

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		<b>PROOF OF CLAIM</b>
Name of Debtor <b>Fleming Companies</b>		Case Number <b>03-10945</b>
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) <b>New England Motor Freight Inc</b>		<div style="font-size: 2em; transform: rotate(-15deg); opacity: 0.5;">REC'D MAY 15 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 <b>1-71 North Avenue East Elizabeth, NJ 07201</b>		
Telephone number <b>908-965-0100</b>		
Account or other number by which creditor identifies debtor <b>38352 &amp; 25924</b>		Check here <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends
<b>1 Basis for Claim</b> <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <span style="float: right; margin-left: 20px;"> <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 SS # _____                  Unpaid compensation for services performed                  from _____ to _____                  (date) (date)             </span>		
<b>2 Date debt was incurred</b> <b>12/26/02-3/21/03</b>		<b>3 If court judgment, date obtained</b>
<b>4 Total Amount of Claim at Time Case Filed</b> \$ <b>718.05</b> 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.		
<b>5 Secured Claim</b> <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 \$ _____		<b>6 Unsecured Priority Claim</b> <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 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"/> 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 owed to 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 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
<b>7 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>8 Supporting Documents</b> 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. <b>9 Date-Stamped Copy</b> 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 <b>4/22/03</b>	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). <b>Karyl Carter, Dir of Credit/Collections</b> <i>Karyl Carter</i>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 1





ORIG/DEST	PICK UP UNIT	ROAD UNIT	CONSIGNEE CODE	SHIPPER CODE	BILL TO CODE	FOR INQUIRIES CALL	PRO DATE	PRO NUMBER	PAGE

CONSIGNEE  
 FLEMING CO  
 100 FLEMING RD  
 07004

SHIPPER  
 100 FLEMING RD  
 07004

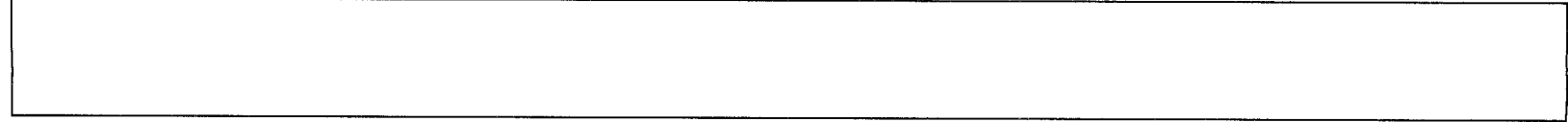
CONNECTING LINE	TO	FROM	CODE	REV	NEMF REVENUE	ROUTING
PRO					01 10	

NO OF PCS	HM	DESCRIPTION	CLASS	WEIGHT	RATE	PREPAID	COLLECT
1		100 CIGARETTES 100 CIGARETTES *** ALL SHIPMENTS MUST BE RECEIVED *** ** ALL CIGARETTES MUST BE RECEIVED ** ** ALL CIGARETTES MUST BE RECEIVED ** ** ALL CIGARETTES MUST BE RECEIVED ** ** ALL CIGARETTES MUST BE RECEIVED **		200			100

COPY

AGENT	TOTALS	3352	1	200	AC 100		200
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TARIFF AUTHORITY		B I L L T O	FLEMING CO 3000 7TH RD ELIZABETH NJ 07004	C.O.D.	AMOUNT DUE	200 10
P O NO	PRO NO					





ORIG/DEST	PICK UP UNIT	ROAD UNIT	CONSIGNEE CODE	SHIPPER CODE	BILL TO CODE	FOR INQUIRIES CALL	PRO DATE	PRO NUMBER	PAGE
05 02	0000	0000	3052	0000	0000	0000 0000 0000	07/25/02	00000000	1

CONSIGNEE FLEMING CO 3000 FLEMING BLVD MONTICELLO							T E L E C O N S			0000
SHIPPER MONTICELLO							SHIPPER NUMBER			0000

