

United States Bankruptcy Court

District of Delaware

PROOF OF CLAIM

In re (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)

Manpower International Inc

Name and Address Where Notices Should be Sent

Manpower International Inc
5301 N Ironwood Rd
P O Box 2053
Milwaukee, WI 53201

Telephone No 414/961-1000

Check box if you are aware that any one else has filed a proof of claim relating to your claim Attach copy of statement giving particulars

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

Check box if the address differs from the address on the envelope sent to you by the court

REC'D MAY 15 2003

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Acct #139978 & #1488432

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

1 BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (Describe briefly)

- Retiree benefits as defined in 11 U S C § 1114(a)
- Wages, salaries and compensation (Fill out below)
Your social security number _____
Unpaid compensation for services performed
from _____ to _____
(date) (date)

2 DATE DEBT WAS INCURRED

See Statement of Account

3 IF COURT, JUDGMENT, DATE OBTAINED

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

SECURED CLAIM \$ _____
Attach evidence of perfection of security interest
Brief Description of Collateral
 Real Estate Motor Vehicle Other (Describe briefly)

Amount of arrearage and other charges at time case filed included in secured claim above if any \$ _____

UNSECURED NONPRIORITY CLAIM \$ 3,952.68
A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim

UNSECURED PRIORITY CLAIM \$ _____
Specify the priority of the claim

- Wages, salaries, or commissions (up to \$4000),* 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)
- Contributions to an employee benefit plan—11 U S C § 507(a)(4)
- Up to \$1 800* 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 of 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 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED

\$ 3,952.68 (Unsecured) \$ _____ (Secured) \$ _____ (Priority) \$ 3,952.68 (Total)

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 TIME-STAMPED COPY To receive an acknowledgement of the filing of your claim enclose a stamped, self-addressed envelope and copy of this proof of claim

Date 04/24/03
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)
Joe Leopold, Senior Collection Specialist

THIS SPACE IS FOR COURT USE ONLY

Fleming Companies Claim



00568

MANPOWER INTERNATIONAL INC
STATEMENT OF ACCOUNT

FLEMING COMPANIES, INC

ACCT #139978

<u>INVOICE NUMBER</u>	<u>WEEK ENDING</u>	<u>AMOUNT</u>
03662132	09/22/2002	\$ 1,188 00

ACCT #1488432

<u>INVOICE NUMBER</u>	<u>WEEK ENDING</u>	<u>AMOUNT</u>
1H835700	03/16/2003	\$ 2,764 68

BALANCE DUE **\$3,952 68**

MANPOWER INTERNATIONAL INC
STATEMENT OF ACCOUNT

FLEMING COMPANIES, INC

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STATEMENT OF ACCOUNT

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1H835700	03/16/2003	\$ 2,764 68

BALANCE DUE **\$3,952 68**

MANPOWER

April 22, 2003

U S Bankruptcy Court
District of Delaware
Attn Clerk of Court
824 Market Street, 5th Floor
Wilmington, DE 19801

RE Fleming Companies, Inc

Case #03-10945

Dear Sir or Madam

Attached is our Proof of Claim and Statement of Account reflecting an amount of \$3,952.68 Manpower International Inc by the above debtor

Please acknowledge receipt of these documents in the enclosed envelope. Duplicate copies of the Proof of Claim and Statement of Account have been enclosed for your convenience.

Sincerely,

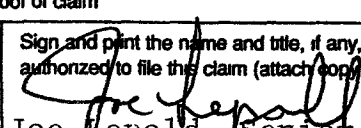


Lois Gasper
Corporate Credit Department

Enclosures

2003 APR 23 10:11 AM
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

United States Bankruptcy Court		PROOF OF CLAIM	
District of <u>Delaware</u>			
In re (Name of Debtor) <u>Fleming Companies, Inc.</u>		Case Number <u>#03-10945</u>	
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 <i>(The person or other entity to whom the debtor owes money or property)</i> <u>Manpower International Inc</u>		<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.	
Name and Address Where Notices Should be Sent <u>Manpower International Inc</u> <u>5301 N Ironwood Rd</u> <u>P O Box 2053</u> <u>Milwaukee, WI 53201</u>			
Telephone No <u>414/961-1000</u>			
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR <u>Acct #139978 & #1488432</u>		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated _____	
1 BASIS FOR CLAIM <input 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 (Describe briefly) _____ <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 social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date)			
2 DATE DEBT WAS INCURRED <u>See Statement of Account</u>		3 IF COURT JUDGMENT DATE OBTAINED _____	
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"/> Wages, salaries, or commissions (up to \$4000),* 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 \$1,800* 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 of 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 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
<input type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$ <u>3,952.68</u> A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.			
<input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ _____ Specify the priority of the claim: _____			
5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ <u>3,952.68</u> (Unsecured) \$ _____ (Secured) \$ _____ (Priority) \$ <u>3,952.68</u> (Total)		<input type="checkbox"/> 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.		THIS SPACE IS FOR COURT USE ONLY DEPARTMENT OF DEBTORS 03/24/03	
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. TIME-STAMPED COPY To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date: <u>04/24/03</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>Joe Lepold, Senior Collection Specialist</u>	

United States Bankruptcy Court		PROOF OF CLAIM
District of <u>Delaware</u>		
In re (Name of Debtor) Fleming Companies, Inc	Case Number #03-10945	
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CLAIM AT TIME CASE FILED \$ <u>3,952.68</u> (Unsecured)	\$ _____ (Secured)	\$ <u>3,952.68</u> (Priority) (Total)
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Date 04/24/03	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).  Joe Lepold, Senior Collection Specialist	

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RECEIVED
 DEPARTMENT OF DELAWARE
 APR 23 2003 11:11 AM