

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>DELAWARE</u>		PROOF OF CLAIM
Name of Debtor FLEMING COMPANIES		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 USC § 503		
Name of Creditor (The person or other entity to whom the debtor owes money or property) BLAINE HARTLEY, INC		<div style="font-size: 2em; transform: rotate(-15deg); opacity: 0.5;">REC'D MAY 23 2003</div> <p style="text-align: center; font-size: 0.8em;">THIS SPACE IS FOR COURT USE ONLY</p>
Name and address where notices should be sent P.O. BOX 27443 SALT LAKE CITY, UT 84127-0443		
Telephone number 801-972-2127		
Account or other number by which creditor identifies debtor FLE	Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends	
1 Basis for Claim <input checked="" type="checkbox"/> Goods sold <input 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 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center; font-size: 0.8em;">(date) (date)</div>		
2 Date debt was incurred VARIOUS { 2-13-02 THEN 4-01-03		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ 76,712.10 PRE-PETITION AMOUNT 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 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 USC § 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 USC § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child 11 USC § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 USC § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 USC § 507(a)(____) <small>*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</small>
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
Date 4-29-03	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) MARY HUDDLESTON FOR BLAINE HARTLEY, INC, MARY HUDDLESTON, OFFICE MANAGER	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both		

Fleming Companies Claim



00336

BLAINE HARTLEY INC
HARTLEY'S
P O BOX 27443
SALT LAKE CITY, UT 84127-0443

No FLE

CTP/SALT LAKE CITY DIVISION
FLEMING COMPANIES INC
P O BOX 24930
OKLAHOMA CITY OK 73124-4930

*** S T A T E M E N T ***
Of Outstanding Invoices,
And Payments, Posted
Through 4/01/2003
As of 01 APR 2003

P O Number	Invoice Number	Invoice Date	Invoice Amount	Receipt Date	Amount Received	Balance
TANGERINES	031521	2/18/02	364 00	8/27/02	728 00	364 00-
991638	035075	6/01/02	942 30	8/09/02	1884 60	942 30-
	040211	11/11/02	84 00	1/20/03	168 00	84 00-
997079	041286	12/17/02	700 00	1/16/03	75 00	625 00 *
998420	043707	2/25/03	885 00			885 00 *
998506	043731	3/03/03	2630 00			2630 00
998520	043746	3/03/03	1260 00			1260 00
845701	043780	2/28/03	391 75			391 75 *
259161	043783	2/28/03	517 50			517 50 *
259162	043792	2/28/03	487 50			487 50 *
259163	043793	2/28/03	2877 25			2877 25 *
998566	043805	3/04/03	2855 00			2855 00
843707	043823	2/28/03	274 50			274 50 *
998530	043832	3/03/03	3280 90			3280 90
998511	043833	3/03/03	654 00			654 00
998652	043834	3/04/03	654 00			654 00
998512	043835	3/03/03	346 50			346 50
998561	043836	3/03/03	355 05			355 05
259165	043859	3/03/03	1011 50			1011 50
998585	043879	3/07/03	2980 00			2980 00
259166	043893	3/04/03	1039 25			1039 25
998584	043945	3/07/03	1732 70			1732 70
259167	043947	3/05/03	427 75			427 75
998649	043978	3/08/03	2815 00			2815 00
259168	043979	3/05/03	1350 00			1350 00
259169	043990	3/06/03	535 75			535 75
259170	044003	3/07/03	3060 00			3060 00
259171	044035	3/07/03	902 75			902 75
WILL CALL	044081	3/08/03	480 00			480 00
998699	044090	3/12/03	1000 00			1000 00
259173	044105	3/10/03	581 25			581 25
998679	044129	3/11/03	1462 95			1462 95
998633	044130	3/11/03	150 15			150 15
259174	044142	3/11/03	1030 75			1030 75
998702	044166	3/12/03	793 20			793 20
998762	044174	3/12/03	1080 00			1080 00
845722	044177	3/12/03	1050 00			1050 00

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998758	044181	3/12/03	485 10			485 10
845723	044182	3/12/03	561 25			561 25
998791	044223	3/13/03	1925 00			1925 00
	044225	3/13/03	805 00			805 00
	044228	3/13/03	1176 50			1176 50
998795	044232	3/17/03	2135 00			2135 00
998804	044245	3/17/03	319 95			319 95
259176	044270	3/14/03	2509 95			2509 95
998720	044316	3/15/03	859 60			859 60
998718	044317	3/17/03	1669 80			1669 80
998779	044318	3/17/03	5157 60			5157 60
259181	044338	3/17/03	959 00			959 00
259182	044345	3/17/03	364 25			364 25
998846	044381	3/19/03	971 25			971 25
259185	044431	3/19/03	1158 40			1158 40
999897	044451	3/24/03	917 50			917 50
259186	044481	3/20/03	237 50			237 50
259187	044508	3/20/03	117 25			117 25
	044510	3/21/03	896 20			896 20
998943	044563	3/24/03	402 30			402 30
998894	044565	3/24/03	286 65			286 65
998969	044640	3/26/03	1720 00			1720 00
998966	044655	3/26/03	1920 05			1920 05
259192	044661	3/25/03	1372 40			1372 40
259193	044702	3/26/03	925 75			925 75
999015	044707	3/31/03	1920 00			1920 00
259194	044717	3/26/03	88 50			88 50
998969	044735	3/27/03	670 00			670 00
259195	044738	3/27/03	1341 25			1341 25
259196	044751	3/27/03	618 75			618 75
TOM	044781	3/27/03	165 00			165 00
TOM	044782	3/27/03	386 25			386 25
259198	044791	3/28/03	107 75			107 75
999019	044846	3/31/03	326 70			326 70
295199	044871	3/31/03	649 25			649 25
259201	044922	4/01/03	398 75			398 75

Total Through 4/01/2003 76712 10

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Invoice Balances Flagged With An * Are Over 30 Days Outstanding
 Please Pay Immediately

Aging By Invoice Date

Current	17-30	31-45	46-60	61-Over
28203 05	43840 85	5433 50		765 30-