CONNECTING LINE		TO	FROM	CODE	REV	NEMF REVENUE	ROUTING
PRO						137.44	

NO OF PCS	HM	DESCRIPTION	CLASS	WEIGHT	RATE	PREPAID	COLLECT
1		1000 - FLEMING COMPANY MONTICELLO NJ MUST CALL FOR DELIVERY APPOINTMENT CONTACT 315-735-0000					454.00

COPY

TOTALS

TARIFF AUTHORITY	B I L L T O	C.O.D.
P O NO		AMOUNT DUE
PRO NO	PAGE	BILLER



ORIG/DEST	PICK UP UNIT	ROAD UNIT	CONSIGNEE CODE	SHIPPER CODE	BILL TO CODE	FOR INQUIRIES CALL	PRO DATE	PRO NUMBER	PAGE
05 02	0000	0000	3052	0000	0000	0000 0000 0000	07/25/02	00000000	1

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SHIPPER MONTICELLO							SHIPPER NUMBER			0000

CONNECTING LINE		TO	FROM	CODE	REV	NEMF REVENUE	ROUTING
PRO						137.44	

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COPY

TOTALS

TARIFF AUTHORITY	B I L L T O	C.O.D.
P O NO		AMOUNT DUE
PRO NO	PAGE	BILLER



ORIG/DEST	CONSIGNEE CODE	SHIPPER CODE	BILL TO CODE	FOR INQUIRIES CALL	PRO DATE	PRO NUMBER	PAGE
01-60	25924	40758	25924 D	856-486-0011	03/21/2003	37503816	1

CONSIGNEE  
 FLEMING FOODS 201 W CHURCH RD  
 KING OF PRUSSIA PA 19406-3231  
 COPY OF FREIGHT BILL

SHIPPER  
 HARTZ MOUNTAIN CO 305 BROADWAY  
 JERSEY CITY NJ \*OUTBOUND ONLY\*  
 07306-6784  
 BILL OF LADING  
 1237027204

CONNECTING LINE	TO	FROM	C O D E	R E V	NEMF REVENUE
					381 27

NO OF PCS	HM	DESCRIPTION	CLASS	WEIGHT	RATE	AMOUNT
6		PET PRODUCTS & SUPPLIES INCLUDES FOODSTU 66 4 % DISCOUNT FUEL SURCHARGE FFS 6 PLTS W/ 462 PCS PACKING LIST ATTACHED ***** SHIPPER LOAD & COUNT ***** DEL 03/26 ***** SHIPPER LOAD & COUNT ***** ON REFUSALS CALL 800-814-7387 ON SHIPMENTS FROM HARTZ MOUNTAIN - CALL FOR APPOINTMENT ON ARRIVAL DATE AT TERM ** MUST CALL FOR DELIVERY APPOINTMENT ** *CREDIT CONTACTED-DRIVER COLLECT* 032203 P/O 223113 P/O 234065 AN ALLOWANCE OF \$ 37 64 WILL BE PAID ----- NOTE ----->>>> * * * Hold At Destination Terminal * * * CONTACT 315-689-3306 AT EXTENSION 312 BEFORE DELIVERY ----- NOTE ----->>>> Driver Must Collect Freight Charges ****	55	5377	19 45	1045 83 694 43- 29 87

6		25924		5377	DUNN	381 27
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TARIFF AUTHORITY NM510 SEC RBN		B I L L  T O	FLEMING FOODS	<b>AMOUNT DUE</b> 381 27
PO NO SEE ABOVE			201 W CHURCH RD	<b>DUE DATE</b> IMMEDIATE
PRO NO 37503816	PAGE 1		KING OF PRUSSIA, PA 19406-3231	

\* E-mailing of your PODs or BOLs is now available from our \*  
 \* website You can select up to one week's worth of documents \*  
 \* to be emailed at one time via the on-line tracing function \*