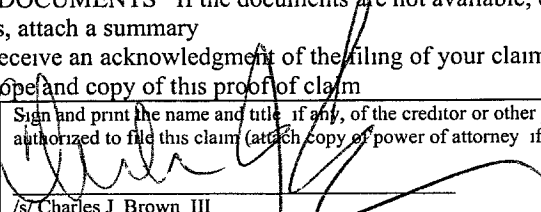



UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES, INC , et al		Case Number 03-10945 Jointly Administered
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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) R J Turner & Sons, Inc	<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 type="checkbox"/> Check box if the address differs from the address on the envelope.	
Name and address where notices should be sent R J Turner & Sons, Inc c/o Lee J Viorel Lowther Johnson, LLC 901 St Louis Street, 20th Floor Springfield, MO 65806	<input checked="" type="checkbox"/> replaces Check here if this claim <input checked="" type="checkbox"/> amends a previously filed claim filed August 5 2003 regarding Default under lease	
Telephone number (417) 866 7777	THIS SPACE IS FOR COURT USE ONLY	
Account or other number by which creditor identifies debtor MO 169 6494		
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 Damages for rejection of Sub Lease SEE EXHIBIT A <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 _____ to _____ (date) (date)		
2 Date debt was incurred <u>May 5, 1999</u>	3 If court judgment, date obtained _____	
4 Total Amount of Claim at Time Case Filed <u>\$100,000.00. (approximately)</u> If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below Contingent and Unliquidated <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 of 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 \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <input type="checkbox"/> Alimony maintenance or support owed to governmental units 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 type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a) (_____) <small>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small>
7 Credits The amount of all payments of 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.		THIS SPACE FOR COURT USE ONLY RECEIVED DEC 01 2003 BMC
Date November 19 2003	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)  /s/ Charles J Brown III	
Penalty for presenting fraudulent claim Fine of up to \$50 000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 3571		

Fleming Companies Claim

 14890

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

-----Definitions-----

<i>Debtor</i>	<i>Secured Claim</i>	<i>Unsecured Claim</i>
The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.	A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.	If a claim is not a secure claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.
<i>Creditor</i> a creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.	Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim.)	<i>Unsecured Priority Claim</i> Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as Unsecured Nonpriority Claims.
<i>Proof of Claim</i> A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.		

Items to be completed in Proof of Claim form (if not already filled in)

<p>Court, Name of Debtor, and Case Number Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.</p> <p>Information about Creditor Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.</p> <p>1 Basis for Claim Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.</p> <p>2 Date Debt Incurred Fill in the date when the debt first was owed by the debtor.</p> <p>3 Court Judgments If you have a court judgment for this debt, state the date the court entered the judgment.</p>	<p>4 Total Amount of Claim at Time Case Filed Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.</p> <p>5 Secured Claim Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).</p> <p>6 Unsecured Priority Claim Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.</p> <p>7 Credits By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit or all payments received from the debtor.</p> <p>8 Supporting Documents You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available you must attach an explanation of why they are not available.</p>
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EXHIBIT "A"

Rejection Damages for Sublease

On May 5, 1999, Fleming Companies, Inc (hereinafter "Fleming" or "Debtor") and R J Turner & Sons, Inc (hereinafter "Turner" or "Retailer") entered into a Sublease Agreement (hereinafter "Agreement") wherein Debtor agreed to provide to Turner the use of facilities located at 1730 S Campbell, Springfield, MO 65807

The terms of the Agreement were to last until 11 59 p m on June 30, 2007 Debtor, on or about September 29, 2003 sent a notice of intent to reject That letter is attached hereto Thereafter the Court entered an order terminating and rejecting the executory contract as of September 30, 2003 A copy of the order is attached

Turner has sold the business and the buyer has entered into a new lease with landlord

This claim is filed for any rejection damages which Turner has suffered since the rejection date and up until the time of Turner's sale Any such damages would include the loss of income or proceeds from Turner's ability to assign the favorable sublease to Turner's purchaser and any and all other damages which flow from the rejection

This debt is contingent and unliquidated

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

**In re: Fleming Companies, Inc. et al.
Case No. 03-10945-(MFW)-11**

DOCUMENTS APPENDED TO CLAIM

On May 25, 2006, document(s) were appended to Claim Numbers **2235, 2237, 14886, 14887, 14888, 14889 and 14890** for the following reason(s)

- Stipulation and Order
- Proof of Payment
- Change of Address Update
- Notice of Withdrawal of Claims
- Other Docket Number 12980 EOD 5/25/06

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

In re)	Chapter 11
)	
Fleming Companies, Inc , <u>et al</u> , ¹)	Case No 03-10945 (MFW)
)	(Jointly Administered)

**NOTICE OF WITHDRAWAL OF R.J. TURNER & SONS, INC.'S CLAIMS
NUMBERED 2235, 2237, 14886, 14887, 14888, 14889 AND 14890**

R J Turner & Sons, Inc ("Turner"), by and through its counsel, Lowther Johnson, LLC and Elzufon Austin Reardon Tarlov & Mondell, P A , hereby withdraws its previously filed proofs of claims, claim numbers 2235 (filed on or about August 5, 2003), 2237 (filed on or about August 5, 2003), 14886 (filed on or about November 19, 2003), 14887 (filed on or about November 19, 2003), 14888 (filed on or about November 19, 2003), 14889 (filed on or about November 19, 2003) and 14890 (filed on or about November 19, 2003)

[SIGNATURE PAGE TO FOLLOW]

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 fo 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

Docket 12980
eod 5-25-06

Dated May 8, 2006

ELZUFON AUSTIN REARDON
TARLOV & MONDELL, P A

/s/ Charles J Brown, III
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And

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