B10 (Official Form 10) (Rev 04/01)

UNITED STATES BANKRUPTCY COURT For the District of Delaware	PROOF OF CLAIM
In re: See Attached	Case Number See Attached

NOTE: This claim 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

Creditor Name (Person or entity debtor owes): Retail Supermarkets, 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.
Address Line 1: 1945 Lakepointe Drive	☐ Check box if you have never received any notices from the bankruptcy court in this case.
Address Line 2:	☐ Check box if the address differs from the address on the envelope sent to you by the court
Address Line 3:	
City, ST ZIP: Lewisville, Texas 75057-6424	

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

Check here if this claim ☐ replaces ☐ amends a previously filed claim dated: _____

1. BASIS FOR CLAIM

☐ Goods sold ☐ Personal injury/wrongful death ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)

☐ Services performed ☐ Taxes ☐ Wages, salaries, and compensation (Fill out below)

Your social security No. _____

☐ Money loaned ☒ Other (Describe Briefly)

Unpaid compensation for services performed from _____ (date) to _____ (date)

2. Date Debt Incurred: (MMDDYY)

3. If Court Judgment, Date Obtained:

4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

☒ SECURED CLAIM
Attach evidence of perfection of security interest
Brief Description of Collateral:

☐ Real Estate ☐ Motor Vehicle ☐ Other (Describe briefly)

Amount of arrearage and other charges at time case filed included in secured claim above, if any $ Unliquidated - See Attached

☒ UNSECURED NONPRIORITY CLAIM
A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

☒ UNSECURED PRIORITY CLAIM - Specify the priority of the claim.

☐ Wages, salaries, or commissions (up to $4,650) earned not more than 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)(5)

☐ Taxes or penalties of governmental units - 11 U.S.C. § 507 (a)(7)

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)_____

5. AMOUNT OF CLAIM AT TIME CASE FILED: Unliquidated - See Attached

(Secured) (Unsecured Nonpriority) (Unsecured Priority)

☐ Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interest. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. TIME-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	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)
10-14-03	Kristen E. Lee, VP

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FILED
OCT 15 2003
BMC

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.

Fleming Companies Claim

14619

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
Fleming Companies, Inc , et al ,[1]	)	Case No 03-10945 (MFW)
	)	(Jointly Administered)
Debtors	)	

Creditor[2] is filing this proof of claim against each of the Debtors[3] in these cases, each of which is listed below along with the case number corresponding to its respective filing, in its own right and as subrogee of the rights of the Secured Lenders[4] and Indenture holders

LIST OF EACH DEBTOR AND ITS CHAPTER 11 CASE NUMBER

Name of Debtor	Chapter 11 Case No
CORE-MARK INTERNATIONAL, INC	Case No 03-10944 (MFW)
FLEMING COMPANIES, INC	Case No 03-10945 (MFW)
ABCO FOOD GROUP, INC	Case No 03-10946 (MFW)
ABCO MARKETS, INC	Case No 03-10947 (MFW)
ABCO REALTY CORP	Case No 03-10948 (MFW)

1 The Debtors are the following entities Core-Mark International, Inc , Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , Dunigan Fuels, Inc , Favar Concepts, Ltd , Fleming Foods Management Co , L L C , Fleming Foods of Texas, L P , Fleming International, Ltd , Fleming Supermarkets of Florida, Inc , Fleming Transportation Service, Inc , Food 4 Less Beverage Company, Inc , Fuelserv, Inc , General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc Minter-Weisman Co , Piggly Wiggly Company, Progressive Realty, Inc , Rainbow Food Group, Inc , Retail Investments, Inc , Retail Supermarkets, Inc , RFS Marketing Services, Inc , and Richmar Foods, Inc

2 As defined in the Attachment to this Proof of Claim

3 For purposes of clarification for the Debtors claims and notice agent, Creditor is not seeking to file a pro claim in its own case

