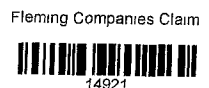


<b>United States Bankruptcy Court, District of Delaware</b>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>FLEMING COMPANIES, INC</b>	Case Number <b>03-10945 (MFW)</b>	
<p><b>NOTE</b> This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>		
Name of Creditor (The person or other entity to whom the debtor owes money or property) <b>Honeywell, Inc</b>	<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.	THIS SPACE IS FOR COURT USE ONLY
Name and Address Where Notices Should be Sent c/o Jenner & Block One IBM Plaza Chicago IL 60611 Attn: Michael S Terrien  Telephone No (312) 923 2628		
Account or other number by which creditor identifies debtor <b>VARIOUS</b>	Check here if this claim <input type="checkbox"/> amends <input type="checkbox"/> replaces a previously filed claim dated _____	
<p><b>1 BASIS FOR CLAIM</b></p> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Your social security number _____ <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <b>Rejection Damages</b> _____ Unpaid compensation for services performed from _____ (date) to _____ (date) <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114 (a)		
<b>2 DATE DEBT WAS INCURRED</b> November 4, 2003	<b>3 IF COURT JUDGMENT, DATE OBTAINED</b>	
<p><b>4 Total Amount of Claim at Time Case Filed</b>                      <b>\$ unliquidated</b>                  If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.</p> <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 or additional charges.		
<p><b>5 Secured Claim</b></p> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right to 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 above if any \$ _____	<p><b>6 Unsecured Priority Claim</b></p> <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(a)(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 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) _____ 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.	
<p><b>7 CREDITS</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.</p> <p><b>8 SUPPORTING DOCUMENTS</b> 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. ANY ATTACHMENT MUST BE 8 1/2" BY 11".</p> <p><b>9 DATE STAMPED COPY</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and an additional copy of this proof of claim.</p>		THIS SPACE IS FOR COURT USE ONLY  <b>FILED</b> DEC 04 2003  <b>BMC</b>
Date <b>12/03/2003</b>	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).  m s Terrien	



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

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**REJECTION DAMAGES CLAIM**

This claim arises from the rejection, as of October 31, 2003, pursuant to order entered on or about November 4, 2003, of the contracts identified on Exhibit A attached hereto. It is in an unliquidated amount because, to date, the Debtors have not provided the claimant, Honeywell, Inc ("Honeywell"), with sufficient information to identify the contracts, from among the over 160 contracts between Honeywell and the Debtors. Exhibit A identifies the rejected contracts only by the Debtors' internal contract numbers and, as a result, Honeywell is not at this time able to specify the amount of its rejection damages. Honeywell hereby reserves the right to amend this claim upon receipt, from the Debtors, of information sufficient for it to identify the contracts listed on Exhibit A.

Dated December 3, 2003

/s/ Michael S Terrien

Michael S Terrien  
Michael C Rupe  
Jenner & Block, LLC  
One IBM Plaza  
Chicago, Illinois 60611  
(312)222-9350  
Fax (312)923-2728

**EXHIBIT A**

*In re Fleming Companies, Inc*  
Chapter 11 Action, Case # 03-10945 (MFW)

**Honeywell Rejected Contracts**  
*(per §365(a) Order, 10/17/03)*

Master Type	Number	Creditor	Division Use	Description	Address	City	State	Zip
HONEYWELL	1878	Honeywell, Inc	Chicago	Security System Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	1986	Honeywell, Inc	La Crosse	Installation & Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	1987	Honeywell, Inc	North Carolina	Equipment Lease	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	1988	Honeywell, Inc	North Carolina	Equipment Lease	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	1989	Honeywell, Inc	NE Maryland	Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2271	Honeywell, Inc	UNKNOWN	Installation & Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2272	Honeywell, Inc	UNKNOWN	Installation & Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2273	Honeywell Inc	UNKNOWN	Installation & Service Agreement a/c 130-01-24332-00	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2275	Honeywell, Inc	UNKNOWN	80 Ton Chiller Replacement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2276	Honeywell, Inc	UNKNOWN	Access Control	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2277	Honeywell Inc	UNKNOWN	Access Control	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2278	Honeywell Inc	UNKNOWN	Access Control	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2279	Honeywell, Inc	UNKNOWN	Access Control	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2280	Honeywell, Inc	UNKNOWN	Access Control	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2281	Honeywell, Inc	UNKNOWN	Access Control Fire Monitoring Security & Camera System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2282	Honeywell, Inc	UNKNOWN	Access BA & CCTV System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2283	Honeywell, Inc	UNKNOWN	Add to CCTV job	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2284	Honeywell Inc	UNKNOWN	Camera System w/ Monitors	6600 N Broadway Ext	Oklahoma City	OK	73116

