

UNITED STATES BANKRUPTCY COURT DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor Fleming Companies Inc		Chapter _____ Case Number 03-10945
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) N Nextel Communications, Inc and its Affiliates listed on Exhibit A 10002 Park Meadows Drive Lone Tree CO 80124		REC'D JUN 12 2003
Telephone number _____		
Account or other number by which creditor identifies debtor See Attachment B		Check here <input type="checkbox"/> replaces a previously filed claim dated _____ <input type="checkbox"/> amends
1 Basis for Claim <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 _____		<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 4/1/03		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>6508.16</u>		
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.		
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 an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or benefits (including vacation, severance, or other benefits) earned by the debtor within 180 days before the 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 or former spouse - 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)(____) <small>*Amounts are subject to adjustment on 4/1/01 and every 5 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
8 Supporting Documents 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.		
9 Date-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.		
Date 6/5/03	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) Shelley Peddersen, Shelley Peddersen Paralegal	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.		



Exhibit A

This proof of claim for unpaid charges owed to Nextel for telecommunication services provided by one or more of the following entities to the Debtor prior to the commencement of the Debtor's bankruptcy case

Nextel South Corp
Nextel West Corp
Nextel of California, Inc
Nextel Communications of the Mid-Atlantic, Inc
Nextel of New York Inc
Nextel of Texas, Inc
Nextel Operations, Inc

Exhibit B

Debtor	State	BAN	Acct Estab Date	Phone Status	Amount of Claim
Fleming Companies, Inc	MS	103099027	25-Oct-02	Open	\$2,380 68
Fleming Companies, Inc	NC	649005123	03-Jan-03	Open	\$370 44
Fleming Companies, Inc	IL	653626123	22-Jan-03	Open	\$1,834 07
Fleming Companies, Inc	CA	410016314	10-May-99	Open	\$1,004 13
Fleming Companies, Inc	CA	988803025	03-Jun-02	Open	\$918 84

Account name FLEMING COS
 Account number 103099027
 Statement date April 12, 2003
 Billing period March 08 - April 07 2003

Customer Care
 Please call 800-390-9545
 Web site www.nextel.com

Your Monthly Account Statement

Account Summary

For Your Records	Previous balance	\$1,395 68
Amount Paid	Payments as of 04/08/03	0 00
Date Paid	Outstanding balance	\$1 395 68
Check #	New charges	1 182 27
Approved	Total Amount Due	\$2 577 95
	Please pay immediately upon receipt	

Summary of New Charges

Adjustments, access and other charges	969 34
Telecommunications Services	21 12
Messaging Charges	0 20
Unit taxes, fees and assessments	151 01
Total Wireless Services	\$1 141 67
Misc additional charges	0 00
Account taxes, fees and assessments	0 00
Adjustments to new charges	0 00
Equipment	40 60
Nextel Retail Stores - Charges	0 00
Total New Charges	\$1,182 27

Nextel News

Please see the next page for important updates about your Nextel service and for special notices on customer promotions and offers

Please detach this portion and return with your payment in the enclosed envelope
 Please do not include correspondence with your payment

Nextel Communications
 PO Box 17990
 Denver CO 80217 0990

Account name FLEMING COS
 Account number 103099027
 Statement date April 12 2003

Total amount due \$2,577 95
Due date
Amount paid

Upon Receipt
\$

Make checks payable to
 Nextel Communications

TO PAY BY CREDIT CARD FOR THIS INVOICE
 ONLY OR CHANGE BILLING ADDRESS

Check here and complete the information on the reverse side

MANIFESTLINE-----

FLEMING COS
 Brad March
 2929 STATELINE RD W
 SOUTHAVEN MS 38671-1043

F5555444422CF

Mail Payment To

NEYTEL COMMUNICATIONS
 PO Box 4181
 Carol Stream IL 60197-4181

F601974181111F

103099027 000118227 0001395680 0002577950

Account name FLEMING COMPANIES INC NORTH CAROLINA
 Account number 649005123
 Statement date April 09 2003
 Billing period March 05 April 04, 2003