4 As defined in the Addendum to Proof of Claim

LIST OF EACH DEBTOR AND ITS CHAPTER 11 CASE NUMBER

Name of Debtor	Chapter 11 Case No
ASI OFFICE AUTOMATION, INC	Case No 03-10949 (MFW)
C/M PRODUCTS, INC	Case No 03-10952 (MFW)
CORE-MARK INTERRELATED COMPANIES, INC	Case No 03-10951 (MFW)
CORE-MARK MID-CONTINENT, INC	Case No 03-10950 (MFW)
DUNIGAN FUELS, INC	Case No 03-10973 (MFW)
FAVAR CONCEPTS, LTD	Case No 03-10953 (MFW)
FLEMING FOODS MANAGEMENT CO , L L C	Case No 03-10954 (MFW)
FLEMING FOODS OF TEXAS, L P	Case No 03-10955 (MFW)
FLEMING INTERNATIONAL, LTD	Case No 03-10956 (MFW)
FLEMING SUPERMARKETS OF FLORIDA, INC	Case No 03-10958 (MFW)
FLEMING TRANSPORTATION SERVICE, INC	Case No 03-10957 (MFW)
FOOD 4 LESS BEVERAGE COMPANY, INC	Case No 03-10959 (MFW)
FUELSERV, INC	Case No 03-10960 (MFW)
GENERAL ACCEPTANCE CORPORATION	Case No 03-10961 (MFW)
HEAD DISTRIBUTING COMPANY	Case No 03-10963 (MFW)
MARQUISE VENTURES COMPANY, INC	Case No 03-10962 (MFW)
MINTER-WEISMAN CO	Case No 03-10964 (MFW)
PIGGLY WIGGLY COMPANY	Case No 03-10965 (MFW)
PROGRESSIVE REALTY, INC	Case No 03-10966 (MFW)
RAINBOW FOOD GROUP, INC	Case No 03-10967 (MFW)
RETAIL INVESTMENTS, INC	Case No 03-10968 (MFW)
RETAIL SUPERMARKETS, INC	Case No 03-10970 (MFW)

LIST OF EACH DEBTOR AND ITS CHAPTER 11 CASE NUMBER

Name of Debtor	Chapter 11 Case No
RFS MARKETING SERVICES, INC	Case No 03-10971 (MFW)
RICHMAR FOODS, INC	Case No 03-10972 (MFW)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
Fleming Companies, Inc , et al ,[1]	)	Case No 03-10945 (MFW)
	)	(Jointly Administered)
Debtors	)	

ADDENDUM TO PROOF OF CLAIM

A Background

1 On April 1, 2003 (the "Petition Date"), the above-referenced debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors") filed their respective voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and commenced the above-captioned Chapter 11 cases (the "Chapter 11 Cases") These Chapter 11 Cases have been consolidated for administrative purposes only

2 Creditor[2] is one of the Debtors in these cases [3]

3 Proofs of claim substantially similar to this proof of claim are being filed by each Debtor in these cases (a) to provide notice of the potential claims described herein, (b) to preserve, for the applicable party, the right to assert such claims, and (c) to preserve Creditor's

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1 The Debtors are the following entities Core-Mark International, Inc , Fleming Companies, Inc , ABCO Food Group, Inc , ABCO Markets, Inc , ABCO Realty Corp , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , Dunigan Fuels, Inc , Favar Concepts, Ltd , Fleming Foods Management Co , L L C , Fleming Foods of Texas, L P , Fleming International, Ltd , Fleming Supermarkets of Florida, Inc , Fleming Transportation Service, Inc , Food 4 Less Beverage Company, Inc , Fuelserv Inc , General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc , Minter-Weisman Co , Piggly Wiggly Company, Progressive Realty, Inc , Rainbow Food Group, Inc Retail Investments, Inc , Retail Supermarkets, Inc , RFS Marketing Services, Inc , and Richmar Foods, Inc

