


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc		Case Number 03-10945
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) Piggly Wiggly Kmdr, Piggly Wiggly Marksville, and Piggly Wiggly Kaplan		<div style="text-align: center; font-size: 2em; font-weight: bold;">FILED</div> <div style="text-align: center; font-size: 1.2em;">DEC 01 2003</div> <div style="text-align: center; font-size: 2em; font-weight: bold;">BMC</div> <p style="text-align: center; font-size: 0.8em;">THIS SPACE IS FOR COURT USE ONLY</p>
Name and Address where notices should be sent Mr Marvin Lyons, President Piggly Wiggly 1705 Pomciana Mamou, LA 70554		
Telephone number		<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 sent to you by the court.
Account or other number by which creditor identifies debtor		Check here <input type="checkbox"/> replaces if this claim a previously filed claim dated <u>9/15/03</u> <input checked="" type="checkbox"/> amends <u>claim # 12642</u>
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>FSA and Note</u>		
2 Date debt was incurred Various		3 If court judgment, date obtained
4 Total Amount Of Claim At Time Case Filed <u>\$277,590.00 plus unliquidated amounts See attached Exhibit A</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. Attached itemized statement of all interest or additional charges.		
5 Secured Claim <input checked="" 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 checked="" type="checkbox"/> Other <u>Right of setoff against the Note and any outstanding accounts</u> Value of Collateral \$ <u>Balance of Note plus outstanding accounts</u> Amount of arrearages 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 \$4,650) *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(c)(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 of governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other specify applicable paragraph of 11 U.S.C. § 507(a) <i>* 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</i>
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
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 <u>11/24/03</u>	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) Stevens & Lee, P C By <u>[Signature]</u> Marnie E Simon	
		Fleming Companies Claim  14908

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

EXHIBIT "A"
PROOF OF CLAIM FOR PIGGLY WIGGLY KINDER, PIGGLY WIGGLY
MARKSVILLE, AND PIGGLY WIGGLY KAPLAN
FSA #5112

1)	Balance of Note	The Piggly Wiggly Entities reserve their right to assert the balance remaining on the Note
2)	Hard Cost To Change to New Supplier Affiliated Foods Southwest	\$154,590 00
3)	Labor Costs	\$5,000 00
4)	Costs related to switching private labels	\$12,000 00
5)	Loss of Sales	\$96,000 00
6)	Loss relating to markdowns from unavailable product	\$10,000 00
7)	Future Loss of Revenue and Profits	Unliquidated
	Total Direct Damages	\$277,590 00 plus accrued interest on Note

ALL AMOUNTS ARE SECURED BY RIGHT OF SETOFF AGAINST NOTE AND
OUTSTANDING ACCOUNTS

STEVENS & LEE

A PROFESSIONAL CORPORATION

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November 26, 2003

VIA FEDERAL EXPRESS

Bankruptcy Management Corporation ("BMC")
1330 East Franklin Avenue
El Segundo, CA 90245

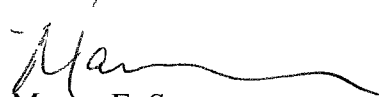
Re Fleming Companies, Inc
Bankruptcy No. 03-10945

Dear Sir or Madam

Enclosed please find an original and one copy of our client's Proof of Claim. Please file the original and return a time stamped copy to me in the enclosed self addressed stamped envelope. Thank you.

Very truly yours,

STEVENS & LEE



Marnie E. Simon

MES ec
Enclosure

- Cherry Hill
- Reading
- Harrisburg
- Scranton
- Lancaster
- Valley Forge
- Lehigh Valley
- Wilkes-Barre
- Philadelphia
- Wilmington