

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor FLEMING COMPANIES, INC

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) MARY ELLEN PRODUCTS, INC

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

Name and address where notices should be sent MARY ELLEN PRODUCTS, INC 6527 CECILIA CIRCLE EDINA, MINNESOTA 55439

Check box if you have never received any notices from the bankruptcy court in this case

Telephone number 925-941-1233

REC'D JUN 01 2003

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor 119096-KG

Check here if this claim replaces a previously filed claim, dated or amends

1 Basis for Claim Goods sold Services performed Money loaned Personal injury/wrongful death Taxes Other

Retiree benefits as defined in 11 U.S.C. § 1114(a) Wages, salaries, and compensation (fill out below) Your SS # Unpaid compensation for services performed from to

2 Date debt was incurred 3-3-03

3. If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed \$ 1296.00 If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below

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 Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral Real Estate Motor Vehicle Other Value of Collateral \$ Amount of arrearage and other charges at time case filed included in secured claim, if any \$

6 Unsecured Priority Claim Check this box if you have an unsecured priority claim Amount entitled to priority \$ Specify the priority of the claim 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) Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) 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) Alimony maintenance or support owed to a spouse former spouse, or child - 11 U.S.C. § 507(a)(7) Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) 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

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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

Date 4-22-03

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) THOMAS ENG, PRESIDENT

2003 MAY -2 PM 3 H

Penalty for presenting fraudulent claim Fine of up to \$500,000 or imprisonment for up to 5 years, or both



Mary Ellen Customer Service

From <GECsupport@edictsystems.com>
To <wholesaleaccounts@maryellenproducts.com>, <jcampbell@maryellenproducts.com>
Sent Tuesday, February 25, 2003 7:20 AM
Subject You have documents at GroceryEC.com

Please log onto your GroceryEC Account, process your inbox and acknowledge your documents at this time. This will automatically create a Functional Acknowledgment which notifies your Trading Partner that the EDI Document has been received. Failure to acknowledge the EDI Document may result in duplicate data.

Your In Box at GroceryEC.com contains the following documents:

Trading Partner	Date	Time	Document Type	Document ID
Fleming	02/25/2003	08:15:45 AM	875	119096-KG

2003 MAR -2 PM 3 19
 DEPARTMENT OF COLLEGE
 INSTRUCTION DELAWARE

2/25/03

Fleming PO Report

PO Number 119096-KG	Purpose Original
PO Date 02-24-2003	Delivery Date 03-10-2003
Ship Method of Paymt Pre-paid by Seller	Transport Mode Common Carrier
FOB Point Code Destination	
Buyer Name MORALES, BLANCA	Telephone 6107688200
Bill To FLEMING KOP GM DIVISION	DUNS 006943773KG00
Ship To FLEMING KOP GM DIVISION	DUNS 006943773KG00
Vendor MARY ELLEN PRODUCTS, INC	DUNS 1875116880000

UPC Code	Qty Ordered	Qty UofM	List Cost
003523460025	29	Case	\$12 96

Description ME FORMULA 1 STAINREMO 93866 00001 8 FZ

UPC Code	Qty Ordered	Qty UofM	List Cost
003523460040	23	Case	\$12 96

Description ME FORMULA 2 STAIN REMO 93890 00001 8 FZ

UPC Code	Qty Ordered	Qty UofM	List Cost
003523460310	35	Case	\$12 96

Description ME BYE BYE BABY 1 CLEAN 93900 00001 8 FZ

UPC Code	Qty Ordered	Qty UofM	List Cost
003523460325	13	Case	\$12 96

Description ME BYE BYE BABY 2 CLEAN 93923 00001 8 FZ

Totals

Qty Ordered 100 Units

Weight 375 Pound

Volume 17 Cubic Feet

PO Total \$1,296 00

NOTES: Fax order conf to B Morales
@972-906-1471/Tel 972-906-1496

Fleming Invoice Report

Invoice Number. 47227

Invoice Date 03-03-2003

PO Number 119096-KG

PO Date 02-24-2003

Ship Date

Bill To FLEMING KOP GM
DIVISION

DUNS 006943773KG00

Ship To FLEMING KOP GM
DIVISION

DUNS 006943773KG00

Remit To MARY ELLEN PRODUCTS,
INC
6527 CECILIA CIRCLE
EDINA MN 55439

DUNS 1875116880000

Transport Type Motor(Common Carrier)

SCAC Default

Routing OVERNITE

Ship Method of Paymt Freight Prepaid by Seller

FOB Pomt Code to Destination

Terms of Invoice

Type Discount Not Applicable
Start Date 03-03-2003
Due Date 03-03-2003
Days Due 0
Net Due Date 04-02-2003
Net Days Due 30