2 Creditor is the creditor whose name and address are listed on the proof of claim

3 The Debtors other than Creditor, are each a "Remaining Debtor" and collectively, the "Remaining Debtors "

rights as subrogees of the rights of the Secured Lenders (as defined below) and Indenture holders

B. Existing Debt Facilities

4 The Debtors and their non-debtor subsidiaries historically have generated some of the cash necessary to finance operations by incurring certain debt obligations primarily through bank loans and through the issuance of a series of indentures from time to time Accordingly, as of the Petition Date, the Debtors were party to or a guarantor under numerous prepetition financing arrangements, including secured bank debt arising under a credit facility and obligations arising under a series of unsecured indentures Each of the foregoing types of indebtedness are described more fully below

(1) Credit Facility

5 On June 18, 2002, Fleming Companies, Inc ("Fleming") entered into a $975 million secured credit facility with a syndicate of banks led by J P Morgan (the "Secured Lenders") to refinance the then existing $850 million senior secured credit facility (the "Prepetition Credit Agreement") Under the terms of the Prepetition Credit Agreement, the Secured Lenders made loans and advances to Fleming and issued or caused to be issued letters of credit on Fleming's behalf, secured by first priority security interests and liens on all or substantially all of the then existing and after acquired accounts receivable, inventory, instruments and chattel paper evidencing accounts receivable or into which any accounts receivable have been, or hereafter are, converted securities, limited liability company interests, partnership interests, security entitlements, financial assets and investment property, and all proceeds and products of any of the foregoing (the "Prepetition Collateral") The Prepetition Collateral includes all of the proceeds of the collateral existing before and after the commencement of the Chapter 11 Cases The Debtors, other than Fleming, that are subsidiaries

of Fleming, issued guarantees of the obligations of Fleming under the Prepetition Credit Agreement

6 As of the Petition Date, Fleming's entire obligation to the Secured Lenders under the Prepetition Credit Agreement was approximately $604 million Of this entire obligation, $219 million remained outstanding under the revolving loan, $229 million remained outstanding under the term loan, and $146 million remained outstanding under certain letters of credit

(2) Indentures

7 Fleming has further issued a series of indentures (each an "Indenture" and collectively, the "Indentures") to raise funds necessary for operations The Debtors, other than Fleming, issued guarantees of the Indentures Outstanding obligations under these Indentures are as follows

(a) 10-1/8% senior notes due in 2008 Fleming entered into that certain Indenture, dated as of March 15, 2001, in which Fleming issued 10-1/8% senior notes due in 2008 The Debtors received $355 million from the sale of these notes These notes are unsecured senior notes guaranteed by all of Fleming's Debtor subsidiaries As of the Petition Date, Fleming was obligated to pay interest on the Indenture on April 1 and October 1 of each year

(b) 9-1/4% senior notes due in 2010 Fleming entered into that certain Indenture, dated as of June 18, 2002, in which Fleming issued 9-1/4% senior notes due in 2010 Fleming received $200 million from the sale of these notes These notes are unsecured senior notes guaranteed by all of Fleming's Debtor subsidiaries As of the Petition Date, Fleming was obligated to pay interest on the Indenture on June 15 and December 15 of each year

(c) 10-5/8% senior subordinated notes due in 2007 (two series) Fleming entered into that certain Indenture, dated as of October 15, 2001, in which Fleming issued two series of 10-5/8% senior subordinated notes due in 2007 Fleming received an aggregate total of $400 million in exchange for these notes These notes are unsecured senior subordinated notes guaranteed by all of Fleming's Debtor subsidiaries As of the Petition Date, Fleming was obligated to pay interest on the Indenture on January 31 and July 31 of each year

(d) 5-1/4% convertible senior subordinated notes due in 2009 Fleming entered into that certain Indenture, dated as of March 15, 2001, in which Fleming issued 5-1/4% convertible senior subordinated notes due in 2009 Fleming received $150 million in exchange for these notes The holders of these notes may elect to convert the notes into the common stock of Fleming at an initial conversion price of $30 27 per share, subject to adjustment under certain circumstances as described in the Indenture The notes are unsecured convertible senior subordinated notes guaranteed by all of Fleming's Debtor subsidiaries As of the Petition Date, Fleming was obligated to pay interest on the Indenture on March 15 and September 15 of each year

