


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc et al		Case Number 03-10945
NOTE This form 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.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) Miller Brothers Express, LC 560 West 400 North Hyrum, Utah 84319		<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 checked="" 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.
Name and address where notices should be sent Marty E Moore Bearnson & Peck, L C 74 West 100 North Logan, Utah 84321 Telephone number (435)787-9700		
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 checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2 Date debt was incurred <u>8/23/00-3/31/03</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>42,308.85</u> If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 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.		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier. 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2,100* 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"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other. Specify applicable paragraph of 11 U.S.C. § 507(a)(____). *Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 8 Supporting Documents Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; margin-bottom: 10px;">MAY 27 2003</div> <div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">BMC</div> <div style="font-size: 0.8em; margin-bottom: 5px;">Fleming Companies Claim</div>  <div style="font-size: 0.7em; margin-bottom: 5px;">00278</div> <div style="font-size: 0.8em;">18 U.S.C. §§ 152 and 3571</div>
Date <u>5/21/03</u>	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) <u>Marty E Moore Attorney for Creditor</u>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.		

DATE 05-14-03 BAEZ
 TIME 15 03
 FOR DATE 5-14-03
 IN CUSTOMER CODE ORDER

MILLER BROTHERS EXPRESS L C (Trucking)
 AGED ACCOUNTS RECEIVABLE BY INVOICE DATE

ARAGED2
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CUST CODE	NAME	ORDER#	INVOICE NUMBER	INVOICE DATE	INVOICE ORIG-AMT	CURRENT BAL DUE	DAYS DUE	030 DAYS BAL DUE	060 DAYS BAL DUE	090+ DAYS BAL DUE	TOTAL BAL DUE
ECPO	CUSTOMER TOTAL				1 900 00	1 900 00		00	00	00	1 900 00

ERTTR	ELIASON RANCH TRUCKING		P O BOX 250		TREMONTON, UT 84337						
	CONTACT--		DEREK ELIASON		TELEPHONE--	800-760-8135		FAX--			
	0054095	0054809	4-02-03	955 00	42	955 00					955 00
	0054491	0055114	4-14-03	1 000 00	30	1 000 00					1,000 00
	0054674	0055332	4-23-03	2,350 00	21	2,350 00					2,350 00
	0054695	0055410	4-28-03	930 00	16	930 00					930 00
	0054850	0055453	4-29-03	1,128 00	15	1,128 00					1,128 00
	0055179	0055771	5-12-03	1,045 00	2	1,045 00					1,045 00
ERTTR	CUSTOMER TOTAL			7 408 00		5,453 00		1,955 00	00	00	7,408 00

FAKDE	F A K INC		P O BOX 5187		DENVER, CO 80217						
	CONTACT--		MOLLY		TELEPHONE--	800-321-7182		FAX--			
	0054866	0055433	4-28-03	1,690 00	83-	16					83-
FAKDE	CUSTOMER TOTAL			1 690 00	83-	00		00		00	83-

FFSLC	FLEMING FOODS		P O BOX 26828		SALT LAKE CITY, UT 84126-0828						
	CONTACT--		JOANN		TELEPHONE--	801-973-5568		FAX--			
	0020084	0020232	8-23-00	1 122 38	994				609 53-		609 53-
	0038322	0038780	10-03-01	836 00	588				836 00		836 00
	0043795	0044272	2-14-02	806 00	454				806 00		806 00
	0051025	0051587	11-25-02	950 00	170				950 00		950 00
	0052255	0052795	1-14-03	1 457 50	120				1 457 50		1 457 50
	0052641	0053178	1-29-03	1 052 50	105				1 052 50		1,052 50
	0052642	0053236	1-31-03	1,045 00	103				1,045 00		1 045 00
	0052643	0053237	1-31-03	1,052 50	103				1,052 50		1,052 50
	0052681	0053240	1-31-03	1,302 92	103				1 302 92		1,302 92
	0052459	0053288	2-04-03	1,050 00	99				1 050 00		1,050 00
	0052461	0053289	2-04-03	1,070 00	99				1 070 00		1 070 00
	0052682	0053315	2-05-03	1 341 93	98				1 341 93		1 341 93
	0052820	0053386	2-06-03	1 052 50	97				1 052 50		1,052 50
	0052831	0053564	2-13-03	1,060 00	90			1 060 00			1,060 00
	0053001	0053603	2-14-03	1,050 00	89			1,050 00			1,050 00
	0053108	0053648	2-17-03	1 321 45	86			1,321 45			1 321 45
	0053106	0053721	2-19-03	1 050 00	84			1,050 00			1,050 00
	0053002	0053842	2-26-03	1,050 00	77			1,050 00			1 050 00
	0053003	0053843	2-26-03	1 050 00	77			1 050 00			1,050 00
	0053313	0053863	2-26-03	1,070 00	77			1 070 00			1 070 00
	0053165	0054028	3-05-03	1,050 00	70			1 050 00			1 050 00
	0053166	0054029	3-05-03	1,050 00	70			1,050 00			1 050 00
	0053279	0054035	3-05-03	1,000 00	70			1,000 00			1 000 00
	0053314	0054040	3-05-03	1,070 00	70			1,070 00			1,070 00
	0053469	0054061	3-05-03	1 070 00	70			1 070 00			1 070 00
	0053229	0054134	3-10-03	1,440 07	65			1 440 07			1 440 07
	0053385	0054196	3-11-03	1,498 75	64			1 498 75			1 498 75

