

UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM
In re Fleming Companies, Inc		Case Number 03-10945
NOTICE: 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) Walker Marketing & Merchandising		<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.
Address Line 1 2013 Edinburg Dr		
Address Line 2		
Address Line 3		
City ST ZIP Yukon, OK 73099-7834		

REC'D MAY 23 2003

FILED

MAY 27 2003

BMC

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR A/P # 192553	<input type="checkbox"/> replaces <input type="checkbox"/> amends Check here if this claim previously filed claim dated _____
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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 checked="" 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)	2 Date Debt Incurred (MMDDYY) <table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>				
Your social security No _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	3 If Court Judgment, Date Obtained <table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>				

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 \$4,650), earned not more than 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"/> 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) _____
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5 AMOUNT OF CLAIM AT TIME CASE FILED

<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td> </tr> </table> (Secured)												<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td> </tr> </table> 1 4 7 8 1 5 7 (Unsecured Nonpriority)												<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td> </tr> </table> (Unsecured Priority)											

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 claimant owes to debtor.

7 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8 TIMP STAMPI D COPY To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

Fleming Companies Claim



00304

Date 5-1-03	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) Bert L. Walker President
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Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3471

MAY 27 2003
 U.S. BANKRUPTCY COURT
 DISTRICT OF DELAWARE
 1000 MARKET ST
 WILMINGTON, DE 19801
 302-441-1000
 FAX 302-441-1001
 WWW.USBCOURTSYSTEMS.GOV

Walker Marketing
A/P # 192553

Pre

Best
Here's how I split
the week's invoices:
Pre \$3085.31
Post \$1096.14 - wire request
Total \$4181.45
Beante

Invoice Date 4-Apr-03
Invoice Number WM030402Pre

Account Name	Account #	Inv Date	Invoice #	Base Sell	Full Service	Fleming %	Balance Due
Supersaver Arteags	111-00812	03/28/03	022111	1,918 50	191 85	1 92	189 93
Supersaver Arteags	111-00812	03/28/03	022112	227 68	22 77	0 23	22 54
Merced Food Center	111-01150	03/31/03	022905	2,054 92	205 47	2 05	203 42
Merced Food Center	111-01150	03/31/03	022906	799 66	79 98	0 80	79 18
Merced Food Center	111-01150	04/01/03	110334	(585 00)	(58 50)	(0 59)	(57 92)
Mendota Food Mart	111-01674	04/01/03	110336	(291 00)	(23 28)	(0 23)	(23 05)
Simply Food	111-01798	03/28/03	022086	2,757 30	220 51	2 21	218 30
Simply Food	111-01798	03/28/03	022087	821 68	65 78	0 66	65 12
Catalano s Market	111-01884	04/01/03	110337	(226 00)	(22 60)	(0 23)	(22 37)
R-N Market	111-02088	03/28/03	022080	2,799 09	223 80	2 24	221 56
R-N Market	111-02088	03/28/03	022081	387 72	31 06	0 31	30 75
R-N Market	111-02089	03/28/03	022078	2,200 92	176 03	1 76	174 27
R-N Market	111-02089	03/28/03	022079	438 57	35 12	0 35	34 77
R-N Market	111-02089	04/01/03	110338	(257 00)	(20 56)	(0 21)	(20 35)
R-N Market	111-02092	03/28/03	022075	1,409 70	112 75	1 13	111 62
R-N Market	111-02092	03/28/03	022076	264 90	21 21	0 21	21 00
R-N Market	111-02092	04/01/03	110340	(318 00)	(25 44)	(0 25)	(25 19)
R-N Market	111-02095	03/28/03	022107	1,214 13	96 97	0 97	96 00
R-N Market	111-02095	03/28/03	022108	380 80	30 48	0 30	30 18
R-N Market	111-02095	04/01/03	110343	(231 00)	(18 48)	(0 18)	(18 30)
R-N Market	111-02096	03/28/03	022097	1,723 44	137 86	1 38	136 48
R-N Market	111-02096	03/28/03	022098	272 10	21 77	0 22	21 55
R-N Market	111-02097	03/28/03	022094	302 94	24 25	0 24	24 01
R-N Market	111-02097	03/28/03	022096	1,045 14	83 60	0 84	82 76
R-N Market	111-02097	04/01/03	110345	(207 00)	(16 56)	(0 17)	(16 39)
Fairway Markets #3	111-03911	03/28/03	022072	1,889 06	151 09	1 51	149 58
Fairway Markets #3	111-03911	03/28/03	022073	695 14	55 65	0 56	55 09
Gong's Market	111-03957	03/28/03	022084	2,625 61	262 53	2 63	259 90
Gong's Market	111-03957	03/28/03	022085	149 08	14 91	0 15	14 76
A C Market	111-04789	03/28/03	022059	5 80	0 58	0 01	0 57
A C Market	111-04789	03/28/03	022060	2,051 81	205 16	2 05	203 11
A C Market	111-04789	03/28/03	022061	1,069 98	107 10	1 07	106 03
A C Market	111-04789	03/31/03	022895	5 71	0 57	0 01	0 56
A C Market	111-04789	04/01/03	110358	(298 00)	(29 80)	(0 30)	(29 50)
Big Potato	111-06947	04/01/03	110362	(523 00)	(52 30)	(0 52)	(51 78)
Star Market	111-09420	03/28/03	022090	2,004 11	160 33	1 60	158 73
Star Market	111-09420	03/28/03	022091	537 62	43 01	0 43	42 58
Mendota Center	111-09931	03/28/03	022057	1,767 29	141 38	1 41	139 97

