

FORM 10 PROOF OF CLAIM

United States Bankruptcy Court District of <u>DELAWARE</u>	PROOF OF CLAIM
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In re (Name of Debtor) <u>FLEMING COMPANIES, INC, et al</u>	Case Number <u>03-10945 (MFU)</u>
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NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor <i>(The person or entity to whom the debtor owes money or property)</i> <u>GOODMAN FACTORS, LTD</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 checked="" 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 Addresses Where Notices Should be Sent <u>3010 LBJ FREEWAY</u> <u>SUITE 140</u> <u>DALLAS TX 75234</u>	
Telephone No <u>(972) 241-3297, X236</u>	

REC'D MAY 8 0 2003

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: <u>1929-FLEM</u>	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends } a previously filed claim dated _____
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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 (Describe briefly)	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid compensations for services performed from _____ to _____ (date)
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2. DATE DEBT WAS INCURRED <u>2/28/03</u>	3. IF COURT JUDGMENT DATE OBTAINED'
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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.	
<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)	<input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$ 2000) 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. U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$ 900 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"/> Taxes or penalties of governmental units. 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other. 11 U.S.C. §§ 507(a)(2), (a)(5). (Describe briefly)
Amount of arrearage and other charges included in secured claim above if any \$ _____ <input checked="" type="checkbox"/> UNSECURED NONPRIORITY CLAIM \$ <u>6289.92</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.	

5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ <u>6289.92</u> (Unsecured) \$ _____ (Secured) \$ _____ (Priority) \$ <u>6289.92</u> (Total)	<input type="checkbox"/> Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.
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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 acknowledgment of the filing of your claim, enclose a stamped self-addressed envelope and copy of this proof of claim.	

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 2003 MAY 27 PM 2:26
 U.S. BANKRUPTCY COURT
 DISTRICT OF DELAWARE
 Paul Fleming, Jr.

Date <u>5/21/03</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>Paul Fleming, Jr.</u>
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