support owed to a spouse former spouse or child 11 USC § 507(a)(7)
 Taxes or penalties owed to governmental units 11 USC § 507(a)(8)
 Other Specify applicable paragraph of 11 USC § 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) G M JONES, Credit Mgr [Signature]

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FILED
SEP 15 2003
BMC
 Filing Companies Claim

 13860

The Procter Gamble Distributing Company
Proof Of Claim /Summary Schedules
The Fleming Companies

Retail Supermarkets, Inc

Case # 03-10970 MFW

P&G Account Number	Division	Invoices, Deductions, LDI Credits	Other Miscellaneous Credits	Disputed/ Reconciled BDF Claims	Valid BDF Claims	Proof of Claim Amount
2744787	Lincoln	(\$306 02)				(\$306 02)
2744761	Oklahoma City	\$25,598 63		\$0 00	(\$46,795 58)	(\$21,196 95)
2744662	Phoenix	\$36,240 00				\$36,240 00
2744746	Kansas City	\$4,944 40			(\$2,792 00)	\$2,152 40
2749349	Miami			(\$675 00)		(\$675 00)
4084448	Waukesha	\$355,750 73	(\$270 30)	(\$223 60)	(\$41,862 27)	\$313,394 56
	Totals	\$422,227 74	(\$270 30)	(\$898 60)	(\$91,449 85)	\$329,608 99

Fleming/Procter Gamble

Bankruptcy Claim Schedule

Invoices, Deductions,

Retail Supermarkets, Inc

Case # 03-10970 MFW

ARNO	NAME	CITY	ST	TT	RS	RECNO	AMT BAL	
2744761	FLEMING FOODS	D OKLAHOMA CITY	OK	IN		09878510	\$1,090 17	
2744761	FLEMING FOODS	D OKLAHOMA CITY	OK	IN		11154510	\$2,180 34	
2744761	FLEMING FOODS	D OKLAHOMA CITY	OK	IN		15606310	\$1,453 61	
2744761	FLEMING FOODS	D OKLAHOMA CITY	OK	IN		47945710	\$17,604 00	
2744761	FLEMING FOODS	D OKLAHOMA CITY	OK	IN		68091910	\$2,180 34	
2744761	FLEMING FOODS	D OKLAHOMA CITY	OK	IN		89443610	\$1,090 17	
							<u>\$25,598 63</u>	\$25,598 63

The Procter Gamble Distributing Company

Valid Reconciled BDF Claims

2744761 Tulsa	TUS311310	\$268 32	\$0 00	Retail Supermarkets, Inc Case # 03-10970
2744761 Tulsa	TUS371910	\$134 16	\$0 00	
2744761 Tulsa	TUS433210	\$1,245 00	\$0 00	
2744761 Tulsa	TUS500110	\$268 32	\$0 00	
2744761 Tulsa	TUS621810	\$134 16	\$0 00	
2744761 Tulsa	TUS633110	\$1,245 00	\$0 00	
Total		\$3,294 96	\$0 00	

Fleming/Procter Gamble

Bankruptcy Claim Schedule

Invoices, Deductions,

Retail Supermarkets, Inc

Case # 03-10970 MFW

ARNO	NAME	CITY	ST	TT	RS	RECNO	AMT BAL	
2744662	FLEMING FOODS	D PHOENIX	AZ	IN		22867210	\$18,120 00	
2744662	FLEMING FOODS	D PHOENIX	AZ	IN		68424010	\$18,120 00	
							<u>\$36,240 00</u>	\$36,240 00

Fleming/Procter Gamble

Bankruptcy Claim Schedule

Invoices, Deductions,

Retail Supermarkets, Inc

Case # 03-10970 MFW

ARNO	NAME	CITY	ST	TT	RS	RECNO	AMT BAL	
2744746	FLEMING FOODS	D KANSAS CITY	MO	IN		84664610	\$1,803 20	
2744746	FLEMING FOODS	D KANSAS CITY	MO	IN		92547410	\$3,141 20	
							<u>\$4,944 40</u>	\$4,944 40

