

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------------|----------------|--------------|---|--------------|---|---------|---|--------------|-------------|--|-----------|--|------------|--|---------|
| <b>UNITED STATES BANKRUPTCY COURT</b><br>DISTRICT OF DELAWARE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |   | <b>1st Amended<br/>PROOF OF CLAIM<br/>(Secured)</b>                                                                                                                                                                                                                                                                                                              |   | court use only |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| In Re: FLEMING COMPANIES, INC.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |   | Case Number: <b>03-10945</b><br>Chapter: <b>11</b>                                                                                                                                                                                                                                                                                                               |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| Name of Creditor:<br><b>TARRANT COUNTY</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |   | <input type="checkbox"/> Check if you are aware that anyone else has filed a proof of claim relating to your claim.<br><br><input type="checkbox"/> Check if you have never received any notices from the bankruptcy court in this case.<br><br><input type="checkbox"/> Check if the address differs from the address on the envelope sent to you by the court. |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| Name/Address Where Notices Should Be Sent:<br><br>Elizabeth Weller<br>LINEBARGER GOGGAN BLAIR & SAMPSON, LLP<br>2323 BRYAN STREET SUITE 1600<br>DALLAS, TX 75201<br><br>Telephone No: (214)880-0089<br>Facsimile: (214)253-2558<br>Email: dallas.bankruptcy@publicans.com                                                                                                                                                                                                                                                                                                                                                                                          |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| Number by which creditor identifies debtor:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |   | <input type="checkbox"/> replaces<br><input checked="" type="checkbox"/> amends a previously filed claim, dated: <span style="border: 1px solid black; padding: 2px;">04/10/03</span><br><input type="checkbox"/> supplements                                                                                                                                    |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| See Attached Exhibits                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>1. BASIS FOR CLAIM:</b> AD VALOREM TAXES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>2. DATE DEBT WAS INCURRED:</b> January 1 of each tax year, pursuant to Sections 32.01 and 32.07 of the Texas Property Tax Code.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>3. CLASSIFICATION OF CLAIM:</b> 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.                                                                                                                                                                                                                                                                                                                                                                                  |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>4. TOTAL AMOUNTS OF CLAIM:</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: right;">\$ 0.00</td> <td style="text-align: center;">+</td> <td style="text-align: right;">\$ 76,467.57</td> <td style="text-align: center;">+</td> <td style="text-align: right;">\$ 0.00</td> <td style="text-align: center;">=</td> <td style="text-align: right;">\$ 76,467.57</td> </tr> <tr> <td style="text-align: center;">(Unsecured)</td> <td></td> <td style="text-align: center;">(Secured)</td> <td></td> <td style="text-align: center;">(Priority)</td> <td></td> <td style="text-align: center;">(Total)</td> </tr> </table> |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                | \$ 0.00      | + | \$ 76,467.57 | + | \$ 0.00 | = | \$ 76,467.57 | (Unsecured) |  | (Secured) |  | (Priority) |  | (Total) |
| \$ 0.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | + | \$ 76,467.57                                                                                                                                                                                                                                                                                                                                                     | + | \$ 0.00        | =              | \$ 76,467.57 |   |              |   |         |   |              |             |  |           |  |            |  |         |
| (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)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>Make checks payable to:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |   | <b>TARRANT COUNTY</b>                                                                                                                                                                                                                                                                                                                                            |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>Mail payments to:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |   | 2323 BRYAN STREET SUITE 1600<br>DALLAS, TX 75201                                                                                                                                                                                                                                                                                                                 |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>5. CREDITS AND SETOFFS:</b> 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.                                                                                                                                                                                                                                                                                                                                                                                                                        |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <b>6. SUPPORTING DOCUMENTS:</b> Attached                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                | court use only |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| DATE: DEC 31, 2003                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |   |                                                                                                                                                                                                                                                                                                                                                                  |   |                |                |              |   |              |   |         |   |              |             |  |           |  |            |  |         |
| <u>/s/ Elizabeth Weller</u><br>Elizabeth Weller<br>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**

§  
§  
§  
§  
§

**CASE NO. 03-10945**

**CHAPTER 11**

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**TARRANT COUNTY PROOF OF CLAIM SUMMARY OF EXHIBITS**

| <b><u>Exhibit No.</u></b> | <b><u>Account No.</u></b> | <b><u>Tax Years included in Claim</u></b> | <b><u>Amount Due</u></b> |
|---------------------------|---------------------------|-------------------------------------------|--------------------------|
| 1                         | 00010443444               | 2002-03                                   | 3,306.99                 |
| 2                         | 00010598189               | 2003                                      | 49,019.58                |
| 3                         | 00011145331               | 2003                                      | 6,713.44                 |
| 4                         | 00011146540               | 2003                                      | 3,593.37                 |
| 5                         | 00011166479               | 2003                                      | 3,635.21                 |
| 6                         | 00011181117               | 2003                                      | 10,198.98                |