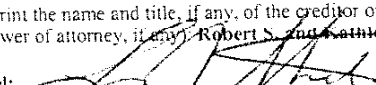


<b>UNITED STATES BANKRUPTCY COURT</b> For the District of Delaware		<b>PROOF OF CLAIM</b>	
In re: <b>Fleming Companies, Inc.</b>		Case Number: <b>03-10945 (MFW)</b>	
NOTE: This claim should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Creditor Name (Person or entity debtor owes):  <b>Robert S. and Kathleen E. Moss</b> <b>c/o Louis J. Stack, Esquire</b> <b>Shafer, Swick, Bailey Irwin, Stack &amp; Millin</b> <b>360 Chestnut Street</b> <b>Meadsville, PA 16335</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.	
Please also send all notices to <b>Jeffrey C. Wister, Esq., Connolly Bove Lodge &amp; Hutz LLP, 1220 Market Street, P.O. Box 2207, Wilmington, DE 19801.</b>		<b>THIS SPACE IS FOR COURT USE ONLY</b>	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:		Check here if this claim <input type="checkbox"/> replaces a previously filed claim dated: <input type="checkbox"/> amends	
1. BASIS FOR CLAIM <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <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 (Filled out below) <input type="checkbox"/> Money loaned <input checked="" type="checkbox"/> Other (Describe Briefly) <input type="checkbox"/> Unpaid compensation for services performed from _____ to _____ Your social security no. _____		2. Date Debt Incurred: (MM/DD/YY): _____  3. If Court Judgement, Date Obtained: _____ / _____ / _____	
4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.			
<input type="checkbox"/> SECURED CLAIM  Attach evidence of perfection of security interest Brief Description of Collateral:  <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly)  Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____		<input type="checkbox"/> UNSECURED PRIORITY CLAIM – Specify the priority of the claim.  <input type="checkbox"/> Wages, salaries, or commissions (up to \$2000), earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – U.S.C. § 507(a)(3)  <input type="checkbox"/> Contributions to an employee benefit plan – U.S.C. § 507(a)(4)  <input type="checkbox"/> Up to \$900 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"/> Taxes or penalties of governmental units – 11 U.S.C. § 507(a)(7)  <input type="checkbox"/> Other – specify applicable paragraph of 11 U.S.C. § 507(a)	
5. AMOUNT OF CLAIM AT TIME CASE FILED:			
(Secured)		(Unsecured Nonpriority)	
\$72,085.32		\$22,990.41	
<input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.			
6. CREDITS AND SETOFFS: 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 amounts that claimed owes to debtor.		<b>THIS SPACE IS FOR COURT USE ONLY</b>	
7. SUPPORTING DOCUMENTS: <u>Attach copies of supporting documents</u> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interest. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>See attached.</b>			
8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.			
Date 9/15/2003		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) <b>Robert S. and Kathleen E. Moss</b>  By counsel:  <b>Louis J. Stack, Esquire</b>	

**ATTACHMENT TO ROBERT S. AND KATHLEEN E. MOSS'S  
PROOF OF CLAIM AGAINST FLEMING COMPANIES, INC.**

1. Pursuant to a lease of non-residential real property under lease number PA-247-CL ("Lease"), between Robert S. and Kathleen E. Moss (jointly, "Landlord") and Fleming Companies, Inc. ("Debtor"),<sup>1</sup> the Landlord leased to the Debtor certain nonresidential real property in Corry, Erie County, Pennsylvania.

2. As stipulated by the Landlord and the Debtor, and as approved by the Court, the Debtor rejected the Lease effective as of August 19, 2003.

3. Pursuant to the Order and the stipulation the Debtor agreed to pay the Landlord \$22,990.41 immediately for unpaid post petition and prerejection rent. Payment has not yet been received by the Landlord Moss.

3. The Landlord has a claim against the Debtor for damages resulting from the Debtor's rejection of the Lease in the amount of \$72,085.32 ("Claim").

4. The Landlord made efforts to mitigate its Claim and such mitigation was considered in calculating the amount of the Claim.

5. To the best of the Landlord's knowledge, the Claim is not subject to any setoff or counterclaim.

6. The Landlord expressly reserves all rights and remedies that it has or may have against the Debtor or any other person or persons liable for all or part of the indebtedness claimed herein. This proof of claim is filed to protect the Landlord from forfeiture of its Claim. The filing of this proof of claim is not: (a) a waiver or release of the Landlord's rights or remedies against any person, entity or property; (b) an election of a remedy; or (c) a waiver of the right to assert a different or enhanced classification or priority in respect of the Claim asserted herein.

7. The Landlord expressly reserves its right to amend or supplement this proof of claim or to file additional proofs of claim for additional claims, if necessary.

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<sup>1</sup>A copy of the FSA is available upon request.