Fleming/Procter Gamble

Bankruptcy Claim Schedule

Invoices, Deductions,

Retail Supermarkets, Inc

Case # 03-10970 MFW

ARNO	NAME	CITY	ST	TT	RS	RECNO	AMT BAL
4084448	FLEMING FOODS,	WAUKESHA	WI	DD		12096600	\$1,788 48
4084448	FLEMING FOODS,	WAUKESHA	WI	DD		26901600	\$1,341 36
4084448	FLEMING FOODS,	WAUKESHA	WI	DD		49399630	\$1,860 00
4084448	FLEMING FOODS,	WAUKESHA	WI	DD		66355600	\$1,185 86
4084448	FLEMING FOODS,	WAUKESHA	WI	DD		70730800	\$1,564 92
4084448	FLEMING FOODS,	WAUKESHA	WI	DD		71711010	\$149 04
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		13096010	\$5,590 24
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		20840810	\$8,229 22
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		27824210	\$15,318 15
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		30865710	\$23,184 23
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		37483710	\$17,632 06
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		39907910	\$11,644 81
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		43393110	\$15,315 90
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		44178810	\$17,673 42
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		44319210	\$17,673 42
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		75149210	\$17,797 50
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		80837210	\$15,318 15
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		83802210	\$22,233 74
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		87009810	\$38,332 92
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		89404010	\$17,675 55
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		89490110	\$43,094 50
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		91540810	\$26,850 72
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		91811710	\$15,318 15
4084448	FLEMING FOODS,	WAUKESHA	WI	IN		94111210	\$18,978 39
							<u>\$355,750 73</u>

\$355,750 73

**Fleming/Procter Gamble
Other Miscellaneous Credits**

4084448	GOD026433	217 50	217 50
4084448	GOD035439	20 10	0 00
4084448	GOD3100135	66 88	52 80
Total		304 48	270 30

**Retail Supermarkets, Inc
Case# 03-10970 MFW**

The Procter Gamble Distributing Company

Valid Reconciled BDF Claims

4084448	Milwaukee	GOD020245	\$1,155 60	\$0 00	Retail Supermarkets, Inc Case # 03-10970 MFW
4084448	Milwaukee	GOD020369	\$1,170 45	\$0 00	
4084448	Milwaukee	GOD021422	\$240 00	\$0 00	
4084448	Milwaukee	GOD021593	\$1,680 00	\$0 00	
4084448	Milwaukee	GOD021772	\$550 00	\$0 00	
4084448	Milwaukee	GOD022330	\$604 00	\$0 00	
4084448	Milwaukee	GOD022634	\$72 00	\$0 00	
4084448	Milwaukee	GOD023015	\$332 64	\$0 00	
4084448	Milwaukee	GOD023193	\$514 80	\$0 00	
4084448	Milwaukee	GOD023284	\$498 96	\$0 00	
4084448	Milwaukee	GOD023364	\$110 88	\$0 00	
4084448	Milwaukee	GOD023388	\$450 00	\$0 00	
4084448	Milwaukee	GOD023394	\$237 60	\$0 00	
4084448	Milwaukee	GOD023558	\$79 20	\$0 00	
4084448	Milwaukee	GOD023867	\$195 00	\$134 16	
4084448	Milwaukee	GOD023939	\$341 28	\$0 00	
4084448	Milwaukee	GOD024088	\$170 64	\$0 00	
4084448	Milwaukee	GOD024344	\$150 00	\$89 44	
4084448	Milwaukee	GOD024443	\$43 20	\$0 00	
4084448	Milwaukee	GOD046956	\$243 00	\$0 00	
4084448	Milwaukee	GOD047042	\$572 00	\$0 00	
4084448	Milwaukee	GOD047223	\$100 00	\$0 00	
4084448	Milwaukee	GOD047388	\$427 00	\$0 00	
4084448	Milwaukee	GOD047398	\$345 87	\$0 00	
4084448	Milwaukee	GOD047399	\$325 44	\$0 00	
4084448	Milwaukee	GOD047407	\$5,103 00	\$0 00	
4084448	Milwaukee	GOD047414	\$124 80	\$0 00	
4084448	Milwaukee	GOD047415	\$32 62	\$0 00	
4084448	Milwaukee	GOD047426	\$114 40	\$0 00	
4084448	Milwaukee	GOD047885	\$1,573 00	\$0 00	
4084448	Milwaukee	GOD262158	\$2,000 00	\$0 00	
Total			\$19,557 38	\$223 60	