(e) 9-7/8 senior subordinated notes due in 2012 Fleming entered into that certain Indenture, dated as of April 15, 2002, in which Fleming issued 9-7/8% senior subordinated notes due in 2012 Fleming received $260 million in exchange for these notes The notes are unsecured senior subordinated notes guaranteed by all of Fleming's Debtor subsidiaries As of the Petition Date, Fleming was obligated to pay interest on the Indenture on May 1 and November 1 of each year

C. The Claim

8 Creditor asserts this claim (the "Claim") pursuant to Federal Rule of Bankruptcy Procedure 3005 ("Rule 3005") against the Remaining Debtors on its own behalf and as subrogee of the Secured Lenders and the Indenture holders

9 This Claim is for amounts, including, but not limited to (a) amounts owed by any Remaining Debtor as of the Petition Date pursuant to either the Prepetition Credit Agreement or an Indenture and (b) other amounts which may form the basis of a Claim under Rule 3005 including, but not limited to, claims, if any, for setoff, recoupment, subrogation, contribution or other claims relating to or arising under guarantees or payment by Creditor of obligations of any Remaining Debtor or its subsidiaries and/or indemnification agreements provided by Creditor for the benefit of any Remaining Debtor or its subsidiaries

10 As of the date hereof, other than as described above, the Claim set forth herein is currently unliquidated Creditor is in the process of attempting to liquidate such Claim Accordingly, the final amount of this Claim may be in a greater amount than the amounts that are stated herein Creditor does not waive any of its rights (or the rights of any applicable third party) to recover with respect to any of the foregoing claims by not asserting specific amounts therefor at this time

11 Creditor reserves the right to amend and/or supplement this proof of claim and to assert on its own behalf or on the behalf of any applicable third party, any and all other claims (including, but not limited to, contingent, unliquidated or disputed claims) of whatever kind or nature that Creditor (or such applicable third party) has, or may have, against any Remaining Debtor, including, but not limited to, claims that come to Creditor's attention or that arise after the filing of this proof of claim, including, but not limited to, claims for subrogation, contribution or other claims relating to or arising under guarantees and/or indemnification

agreements provided by Creditor for the benefit of any Remaining Debtor or its subsidiaries The filing of this proof of claim shall not be deemed a waiver of any such claims

12 This proof of claim is not intended to be, and shall not be construed as (a) an election of remedies, (b) a waiver of defaults or (c) a waiver or limitation of any rights, remedies, claims, defenses or interests of Creditor (or any applicable third party), including, without limitation, any such remedies, claims, defenses or interests provided by or under any plan of reorganization and/or any order

13 Neither this proof of claim nor any subsequent amendment hereof, appearance, pleading, claim, or lawsuit is intended to waive Creditor's (or any applicable third party's) (a) right to have final orders in non-core matters entered only after de novo review by the District Court, (b) right to trial by jury in any proceeding so triable herein or in any case, controversy or proceeding related hereto, (c) right to have the reference withdrawn by the District Court in any matter subject to mandatory or discretionary withdrawal, or (d) any other rights, claims, actions, defenses, setoffs or recoupments to which Creditor (or applicable third party) is or may be entitled to under any plan of reorganization, order or agreement which rights, claims, actions, defenses, setoffs and recoupments Creditor expressly reserves on its own behalf and on the behalf of any applicable third party

14 All orders, notices, objections, responses and other pleadings or papers with respect to this proof of claim should be served on

Kirsten Richesson
Vice President and Associate General Counsel
Fleming Companies, Inc
P O Box 299013 (Zip Code 75029)
1945 Lakepointe Drive
Lewisville, TX 75057