Customer Care
 Please call 800-390-9545
 Web site www.nextel.com

Your Monthly Account Statement

Account Summary

For Your Records	Previous balance	\$467 19
Amount Paid	Payments as of 04/05/03 - Thank You	-467 19
Date Paid	Outstanding balance	\$0 00
Check #	New charges	411 73
Approved	Total Amount Due	\$411 73
	Due Date April 29, 2003	

Summary of New Charges

Adjustments, access and other charges	310 91
Telecommunications Services	53 77
Unit taxes, fees and assessments	47 05
Total Wireless Services	\$411 73
Misc additional charges	0 00
Account taxes, fees and assessments	0 00
Adjustments to new charges	0 00
Equipment	0 00
Nextel Retail Stores - Charges	0 00
Total New Charges	\$411 73

Nextel News

Please see the next page for important updates about your Nextel service and for special notices on customer promotions and offers

Please detach this portion and return with your payment in the enclosed envelope
 Please do not include correspondence with your payment

Nextel Communications
 PO Box 17990
 Denver CO 80217 0990

Account name FLEMING COMPANIES INC
 Account number 649005123
 Statement date April 09 2003

Total amount due \$411 73
Due date April 29, 2003
Amount paid \$

Pay the check payable to
 Nextel Communications

TO PAY BY CREDIT CARD FOR THIS INVOICE
 ONLY OR CHANGE BILLING ADDRESS
 Check here and complete the information on the reverse side

MANIFESTLINE-----

FLEMING COMPANIES INC NORTH CAROLINA
 CHRIS VERNON
 1018 US 117 FWY S
 WARSAW NC 28398-2404

F5555444422CF

Mail Payment To

NEXTEL COMMUNICATIONS
 PO Box 4181
 Carol Stream IL 60197-4181

F601974181111F

649005123 000041173 0000000000 0000411739

Account name FLEMING CONVENIENCE
 Account number 653626123
 Statement date April 26 2003
 Billing period March 22 - April 21 2003

Customer Care

Please call 800-390-9545

Web site www.nextel.com

Your Monthly Account Statement**Account Summary**

For Your Records	Previous balance	\$4,602 10
Amount Paid	Payments as of 04/22/03 - Thank You	-3,405 81
Date Paid	Outstanding balance	\$1,196 29
Check #	New charges	1,739 48
Approved	Total Amount Due	\$2,935 77
	Please pay immediately upon receipt	

Summary of New Charges

Adjustments, access and other charges	1,387 87
Telecommunications Services	9 52
Unit taxes, fees and assessments	342 09
Total Wireless Services	\$1,739 48
Misc additional charges	0 00
Account taxes, fees and assessments	0 00
Adjustments to new charges	0 00
Equipment	0 00
Nextel Retail Stores - Charges	0 00
Third Party Charges, Adjustment and Taxes	0 00
Total New Charges	\$1,739 48

Nextel News

Please see the next page for important updates about your Nextel service
 and for special notices on customer promotions and offers

Please detach this portion and return with your payment in the enclosed envelope
 Please do not include correspondence with your payment

Nextel Communications
 PO Box 17990
 Denver CO 80217 0990

Account name FLEMING CONVENIENCE
 Account number 653626123
 Statement date April 26, 2003

Total amount due \$2,935 77
Due date
Amount paid

Upon Receipt
\$

Make checks payable to
 Nextel Communications

TO PAY BY CREDIT CARD FOR THIS INVOICE
 ONLY OR CHANGE BILLING ADDRESS

Check here and complete the information on the reverse side

MANIFESTLINE-----

FLEMING CONVENIENCE
 KAPEN ZAREMBKA
 1251 N SCHMIDT PD
 ROMEOVILLE IL 60446-1159

F5555444422CF

Mail Payment To

NEXTEL COMMUNICATIONS
 P O Box 4181
 Carol Stream IL 60197-4181

F601974181111F

653626123 000173948 0001196290 0002935778

Account name FLEMING COMPANIES GMD WEST
 Account number 410016314
 Statement date April 30 2003
 Billing period March 26 - April 25, 2003