DATE 05-14-03 BAEZ
 TIME 15 03
 FOR DATE 5-14-03
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MILLER BROTHERS EXPRESS, L C
 AGED ACCOUNTS RECEIVABLE BY INVOICE DATE

ARAGED2
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CUST CODE	NAME	ORDER#	INVOICE NUMBER	INVOICE DATE	INVOICE ORIG-AMT	CURRENT BAL DUE	DAYS DUE	030 DAYS		060 DAYS		090+ DAYS		TOTAL	
								BAL DUE	DUE	BAL DUE	DUE	BAL DUE	DUE	BAL DUE	DUE
FFSLC	FLEMING FOODS														
	0053686	0054244	3-12-03	1,070 00			63			1,070 00				1 070 00	
	0053525	0054271	3-12-03	1,146 88			63			1 146 88				1,146 88	
	0053523	0054307	3-14-03	1,146 88			61			1,146 88				1,146 88	
	0053591	0054580	3-26-03	878 00			49	878 00						878 00	
	0053592	0054581	3-26-03	808 00			49	808 00						808 00	
	0053636	0054582	3-26-03	1,504 06			49	1 504 06						1,504 06	
	0053639	0054583	3-26-03	1 075 00			49	1,075 00						1,075 00	
	0053687	0054663	3-28-03	1,070 00			47	1,070 00						1,070 00	
	0053837	0054667	3-28-03	1,090 00			47	1 090 00						1,090 00	
	0053872	0054706	3-31-03	1 090 00			44	1,090 00						1 090 00	
	0053987	0054913	4-08-03	1,090 00			36	1,090 00						1,090 00	
	0053988	0054914	4-08-03	927 44			36	927 44						927 44	
	0055167	0055768	5-12-03	875 00	875 00		2							875 00	
	0055168	0055769	5-12-03	875 00	875 00		2							875 00	
	0055169	0055770	5-12-03	875 00	875 00		2							875 00	
	0055213	0055822	5-14-03	1,050 00	1 050 00									1,050 00	
	0055215	0055823	5-14-03	875 00	875 00									875 00	
	0055244	0055826	5-14-03	875 00	875 00									875 00	
	0055245	0055827	5-14-03	1,050 00	1,050 00									1,050 00	
	0055246	0055828	5-14-03	875 00	875 00									875 00	
FFSLC	CUSTOMER TOTAL			50,215 76	7,350 00			9,532 50		19,194 03		12 407 32		48 483 85	
FMCL	FRED MEYER GMD WHSE P O BOX 42121 ATTN 02065-DTC CLACKAMAS, OR 97242-0121														
	CONTACT-- KATHY TELEPHONE-- 503-557-2441 FAX--														
	0054853	0055431	4-28-03	1,119 60	1 119 60		16							1,119 60	
	0055021	0055592	5-05-03	1,085 00	1 085 00		9							1,085 00	
FMCL	CUSTOMER TOTAL			2,204 60	2,204 60			00		00		00		2,204 60	
FSMHA	FRANK STONE MEATS 812 N HIGHWAY 91 801-782-9825 HARRISVILLE, UT 84404														
	CONTACT-- GAIL TELEPHONE-- 801-782-9825 FAX--														
	0052698	0053548	2-12-03	1,128 34			91					1,128 34		1 128 34	
	0053814	0054703	3-31-03	1,241 61			44	1,241 61						1,241 61	
	0053779	0054740	4-01-03	1,191 61			43	1,191 61						1,191 61	
	0054031	0054917	4-08-03	1 241 58			36	1 241 58						1,241 58	
	0054032	0054918	4-08-03	1 291 61			36	1,291 61						1,291 61	
	0054327	0054938	4-08-03	1,159 98			36	1 159 98						1,159 98	
	0054370	0054943	4-08-03	1 209 98			36	1 209 98						1 209 98	
	0054371	0054993	4-09-03	1 659 98			35	1 659 98						1 659 98	
	0054533	0055181	4-16-03	1 199 43	1,199 43		28							1 199 43	
	0054643	0055293	4-21-03	1,188 89	1 188 89		23							1 188 89	
	0054645	0055328	4-23-03	1,138 89	1 138 89		21							1,138 89	
	0054467	0055356	4-24-03	1 149 43	1 149 43		20							1,149 43	
	0054468	0055357	4-24 03	1 199 43	1 199 43		20							1 199 43	
	0054747	0055384	4-25-03	1,188 89	1 188 89		19							1 188 89	
	0054806	0055388	4-25-03	1,188 89	1,188 89		19							1,188 89	
	0054532	0055395	4-28-03	1 188 89	1,188 89		16							1 188 89	