Walker Marketing
A/P # 192553

Pre

Invoice Date 4-Apr-03
Invoice Number WM030402Pre

Account Name	Account #	Inv Date	Invoice #	Base Sell	Full Service	Fleming %	Balance Due
Mendota Center	111-09931	03/28/03	022058	294 82	23 59	0 24	23 35
Best Buy	111-13000	03/28/03	022117	4 12	0 33	0 00	0 33
Best Buy	111-13000	04/01/03	110376	(411 00)	(32 88)	(0 33)	(32 55)
Lassen Market	111-36668	03/31/03	022884	2,589 47	258 90	2 59	256 31
Lassen Market	111-36668	03/31/03	022885	251 98	25 20	0 25	24 95
Mi Pueblo	114-05240	03/29/03	022621	1,977 10	197 71	1 98	195 73
Mi Pueblo	114-05240	03/29/03	022622	201 14	20 11	0 20	19 91
Mi Pueblo	114-05240	04/01/03	110409	(184 00)	(18 40)	(0 18)	(18 22)
Diamond Foods	114-07970	04/01/03	110422	(157 00)	(14 13)	(0 14)	(13 99)
Totals				35,451 03	3,116 48	31 16	3,085 31
HBC / GM Sales				35,451 03	3,116 48	120-000-0560-076	3,085 31

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND RED INK

No. 03-018367

Fleming

Box 7010 Sacramento CA. 95826-7010 916/383-5275

BANK OF AMERICA
ATLANTA GEORGIA

64-1278
611

SACRAMENTO GENERAL MERCHANDISE DIVISION

Photostat in Lieu of Original

VOID AFTER 90 DAYS
RETURN TO MAKER

FC-25 2022

*****E.D.E. 12

PAY TO THE
ORDER OF

DEPT WALKER
13000
SUND, 12-11-81 916-772-0000

REFER TO MAKER



Unique Character Facsimile Signature

⑈03018367⑈ ⑆061112788⑆ 329 997 1251⑈

⑈0000669116⑈

THE FACE OF THIS DOCUMENT IS PRINTED IN BLUE AND RED INK

Original

No. 03-018435

Fleming

Box 7010 Sacramento, CA. 95826-7010 916/383-5275

BANK OF AMERICA
ATLANTA, GEORGIA

64-1278
611

SACRAMENTO GENERAL MERCHANDISE DIVISION

REFER TO MAKER

VOID AFTER 90 DAYS
RETURN TO MAKER

MAR 24

PAY TO THE
ORDER OF

DEPT WALKER
13000
SUND, 12-11-81 916-772-0000

*****E.D.E. 12



Unique Character Facsimile Signature

⑈03018435⑈ ⑆061112788⑆ 329 997 1251⑈

⑈0000500510⑈