
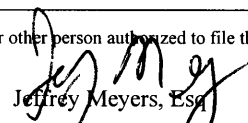


<b>United States Bankruptcy Court</b> District of <u>Delaware</u>		<b>AMENDED</b> <b>Administrative</b> <b>Expense Claim</b>	
Debtor against which claim is asserted <b>Fleming Companies, Inc et al</b>		Case Name and Number <b>03-10945</b>  Chapter <b>11</b>	
<b>NOTE</b> This form should not be used to make a claim in connection with a request for payment for goods or services provided to the Debtors prior to the commencement of the case. This Administrative Expense Claim (Supplemental Bar Date) form is to be used solely in connection with a request for payment of an administrative expense arising after commencement of the case pursuant to 11 U.S.C. § 503.			
Name of Creditor <i>(The person or other entity to whom the debtor owes money or property)</i>  <b>Scottsville Associates, Trevoese, PA</b>  <b>c/o Jeffrey Meyers</b> <b>Ballard Spahr Andrews &amp; Ingersoll, LLP</b> <b>1735 Market Street, 51<sup>st</sup> Floor</b> <b>Philadelphia, PA 19103</b>  Telephone No <b>215-864-8623</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 given 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 if this claim <input type="checkbox"/> replaces <input checked="" type="checkbox"/> amends a previously filed claim dated <u>9/15/2003</u>	
<b>1 BASIS FOR CLAIM</b> <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 (Described briefly) Add 1 Rent Due --Shopping Center Lease		Retiree benefits as defined in 11 U.S.C. § 1114(a)  Wages salaries and compensation (Fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date)	
<b>2 DATE DEBT WAS INCURRED</b> Various		<b>3 IF COURT JUDGMENT DATE OBTAINED</b> n/a	
<b>4 TOTAL AMOUNT OF ADMINISTRATIVE CLAIM \$ 115,753.87</b> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized of all additional charges.			
<b>5 Brief Description of Claim (attach any additional information)</b>  See attached			
<b>6 CREDITS AND SETOFFS</b> 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 amount that claimant owes to debtor.		<b>THIS SPACE IS FOR COURT USE ONLY</b>  <b>FILED</b>  <b>DEC 22 2003</b>  <b>BMC</b>  Fleming Companies Claim  15311	
<b>7 SUPPORTING DOCUMENTS</b> <i>Attach copies of supporting documents</i> such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments or evidence of security interests. 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".			
<b>8 DATE STAMPED COPY</b> To receive an acknowledgement of the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim.			
Date <u>12/1/2003</u>		Signed 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)   Jeffrey Meyers, Esq.	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 52 and 3571.

Schedule "A" to Amended Proof of Claim of  
Scottsville Associates  
(Trevoise S C )

**ADMINISTRATIVE PRIORITY CLAIM [§503]**

Rentals and other charges from the date of filing to the present date as per itemized statement attached as Exhibit A	\$115,753 87
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<b>TOTAL PRIORITY CLAIM</b>	<b><u>\$115,753 87</u></b>
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CLAIMANT RESERVES THE RIGHT TO AMEND THIS CLAIM

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SCOTTSVILLE ASSOCIATES

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1105 INDUSTRIAL HIGHWAY ● SOUTHAMPTON, PA 18966 ● TEL 215-355-8080 ● FAX 215-355-8093

SENT BY FEDERAL EXPRESS

September 11, 2003

Fleming Companies, Incorporated  
Accounts Payable Department  
5701 North Shartel Avenue  
Oklahoma City, Oklahoma 73118

Re Invoice  
Real Estate Taxes, Insurance & CAM – 2002 & 2003  
Trevoe Shopping Center  
Trevoe, Pennsylvania

Real Estate Taxes, Insurance and CAM 2002	\$ 51,156 00
Real Estate Taxes, Insurance and CAM 2003	<u>59,505 60</u>
Total Invoice	<u><u>\$ 110,661 60</u></u>

See Detail Attached

Please Remit To Scottsville Associates, 1105 Industrial Highway, Southampton, Pa 18966