DATE 05-14-03 ZB
 TIME 15 03
 FOR DATE 5-14-03
 IN CUSTOMER CODE ORDER

MILLER BROTHERS EXPRESS BRK IN (Brokerage)
 AGED ACCOUNTS RECEIVABLE BY INVOICE DATE

ARAGED2
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CUST	INVOICE	INVOICE	INVOICE	CURRENT	DAYS	030 DAYS	060 DAYS	090+ DAYS	TOTAL		
CODE	NAME	ORDER#	NUMBER	DATE	ORIG-AMT	BAL DUE	DUE	BAL DUE	BAL DUE	BAL DUE	BAL DUE
EBNO	EDWARDS BAKING COM										
	0008874	0009020	4-21-03	3,288 44		29 16	23				29 16
	0008967	0009028	4-21-03	2 176 20		17 33	23				17 33
	0008888	0009037	4-21-03	3 850 95		30 33	22				30 33
	0008924	0009053	4-23-03	1,914 03		31 45	21				31 45
	0008990	0009060	4-23-03	2,868 33		2 868 33	21				2 868 33
	0009035	0009075	4-24-03	1,089 73		19 26	20				19 26
	0008973	0009079	4-25-03	1 351 60		24 80	19				24 80
	0008894	0009093	4-28-03	927.06		927 06	16				927 06
	0008977	0009100	4-28-03	1,832 40		1,832 40	16				1 832 40
	0008980	0009135	5-01-03	1,710 98		1 710 98	13				1 710 98
	0008909	0009148	5-02-03	2,794 54		2,794 54	12				2,794 54
	0009118	0009164	5-02-03	3,552 96		3,552 96	12				3,552 96
	0009070	0009192	5-06-03	3,113 52		3 113 52	8				3,113 52
	0009208	0009244	5-09-03	1,884 28		1,884 28	5				1,884 28
	0009148	0009281	5-13-03	1,243 53		1,243 53	1				1,243 53
EBNO	CUSTOMER TOTAL			49,583 73		23,271 73		858 29	00	00	24 130 02
EGFWS	E G FORREST COMPANY INC 1023 NORTH CHESTNUT STATTN JANET HOLSCLOW WINSTON SALEM, NC 27102										
	CONTACT--		JANET HOLSCLOW		TELEPHONE--		336-917-4823		FAX--		336 917-5925
	0008869	0009051	4-23-03	1,641 89		1,641 89	21				1,641 89
	0008929	0009054	4-23-03	1 540 12		1,540 12	21				1,540 12
	0008979	0009149	5-02-03	1,641 89		1,641 89	12				1,641 89
EGFWS	CUSTOMER TOTAL			4,823 90		4,823 90		00	00	00	4 823 90
FCSL	FLEMING COMPANIES INC C/O MEAT DEPARTMENT P O BOX 26828 SALT LAKE CITY, UT 84126										
	CONTACT--		SHANNON		TELEPHONE--		801-973-5676		FAX--		
	0009308	0009291	5-13-03	875 00		875 00	1				875 00
	0009338	0009294	5-13-03	875 00		875 00	1				875 00
	0009307	0009300	5-14-03	875 00		875 00					875 00
	0009348	0009301	5-14-03	875 00		875 00					875 00
FCSL	CUSTOMER TOTAL			3,500 00		3,500 00		00	00	00	3,500 00
FFSLC	FLEMING FOODS P O BOX 26828 2455 W 1500 SO SALT LAKE CITY, UT 84126-0828										
	CONTACT--		JOANN		TELEPHONE--		801-973-5568		FAX--		
	0008387	0008478	3-05-03	1,175 00			70		1,175 00		1 175 00
FFSLC	CUSTOMER TOTAL			1,175 00		00		00	1 175 00	00	1,175 00
GSSD	GOOD SOURCE 6155 CORNERSTONE EAST SUITE 225 SAN DIEGO, CA 92121										
	CONTACT--		DENNIS		TELEPHONE--		858-646-3824		FAX--		
	0005814	0005853	10-10-02	2,290 00			216		1,175 00-		1,175 00-
	0006418	0006833	11-21-02	1,365 00			174		1 365 00		1,365 00
	0008764	0008740	3-25-03	1,070 00			50	1 070 00			1,070 00
	0008811	0008774	3-27-03	300 00			48	300 00			300 00
	0008803	0008939	4-11-03	1 330 00			33	1,330 00			1,330 00

Bearnson & Peck, L.C.
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May 21, 2005

Bankruptcy Management Corporation
P O Box 900
El Segundo, CA 90245-0900

*Re Debtor Fleming Companies, Inc
Case No 03-10945 (Delaware)
Creditor Miller Brothers Express, LC*

Dear Colleagues

I represent Miller Brothers Express, LC, which is a creditor in the above-referenced bankruptcy matter. According to your website, proofs of claim regarding Fleming Companies, Inc should be submitted to you at the address above. Therefore, enclosed is an original proof of claim for filing in the above-referenced bankruptcy matter in the Bankruptcy Court for the District of Delaware.

Also enclosed is a copy of the proof of claim and a self-addressed, stamped envelope for providing me an acknowledgment of the filing of this claim. Thank you.

Very truly yours,

BEARNSON & PECK, L C



Marty E Moore

cc Mike Simpson