Customer Care
 Please call 800-390-9545
 Web site www.nextel.com

Your Monthly Account Statement

Account Summary

For Your Records	Previous balance	\$1 575 69
Amount Paid	Payments as of 04/26/03 - Thank You	-662 21
Date Paid	Outstanding balance	\$913 48
Check #	New charges	388 69
Approved	Total Amount Due	\$1,302 17
	Please pay immediately upon receipt	

Summary of New Charges

Adjustments, access and other charges	279 28
Telecommunications Services	38 22
Messaging Charges	0 40
Unit taxes, fees and assessments	70 79
Total Wireless Services	\$388 69
Misc additional charges	0 00
Account taxes, fees and assessments	0 00
Adjustments to new charges	0 00
Equipment	0 00
Nextel Retail Stores - Charges	0 00
Third Party Charges, Adjustment and Taxes	0 00
Total New Charges	\$388 69

Nextel News

Please see the next page for important updates about your Nextel service and for special notices on customer promotions and offers

Please detach this portion and return with your payment in the enclosed envelope
 Please do not include correspondence with your payment

Nextel Communications
 PO Box 17990
 Denver CO 80217 0990

Account name FLEMING COMPANIES GM
 Account number 410016314
 Statement date April 30, 2003

Total amount due **\$1,302 17**
 Due date
 Amount paid

Upon Receipt
 \$

Make checks payable to
 Nextel Communications

TO PAY BY CREDIT CARD FOR THIS INVOICE
 ONLY OR CHANGE BILLING ADDRESS
 Check here and complete the information on the reverse side

MANIFESTLINE-----

FLEMING COMPANIES GMD WEST
 ERICA KING
 8301 FRUITRIDGE RD
 SACRAMENTO CA 95826-4806

F55555444422CF

Mail Payment To

NEATEL COMMUNICATIONS
 P O Box 4181
 Carol Stream IL 60197-4181

F601974181111F

410016314 000038869 0000913480 0001302179

Account name FLEMING
 Account number 988803025
 Statement date April 25 2003
 Billing period March 21 - April 20, 2003

Customer Care
 Please call 800-390-9545
 Web site www.nextel.com

Your Monthly Account Statement

Account Summary

For Your Records	Previous balance	\$656 28
Amount Paid	Payments as of 04/21/03	0 00
Date Paid	Outstanding balance	\$656 28
Check #	New charges	656 53
Approved	Total Amount Due	\$1,312 81
	Please pay immediately upon receipt	

Summary of New Charges

Adjustments, access and other charges	539 82
Messaging Charges	0 40
Unit taxes, fees and assessments	116 31
Total Wireless Services	\$656 53
Misc additional charges	0 00
Account taxes, fees and assessments	0 00
Adjustments to new charges	0 00
Equipment	0 00
Nextel Retail Stores - Charges	0 00
Third Party Charges, Adjustment and Taxes	0 00
Total New Charges	\$656 53

Nextel News

Please see the next page for important updates about your Nextel service and for special notices on customer promotions and offers

Please detach this portion and return with your payment in the enclosed envelope
 Please do not include correspondence with your payment

Nextel Communications
 PO Box 17990
 Denver CO 80217 0990

Account name FLEMING
 Account number 988803025
 Statement date April 25 2003

Total amount due \$1,312 81

Due date

Amount paid

Upon Receipt
\$

Make checks payable to
 Nextel Communications

TO PAY BY CREDIT CARD FOR THIS INVOICE
 ONLY OR CHANGE BILLING ADDRESS
 Check here and complete the information on the reverse side

MANIFESTLINE-----

FLEMING
 GREGG STARK
 PO BOX 15127
 SACRAMENTO CA 95851 1127

F55555444422CF

Mail Payment To

NE XTEL COMMUNICATIONS
 P O Box 4181
 Carol Stream IL 60197-4181

F601974181111F