

UNITED STATES BANKRUPTCY COURT		DISTRICT OF DELAWARE	PROOF OF CLAIM
Name of Debtor Fleming Companies, Inc		Case Number 03-10945-MFW	THIS SPACE IS FOR COURT USE ONLY
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) Dad's Products Company, Inc		<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 address differs from the address on the envelope sent to you by the court	
Name and address where notices should be sent Dad's Products Company, Inc c/o Mark G Claypool, Esquire 120 West Tenth Street Erie, PA 16501-1461		Telephone number (814) 459-2800	
Account or other number by which creditor identifies debtor		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated _____	
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 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)	
2 Date debt was incurred Various dates from 6/21/02 to 3/31/03		3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below		\$226,212.63	
<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 any unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages, Salaries, or commissions (up to \$4300)* 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 \$1,950* 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 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment	
7 Credits The amounts of all payments on this claim has been credited and deducted for 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 judgements, mortgages, security agreement, and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If documents are not available, explain If the documents are voluminous, attach a summary 9 Date-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		THIS SPACE IS FOR COURT USE ONLY	
Date 05/ 6 /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) Mark G Claypool, Esquire _____ Attorney for Dad's Products Company, Inc		

Penalty for presenting fraudulent claim. Fine of up to \$500,000 or imprisonment for up to 5 years, or both
 CHAPTER 12/13 CASES FILE THE ORIGINAL AND ONE COPY OF BOTH CLAIM AND ATT.

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MAY 11 2003
 DISTRICT OF DELAWARE
 8 PH12
 Fleming Companies Claim
 00624

Dad s Products Company Inc
Aged AR Detail by Days Outstanding

Period 04 03 As of 04/08/2003

Cust ID	Ref Nbr	Terms	Doc Date	Due Date	Days Past Due	Orig Doc Amt	Open Balance by Days Outstanding				Total	Returned Check Amts
Type							1 To 30	31 To 60	61 To 90	Over 90		
Company												
000430	Fleming Altoona											
PA	904053553		01/10/2003		88	2 409 95	0 00	0 00	62 13	0 00	62 13	
PA	904055977		01/24/2003		74	2 431 54	0 00	0 00	60 37	0 00	60 37	
PA	904083553		04/01/2003		7	2 677 71	2 677 71	0 00	0 00	0 00	2 677 71	(2 677 71)
IN	I0006314		01/24/2003			5 175 05	0 00	0 00	5 175 05	0 00	5 175 05	(5 066 89)
IN	I0007726	2% 10 Days/Net	03/21/2003	04/01/2003	7	3 970 16	3 970 16	0 00	0 00	0 00	3 970 16	
IN	I0007371		03/07/2003			3 062 15	0 00	3 062 15	0 00	0 00	0 00	(6 336 93)
IN	I0007372		03/03/2003			3 405 52	0 00	3 405 52	0 00	0 00	0 00	
IN	I0007899	2% 10 Days/Net	03/28/2003	04/08/2003	0	2 618 23	2 618 23	0 00	0 00	0 00	2 618 23	
						Customer Total	10 711 91	3 910 68	6 467 67	5 052 55	0 00	8 963 23
											Avg Days To Pay	
000475	Fleming Companies Nashville											
IN	I0007686	2% 10 Days/Net	03/20/2003	03/31/2003	8	13 221 80	13 221 80	0 00	0 00	0 00	13 221 80	
IN	I0007916	2% 10 Days/Net	03/31/2003	04/11/2003	3	11 205 62	11 205 62	0 00	0 00	0 00	11 205 62	
						Customer Total	24 427 42	24 427 42	0 00	0 00	0 00	24 427 42
											Avg Days To Pay	100
000650	Fleming Inc											
PA	61806		06/21/2002		291	13 926 80	0 00	0 00	0 00	300 00	300 00	
IN	I0001648	2% 10 Days/Net	07/08/2002	07/19/2002	263	8 882 54	0 00	0 00	0 00	500 00	500 00	
IN	I0007422		03/11/2003			10 136 54	0 00	10 136 54	0 00	0 00	10 136 54	(26 956 81)
IN	I0007450		03/12/2003			17 844 26	0 00	17 844 26	0 00	0 00	17 344 26	
IN	I0007553		03/14/2003			10 516 85	0 00	10 316 65	0 00	0 00	10 516 85	(10 105 65)
IN	I0007593	2% 10 Days/Net	03/17/2003	03/28/2003	11	14 525 40	14 525 40	0 00	0 00	0 00	14 525 40	
IN	I0007639	2% 10 Days/Net	03/18/2003	03/29/2003	10	7 792 10	7 792 10	0 00	0 00	0 00	7 792 10	
IN	I0007684	2% 10 Days/Net	03/19/2003	03/30/2003	9	8 934 07	8 934 07	0 00	0 00	0 00	8 934 07	
IN	I0007690	2% 10 Days/Net	03/20/2003	03/31/2003	8	11 321 68	11 321 68	0 00	0 00	0 00	11 321 68	
IN	I0007695	2% 10 Days/Net	03/20/2003	03/31/2003	8	13 589 67	13 589 67	0 00	0 00	0 00	13 589 67	
IN	I0007805	2% 10 Days/Net	03/24/2003	04/04/2003	4	16 972 65	16 972 65	0 00	0 00	0 00	16 972 65	
IN	I0007816	2% 10 Days/Net	03/25/2003	04/05/2003	3	12 251 00	12 251 00	0 00	0 00	0 00	12 251 00	
IN	I0007839	2% 10 Days/Net	03/26/2003	04/06/2003	2	16 972 90	16 972 90	0 00	0 00	0 00	16 972 90	
IN	I0007863	2% 10 Days/Net	03/27/2003	04/07/2003	1	14 462 27	14 462 27	0 00	0 00	0 00	14 462 27	
IN	I0007929	2% 10 Days/Net	03/31/2003	04/11/2003	3	11 003 14	11 003 14	0 00	0 00	0 00	11 003 14	
						Customer Total	161 078 27	127,824 88	38 297 65	0 00	200 00	166 322 53
											Avg Days To Pay	33
000981	Fleming North East											
IN	I0007590	2%/10 Net 30 D	03/17/2003	04/16/2003	8	14 775 76	14 775 76	0 00	0 00	0 00	14 775 76	
IN	I0007646	2%/10 Net 30 D	03/20/2003	04/19/2003	11	11 723 69	11 723 69	0 00	0 00	0 00	11 723 69	
						Customer Total	26 499 45	26 499 45	0 00	0 00	0 00	26 499 45
						Fleming Totals	222 717 05	182 662 43	44 765 32	5 052 55	200 00	226 212 63
											TOTAL	226 212 63

