

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	2nd Amended PROOF OF CLAIM (Secured)				
In Re: FLEMING COMPANIES, INC.	Case Number: 03-10945 Chapter: 11				
Name of Creditor: GRAYSON COUNTY	<input type="checkbox"/> Check if you are aware that anyone else has filed a proof of claim relating to your claim. <input type="checkbox"/> Check if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check if the address differs from the address on the envelope sent to you by the court.	court use only			
Name/Address Where Notices Should Be Sent: Elizabeth Weller LINEBARGER GOGGAN BLAIR & SAMPSON, LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201 Telephone No: (214)880-0089 Facsimile: (214)253-2558 Email: dallas.bankruptcy@publicans.com					
Number by which creditor identifies debtor: See Attached Exhibits	This claim <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:10px; height:10px;"></td></tr><tr><td style="width:10px; height:10px; text-align:center;">x</td></tr><tr><td style="width:10px; height:10px;"></td></tr></table>		x		replaces amends a previously filed claim, dated: 04/30/03 supplements
x					
1. BASIS FOR CLAIM: AD VALOREM TAXES					
2. DATE DEBT WAS INCURRED: January 1 of each tax year, pursuant to Sections 32.01 and 32.07 of the Texas Property Tax Code.					
3. CLASSIFICATION OF CLAIM: Secured claim to extent of collateral value. Unsecured Priority claim [11 U.S.C. 507 (a)(8)] to extent of any shortfall in collateral value and for personal liability. Secured by Tax Lien §§ 32.01 and 32.05 of the Texas Property Tax Code.					
4. TOTAL AMOUNTS OF CLAIM: \$ <u>0.00</u> + \$ <u>6,299.19</u> + \$ <u>0.00</u> = \$ <u>6,299.19</u> (Unsecured) (Secured) (Priority) (Total)					
Plus interest accruing at 12% per annum pursuant to Texas Property Tax Code §33.01 as allowed under 11 U.S.C. §506(b)					
Make checks payable to: Mail payments to:	GRAYSON COUNTY 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201				
5. CREDITS AND SETOFFS: The amount of the 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 claimant owes to debtor.					
6. SUPPORTING DOCUMENTS: Attached		court use only			
DATE: DEC 31, 2003					
<u>/s/ Elizabeth Weller</u> Elizabeth Weller TX Bar I.D. 00785514					
Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment up to 5 years, or both. 18 U.S.C. §§ 152, 3571					

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

IN RE:

FLEMING COMPANIES, INC.,

DEBTOR

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CASE NO. 03-10945

CHAPTER 11

GRAYSON COUNTY PROOF OF CLAIM SUMMARY OF EXHIBITS

<u>Exhibit No.</u>	<u>Account No.</u>	<u>Tax Years included in Claim</u>	<u>Amount Due</u>
1	6P29624	2002-03	2,915.23
2	6P29625	2003	3,383.96