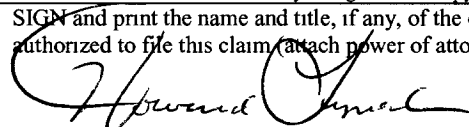


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		ADMINISTRATIVE CLAIM	
In re <b>Fleming Companies, Inc , et al †</b> Debtors		Chapter 11 Case Number Case No 03 10945 (MFW) (Jointly Administered)	
NOTE This form should only be used to make a claim for an administrative expense arising on or after April 1 2003 through and including October 31 2003 <b>IT SHOULD NOT BE USED FOR CLAIMS ARISING PRIOR TO APRIL 1, 2003</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach a 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 checked="" type="checkbox"/> Check box if this address differs from the address on the envelope sent to you by the court	
Name of Creditor and Address  <b>Fabri-Kal Corporation Plastics Place Kalamazoo, MI 49001</b>			
Creditor Telephone Number <b>(269) 385-5050</b>			
CREDITOR TAX ID # <b>38-1356592</b>	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here If this claim	<input type="checkbox"/> replaces or a previously filed claim dated _____ <input type="checkbox"/> amends
<b>1 BASIS FOR ADMINISTRATIVE CLAIM</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death/property damage <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages salaries and compensation (Fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Other (describe briefly) <input type="checkbox"/> Contractual or lease obligations                      Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date)			
<b>2 DATE DEBT WAS INCURRED</b> <b>3-27-2003</b>		<b>3 IF COURT JUDGMENT, DATE OBTAINED</b>	
<b>4 TOTAL AMOUNT OF ADMINISTRATIVE CLAIM</b>		<b>\$ 2,946.74</b> (Total)	
If all or part of your claim is secured, also complete Item 5 below <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			
<b>5 SECURED CLAIM</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of set off) Brief description of collateral _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> Other _____ Value of collateral \$ _____		<b>7 Offsets, Credits and Setoffs</b> <input type="checkbox"/> All payments made on this claim by the Debtors have been credited and deducted from the amount claimed herein <input type="checkbox"/> This claim is not subject to any setoff or counterclaim <input type="checkbox"/> This claim is subject to setoff or counter claim as follows _____ _____	
<b>6 Please identify the Debtor against whom your claim is asserted†</b> <u><b>Fleming Companies, Inc - Tulsa</b></u> <b>(03-10945)</b>		<b>8 This Administrative Proof of Claim</b> <input checked="" type="checkbox"/> is the first filed proof of claim evidencing the claim asserted herein <input type="checkbox"/> amends/supplements a proof of claim filed on _____ or <input type="checkbox"/> replaces/suspends a proof of claim filed on _____	
<b>9 Assignment</b> <input type="checkbox"/> If the claimant has obtained this claim by Assignment a copy is attached hereto		<b>THIS SPACE FOR COURT USE ONLY</b>	
DATE SIGNED  <b>December 18, 2003</b>	SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach power of attorney, if any)   <b>Howard Lynch, Credit Manager</b>		<b>FILED</b>  <b>DEC 22 2003</b>

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both 18 U.S.C. §§ 152 and 153

† Please refer to instructions on reverse side for a complete list of debtors

Fleming Companies Claim



15343

**BMC**



**INVOICE**

**SOLD TO**  
 Fleming Companies, Inc -Tulsa  
 PO Box 268959  
 Oklahoma City OK 73126

**SHIP TO**  
 Fleming-Tulsa  
 420 S 145 E Avenue  
 Tulsa OK 74108

Number 90141956  
 Cust # 102600  
 Date 03/27/2003  
 Cust PO # 084861  
 FK Order # 96144  
 FK BOL # 80130635  
 Rep # 006  
 Ship Pt Greenville Warehouse  
 Shipped Via Yellow Freight  
 Pro # 0571777784  
 Frt Terms PPD To Destination  
 Total Wt(Net) 1,812 lbs  
 Total Wt(Gross) 2,063 lbs  
 Total Cases 158

**TERMS 2% 10 Net 30 DAYS**

QUANTITY	PT#	DESCRIPTION	UNIT PRICE	AMOUNT
30 CS	9505103	PK24T-C CLR 24OZ POLYPROP DELI	25 65	769 50
30 CS	9505107	PK16S-W* WHT 16Z POLYPROP DELI	15 12	453 60
10 CS	9505114	PK12S-CLR 12OZ POLYPROP DELI 5	14 58	145 80
88 CS	9505261	PE LID-FLSH FLUSHFILL 500/CS	17 93	1,577 84

If paid in full by 04/06/2003 deduct 58 93

We hereby certify that these goods were produced in compliance with all applicable requirements of Section 6 7 and 12 of the Fair Labor Standards Act as amended and of Regulations and Orders of the United States Department of Labor issued under Section 14 thereof

**TOTAL USD 2,946 74**

**REMIT TO**  
 FABRI-KAL CORPORATION  
 22978 NETWORK PLACE  
 CHICAGO, IL 60673-1229

#102600  
 Fleming Companies, Inc -T  
 Inv #90141956  
 Inv Amt \$2,946 74  
 USD





Plastics Place  
Kalamazoo MI 49001  
Tel 269 385 5050  
Fax 269 385 0197  
www.fabri-kal.com

Via Fax (972) 906-1530

April 10, 2003

Ms Claire Mingey  
Fleming Companies, Inc  
1945 Lake Pointe Drive  
Lewisville, TX 75029

Re PO # 084861 for Fleming Companies, Inc – Tulsa  
Oklahoma City, OK

Dear Ms Mingey

Demand is hereby made, pursuant to Article 2-702 of the Uniform Commercial Code, Article 546©(1) of Title 11, United States Code and any common-law rights or statutory rights, as applicable, for reclamation and return of all goods sold on credit by the Fabri-Kal Corporation and received by your company within ten (10) days prior to the date of this notice Fleming Companies, Inc shall immediately discontinue selling any of the goods being reclaimed, withdraw the goods from selling areas, make the goods available for inspection, and arrange for the return of the goods to the Fabri-Kal Corporation

This demand covers all deliveries by the Fabri-Kal Corporation and any of its divisions and subsidiaries to your company and any of its divisions

Sincerely,

Howard W Lynch  
Credit Manager  
Phone (269) 385-8015  
Fax (269) 385-0197