Master Type	Number	Creditor	Division Use	Description	Address	City	State	Zip
HONEYWELL	2285	Honeywell Inc	UNKNOWN	Cameras	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2286	Honeywell, Inc	UNKNOWN	CCTV System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2287	Honeywell, Inc	UNKNOWN	EST Fire System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2288	Honeywell, Inc	UNKNOWN	Intrusion & Fire Protection	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2289	Honeywell, Inc	UNKNOWN	Monitored BA	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2290	Honeywell, Inc	UNKNOWN	Monitored BA & Fire System w/ cell backup	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2291	Honeywell, Inc	UNKNOWN	Monitored BA Fire CCTV	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2292	Honeywell, Inc	UNKNOWN	Monitored Fire System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2293	Honeywell, Inc	UNKNOWN	Monitored security & fire system	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2294	Honeywell, Inc	UNKNOWN	Purchase of additional access cards	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2295	Honeywell, Inc	UNKNOWN	Services & Protection	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2323	Honeywell, Inc	UNKNOWN	Sprinkler & Security Monitoring	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2324	Honeywell, Inc	UNKNOWN	Westinghouse 818 Access Control & Burglar Alarm System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2325	Honeywell, Inc	UNKNOWN	Installation & Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2326	Honeywell, Inc	UNKNOWN	Installation & Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2327	Honeywell, Inc	UNKNOWN	Installation & Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2328	Honeywell, Inc	UNKNOWN	Installation & Service Agreement	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2368	Honeywell, Inc	UNKNOWN	Installation & Service Agreement a/c 130-01 24366 00	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2369	Honeywell, Inc	UNKNOWN	Access Control System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2370	Honeywell, Inc	UNKNOWN	System Rewire	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2371	Honeywell, Inc	UNKNOWN	Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2372	Honeywell, Inc	UNKNOWN	Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2373	Honeywell, Inc	UNKNOWN	CCTV System Upgrade	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2374	Honeywell, Inc	UNKNOWN	Control Devices	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2375	Honeywell Inc	UNKNOWN	Fire Alarm System	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2376	Honeywell Inc	UNKNOWN	Fire monitoring closed circuit tv access control	6600 N Broadway Ext	Oklahoma City	OK	73116

Master Type	Number	Creditor	Division Use	Description	Address	City	State	Zip
HONEYWELL	2377	Honeywell, Inc	UNKNOWN	Location changes/additions	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2378	Honeywell Inc	UNKNOWN	Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2379	Honeywell, Inc	UNKNOWN	Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2380	Honeywell, Inc	UNKNOWN	Installation & Service Agreement a/c 130 01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2381	Honeywell, Inc	UNKNOWN	Installation & Service Agreement a/c 130-01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2382	Honeywell, Inc	UNKNOWN	Installation & Service Agreement a/c 130 01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2383	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2384	Honeywell, Inc	UNKNOWN	Installation & Service Agreement a/c 130 01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2385	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2386	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2387	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2388	Honeywell, Inc	Installation & Service Agreement Rider to Existing Contract 130-01		6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2389	Honeywell, Inc	UNKNOWN	Rewire	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2390	Honeywell, Inc	UNKNOWN	Removal of CMC Controllers	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2391	Honeywell, Inc	UNKNOWN	Smoke Detectors	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2392	Honeywell, Inc	UNKNOWN	Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2393	Honeywell, Inc	UNKNOWN	Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2394	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01 23177-08	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2395	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23177 09	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2396	Honeywell Inc	UNKNOWN	Installation of Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116

Master Type	Number	Creditor	Division Use	Description	Address	City	State	Zip
HONEYWELL	2397	Honeywell Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23295	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2398	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23321	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2399	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01 23348	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2400	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01- 23380	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2401	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23416	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2402	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01- 23439	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2403	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23478	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2404	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01- 23490	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2405	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01 23508	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2406	Honeywell Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23586 02	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2407	Honeywell Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23601	6600 N Broadway Ext	Oklahoma City	OK	73116

Master Type	Number	Creditor	Division Use	Description	Address	City	State	Zip
HONEYWELL	2408	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23624	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2409	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 2380	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2410	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23800	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2411	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23803	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2465	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 23803	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2466	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01-23874 00	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2467	Honeywell, Inc	UNKNOWN	Photo Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2468	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01-24331-03	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2469	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130-01 24331-06	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2470	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 24332-01	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2471	Honeywell, Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 24332-02	6600 N Broadway Ext	Oklahoma City	OK	73116

Master Type	Number	Creditor	Division Use	Description	Address	City	State	Zip
HONEYWELL	2472	Honeywell Inc	UNKNOWN	Installation & Service Agreement Rider to Existing Contract 130 01 09791-0	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2473	Honeywell, Inc	UNKNOWN	Access Cards	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2474	Honeywell, Inc	UNKNOWN	Access Control	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2475	Honeywell, Inc	UNKNOWN	Additional Equipment	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2476	Honeywell, Inc	UNKNOWN	Maintenance	6600 N Broadway Ext	Oklahoma City	OK	73116
HONEYWELL	2477	Honeywell, Inc	UNKNOWN	Schedule of Service & Protection	6600 N Broadway Ext	Oklahoma City	OK	73116

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