

B10 (Official Form 10) (Rev. 04/01)

UNITED STATES BANKRUPTCY COURT For the District of Delaware	PROOF OF CLAIM
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Name FLEMING COMPANIES, INC.	Case Number 03-10945
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NOTE: 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) ERNIE'S BICYCLE SHOP Address Line 1 135 LAKE AVENUE NW Address Line 2 _____ Address Line 3 _____ City MASSILLON, OH 44647 ST ZIP MASSILLON, OH 44647	<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 to this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
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REC'D MAY 15 2003

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ACCOINT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR _____	<input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
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1. BASIS FOR CLAIM <input checked="" 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 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) _____ Your social security No. _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	2. Date Debt Incurred (MMDDYY) <table border="1" style="width:100%"> <tr> <td style="width:15%">0</td><td style="width:15%">2</td><td style="width:15%">2</td><td style="width:15%">0</td><td style="width:15%">0</td><td style="width:15%">3</td> </tr> </table> 3. If Court Judgment, Date Obtained <table border="1" style="width:100%"> <tr> <td style="width:15%"> </td><td style="width:15%"> </td><td style="width:15%"> </td><td style="width:15%"> </td><td style="width:15%"> </td><td style="width:15%"> </td> </tr> </table>	0	2	2	0	0	3						
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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 THE 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 mortgage 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 employer 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)(5) <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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UNSECURED NONPRIORITY CLAIM
 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.

5. AMOUNT OF CLAIM AT TIME CASE FILED

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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, insurance or records 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. TIMELY SAMPLED COPY To receive a knowledge of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

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Date 04/22/03	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). Katherine R. Maher Katherine R. Maher - Bookkeeper
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Be sure to keep original claim. Filing fee of up to \$500,000 or replacement fee of up to \$500 or both. 11 U.S.C. §§ 152 and 347.

FIRST NATIONAL BANK		BRANCH OFFICE <i>Houston</i>	DATE <i>1-16</i>
TODAY WE HAVE DEBITED YOUR ACCOUNT AS DESCRIBED BELOW			AMOUNT
<i>Flaming Ch # 23572314</i>			<i>63.13</i>
<i>Fee</i>			<i>65.00</i>
NAME <i>Ernie's Bicycle Shop</i>			TOTAL 
ADDRESS <i>57-1st St SE</i>		AUTHORIZED SIGNATURE	
CITY <i>Massillon OH 44646</i>	ACCOUNT NUMBER <i>17256181</i>	TRAN CODE <i>14</i>	APPROVED BY <i>[Signature]</i>

DEBIT MEMO

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

Fleming

Box 26647, Oklahoma City, OK 73126

TEXAS COMMERCE
SAN ANGELO, TX

64-88/ 1113
23572314

No

FS
Amount

RETURNED NOT PAID
BY 32-115
Date 03/25/03
STOP PAYMENT
STALE DATED
NON-NEGOTIABLE

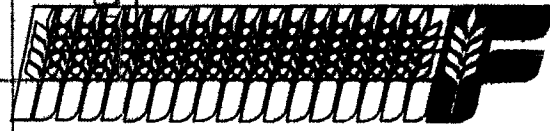
\$*****63.13*

Pay
SIXTY THREE DOLLARS AND 13/100

REFER TO MAKER

Pay
To
The
Order
Of

ERNIE'S BICYCLE SHOPS
57 FIRST STREET SE
MASSILLON, OH 44646



Unique Character Facsimile Signature

⑈ 23572314 ⑆ 11300880 ⑆ 06300036160 ⑆

⑈ 0000006313 ⑆