Basis Delivery Date
Due Date Qual
Amt Subj to Discount \$1,296 00
Percent. 0
Discount Amt \$0 00
Discount Amt Due \$1,296 00

UPC Code	Qty Ordered	UofM	Qty Invoiced	UofM	List Cost
003523460025	29	Case	29	Case	\$12 96

Description ME FORMULA 1 STAINREMO 93866 00001 8 FZ

UPC Code	Qty Ordered	UofM	Qty Invoiced	UofM	List Cost
003523460040	23	Case	23	Case	\$12 96

Description ME FORMULA 2 STAIN REMO 93890 00001 8 FZ

UPC Code	Qty Ordered	UofM	Qty Invoiced	UofM	List Cost
003523460310	35	Case	35	Case	\$12 96

Description ME BYE BYE BABY 1 CLEAN 93900 00001 8 FZ

UPC Code	Qty Ordered	UofM	Qty Invoiced	UofM	List Cost
003523460325	13	Case	13	Case	\$12 96

Description ME BYE BYE BABY 2 CLEAN 93923 00001 8 FZ

Totals

Units Shipped 100 Units
Weight 375 Pound
Volume 17 Cubic Feet

MARY ELLEN HOME CARE PRODUCTS, INC
 6527 CECILIA CIRCLE
 EDINA, MN 55439

Invoice

Invoice Number
47227

Invoice Date
Mar 3, 2003

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Voice 952-941-1233
 Fax 952-941-1948

Sold To

CTP/KING OF PRUSSIA GMD
 FLEMING INC
 P O BOX 268863
 OKLAHOMA CITY, OK 73126-8863

Ship to

FLEMING INC
 201 W CHURCH ROAD
 KING OF PRUSSIA, PA 19406

Customer ID	Customer PO	Payment Terms	
FLE022	119096-KG	Net 30 Days	
Sales Rep ID	Shipping Method	Ship Date	Due Date
999	OVERNITE	3/3/03	4/2/03

Quantity	Item	Description	Backorder Qty	Unit Price	Extension
29 00	60025	8 OZ FORMULA 1 STAIN REMOVER		12 96	375 84
23 00	60040	8 OZ FORMULA 2 STAIN REMOVER		12 96	298 08
35 00	60310	8 OZ BYE BYE BABY STAINS 1		12 96	453 60
13 00	60325	8 OZ BYE BYE BABY STAIN 2		12 96	168 48

Check/Credit Memo No

Subtotal	1,296 00
Sales Tax	
Freight	
Total Invoice Amount	1,296 00
Payment/Credit Applied	
TOTAL	1,296 00

47227

2/25/03 BOL

OVERNITE

TO: FLEMING COMPANIES
 CO: KOP GM DIVISION
 STATE: 201 WEST CHURCH ST
 CITY: KING OF PRUSSIA PA ZIP CODE: 19406
 FROM: MARY ELLEN HOME CARE PRODUCTS
 6527 CECILIA CIRCLE
 EDINA MN ZIP CODE: 55439
 FOB CINCINNATI OH

100 CARTONS- BOTTLES CLEANING COMPOUND

ITEM 48580 CL 55 JIS LIQ

CUSTOMER PURCHASE ORDER # - 119096-KG UPC CODES

29	CASES	8 OZ FORMULA I @ 6 =	174	60025 01
23	CASES	8 OZ FORMULA II @ 6 =	138	60040 01
35	CASES	8 OZ BB BABY I @ 6 =	210	60310 01
13	CASES	8 OZ BABY F II @ 6 =	78	60325 01
	CASES	8 OZ CARPET @ 6 =		20035 01
	CASES	8 OZ THOSE DAYS @ 6 =		60075 01
	CASES	8 OZ BATHROOM @ 6 =		60111 01
	CASES	8 OZ GREASE & OIL @ 6 =		70040 01
	CASES	8 OZ MILDEW @ 6 =		60050 01
	CASES	8 OZ RUST @ 6 =		50025 01
	CASES	8 OZ ADHES&GOO @ 6 =		70025 01
	CASES	8 OZ FURNITURE @ 6 =		20026 01
	CASES	8 OZ PET STAIN @ 6 =		60190 01

REF	DATE	CODE	COU FEE
			2/24/03
CHARGES			
BJPJ			** 3 RD PARTY BILL TO
BERNARD LABORATORIES INC			DATE
1738 TOWNSEND ST, CINCINNATI OHIO 45223			