## SCOTTVILLE ASSOCIATES

## FLEMING COMPUTATION FOR BILLING

## REAL ESTATE TAXES - INSURANCE - CAM

	2002	2003	TOTAL
SQUARE FOOTAGE SHOPPING CENTER	<u>68 500</u>		
SQUARE FOOTAGE SUPERMARKET	<u>19 600</u>		
REAL ESTATE TAXES			
SCHOOL TAXES - ASSESSMENT ( 177 500 )	82 069 61	87 079 37	
COUNTY & BORO TAXES - ASSESSMENT ( 177 500 )	21 672 44	22 674 39	
TOTAL TAXES	103 742 05	109 753 76	
TAXES PER SF	1 514	1 602	
SUPERMARKET TAXES ( 19 600 SF )	29 674 40	31 399 20	61 073 60
INSURANCE PREMIUMS	41 248 00	37 167 00	
INSURANCE PREMIUMS PER SF	0 602	0 543	
SUPERMARKET INSURANCE ( 19 600 SF )	11 799 20	10 642 80	22 442 00
CAM			
REPAIRS	5 155 00	5 413 00	
ELECTRIC	5 101 78	5 356 87	
PARKING LOT CLEANING	6 907 50	7 252 88	
FIRE HYDRANT	950 00	950 00	
LAWN CARE	8 319 04	8 734 99	
SNOW REMOVAL	2 640 00	28 296 00	
SECURITY MONITORING	4 759 98	4 997 98	
TOTAL CAM	33 833 30	61 001 72	
CAM PER SF	0 494	0 891	
SUPERMARKET CAM ( 19 600 SF )	9 682 40	17 463 60	27 146 00
TOTAL REAL ESTATE TAXES INSURANCE & CAM	<u>51 156 00</u>	<u>59 505 60</u>	<u>110 661 60</u>

SCOTTSVILLE ASSOCIATES  
1105 INDUSTRIAL HIGHWAY  
SOUTHAMPTON, PA 18966  
TELE 215-355-8080 FAX 215-355-8093

**SENT BY FEDERAL EXPRESS & FAX 972-906-2303**

**INVOICE**

**NOVEMBER 26, 2003**

Fleming Companies Incorporated  
Accounts Payable Department  
5701 North Shartel Avenue  
Oklahoma City, Oklahoma 73118

**ELECTRIC SERVICE**

PERIOD ENDED	JULY 14, 2003	769 63
PERIOD ENDED	AUGUST 13, 2003	414 32
PERIOD ENDED	SEPTEMBER 12, 2003	488 46
PERIOD ENDED	OCTOBER 14, 2003	1,303 95
PERIOD ENDED	NOVEMBER 11, 2003	1,115 91
PERIOD ENDED	NOVEMBER 30, 2003 - EST	<u>1,000 00</u>

TOTAL DUE 5,092 27

SEE COPIES OF ELECTRIC BILLS ATTACHED

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re ) Chapter 11  
 )  
Fleming Companies, Inc , et al ,<sup>1</sup> ) Case No 03-10945 (MFW)  
 ) (Jointly Administered)  
Debtors )  
 ) Re: Docket No. 6178

**AGREED ORDER DISALLOWING CLAIM NUMBER 13869**

1 On January 31, 2004, the Debtors filed their Second Omnibus Objection to Claims (the "Second Omnibus Objection")[Docket No 6178]

2 Scottsville Associates ("Scottsville") filed clam numbers 13869 and 15311 (the "Scottsville Claims") The Debtors objected to the Scottsville Claims as part of the Second Omnibus Objection After further discussions between counsel to the Debtors and counsel to Scottsville, the parties have agreed that (i) claim number 13869 shall be disallowed in its entirety and (ii) claim number 15311 (which amends claim number 13869) shall be allowed as a non-priority general unsecured claim in the amount of \$57,876 93 and as an administrative claim in the amount of \$57,876 94.

3 On February 24, 2005, this Court entered the Agreed Order Granting the Relief Sought in Debtors' Second Omnibus Objection to Claims (Substantive) As to Continued Objections (Docket No 10075) (the "2/24 Agreed Order") as submitted by the PCT The 2/24 Agreed Order allowed claim number 15311 as agreed, but failed to disallow claim number 13869

<sup>1</sup> The former Debtors whose cases are still open are Core-Mark International, Inc , Fleming Companies, Inc , ASI Office Automation, Inc , C/M Products, Inc , Core-Mark Interrelated Companies, Inc , Core-Mark Mid-Continent, Inc , General Acceptance Corporation, Head Distributing Company, Marquise Ventures Company, Inc , and Minter-Weisman Co

Docket 10735  
eod 4-4-05

claim 13869 is  
15311

NOW, THEREFORE, upon consideration of the Debtors' Second Omnibus Objection seeking entry of an order disallowing claim number 13869 and the parties agreement concerning the disallowance of said claim, and it appearing that this Court has jurisdiction over this matter pursuant to 28 U S C §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U S C § 157(b)(2), and it appearing that venue of the proceeding and the Second Omnibus Objection is proper pursuant to 28 U S C §§ 1408 and 1409, and due and proper notice having been given and no further notice being required, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that claim number 13869 shall be disallowed in its entirety, and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order

Dated. April 4, 2005

  
\_\_\_\_\_  
Honorable Mary F Walrath  
Chief United States Bankruptcy Judge