**KNOX
McLAUGHLIN
GORNALL
& SENNETT**

A Professional Corporation

120 West Tenth Street
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814 459-2800
Fax 814 453-4530
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May 6, 2003

Mr Thomas Lang
Dad's Products Company, Inc
P O Box 451-D
Meadville, PA 16335

WILLIAM C SENNETT
EDWIN L R MCKEAN
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DAVID M MOSIER
THOMAS A TUPITZA
GUY C FUSTINE
RICHARD E BORDONARO
BRIAN GLOWACKI
JOHN O DODICK
FRANCIS J KLEMENSIC
TIMOTHY M SENNETT
WILLIAM C WAGNER
PATRICIA K SMITH
MARK T WASSELL
RICHARD A LANZILLO
JOANNA K BUDE
PETER A PENTZ
MARK G CLAYPOOL
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JENNIFER E GORNALL ROUGH
VASILIOS T NACOPOULOS
JEROME C WEGLEY
CRAIG W SNETHEN
NEAL R DEVLIN
JAMES M NADZAM

**RE Fleming Companies, Inc
Bankruptcy Case No 03-10945-MFW
United States Bankruptcy Court for the
District of Delaware**

Dear Mr Lang

Enclosed please find a copy of the proof of claim which I filed with the United States Bankruptcy Court for the District of Delaware in the Fleming bankruptcy on behalf of Dad's Products Company, Inc Please review the proof carefully, particularly the dollar amount and the appropriate debtor, and let me know if any changes are necessary It is possible to amend the proof now but may be more difficult to do so in the future Thank you

Very truly yours,

KNOX McLAUGHLIN GORNALL &
SENNETT, P C

By Mark G Claypool /smj
Mark G Claypool

MGC/smj
Enclosure
491399