

<b>UNITED STATES BANKRUPTCY COURT</b> For the District of Delaware	<b>PROOF OF CLAIM</b>
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In re <b>Fleming Companies, Inc.</b>	Case Number <b>03-10945 (MFW)</b>
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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 **Factor Sales, Inc., dba, King's Market #1, Maxi Mart and King's Market #2**  
 (Person or entity debtor owes)  
 Address Line 1 **c/o Barry L. Olsen**  
 Address Line 2 **Law Offices of Larry W. Suci**  
 Address Line 3 **101 E. Second Street**  
 City, ST ZIP **Yuma, Arizona 85364**

- 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.
- 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 30 2003

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR \_\_\_\_\_  
 Check here if this claim  replaces  amends a previously filed claim dated \_\_\_\_\_

- 1 BASIS FOR CLAIM**
- |   |  |   |
|---|--|---|
| <input 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 checked="" type="checkbox"/> Other (Describe Briefly)<br><b>Returned rebate checks for Non-sufficient funds</b> |   |
- Your social security No \_\_\_\_\_  
 Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_ (date)

**2 Date Debt Incurred (MMDDYY)**

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**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 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**  
 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 \$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)
  - Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
  - 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)
  - Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7)
  - Other - Specify applicable paragraph of 11 U.S.C. § 507(a) \_\_\_\_\_

**5 AMOUNT OF CLAIM AT TIME CASE FILED**

	5 4 0 6 6 9	
(Secured)	(Unsecured Nonpriority)	(Unsecured Priority)

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.

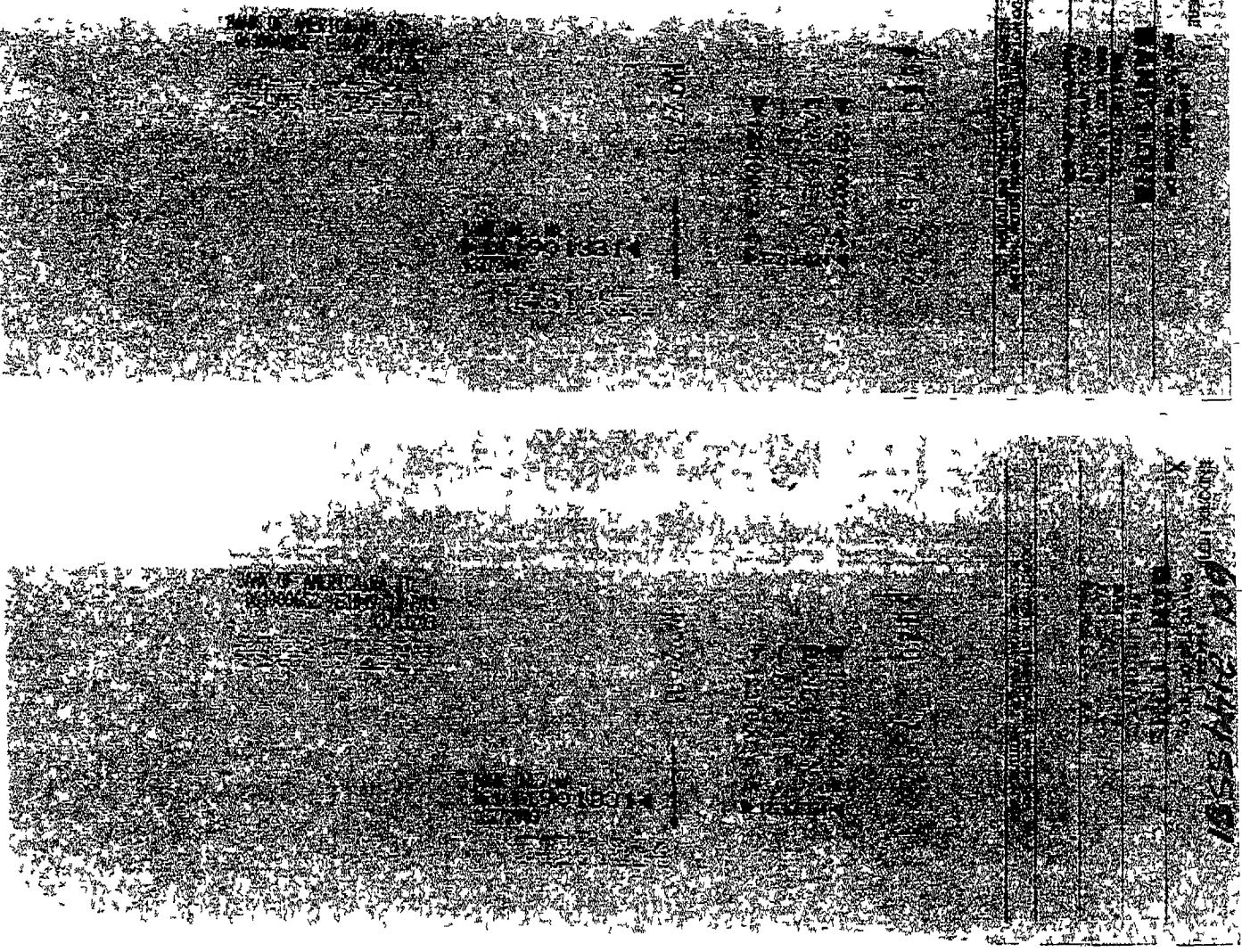
**8 TIME STAMPED COPY** To receive an acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

Date **5-20-03**  
 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)  
**[Signature]** - Attorney for Factor Sales, Inc.

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Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both - 18 U.S.C. §§ 152 and 3571





PAY TO THE ORDER OF  
**BANK OF AMERICA**  
 BANK OF AMERICA  
 FEDERAL RESERVE BANK  
 CHARLOTTE, NC 28217  
 (NO POSTAGE STAMP ON A/C BELOW THIS LINE  
 RESERVED FOR FINANCIAL INSTITUTION USE)

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